

STATE OF ALABAMA )

SHELBY COUNTY )

**ASSIGNMENT OF LEASE**

CITATION CORPORATION ("Citation"), a Delaware corporation and successor-in-interest to SIMSCO, Inc., an Alabama corporation ("SIMSCO"), in consideration of one dollar (\$1.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign and convey unto CITATION CASTINGS, INC., an Alabama corporation ("CCI"), all its right, title and interest in and to: (1) that certain Lease Agreement, dated as of December 1, 1984, between The Industrial Development Board of the City of Columbiana, as Lessor, and SIMSCO, as Lessee, recorded at Real 11, page 707, in the Probate Office of Shelby County, Alabama, (which said Lease Agreement as it may hereafter be amended is hereafter referred to as the "Lease"); and, (2) the fixtures, machinery and equipment demised under the Lease, including, without limitation, and the fixtures, machinery and equipment listed and described on Exhibit B and Exhibit D to the Lease (all of which is herein referred to as the "Leased Property"); and, (3) together with: (a) all modifications, amendments, renewals and extensions of the Lease; (b) all options, rights, and privileges of the "Lessee" set forth in the Lease, including, without limitation, the options to purchase the Leased Property set forth in Article XI thereof; and, (c) any and all other rights of Citation in and to any easements, rights of way, appurtenances or personality in and or in any way appertaining to the Leased Property (all of which Lease, Leased Property, interest and rights hereby conveyed, transferred, and assigned, are hereinafter referred to as the "Property"). SUBJECT, HOWEVER, to the terms and conditions of the Lease and to those other restrictions, easements, conditions, limitations security interests and other encumbrances on the Leased Property.

TO HAVE AND TO HOLD the same and every part thereof unto CCI, its successors and assigns forever.

Citation warrants, covenants and agrees with CCI, its successors and assigns, that (a) Citation is the "Lessee" under the Lease by assignment and is in possession of the Leased Property, and (b) Citation has a good right to convey the Property as aforesaid and will warrant and forever

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defend the title against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, Citation has caused this instrument to be executed by Morris Hackney, its Chairman, and to be attested by Stanley B. Atkins, its Secretary, and its corporate seal to be hereto affixed on this 23 day of September, 1996.

CITATION CORPORATION  
a Delaware corporation

[SEAL]

By: T. Morris Hackney  
Its: Chairman

By: Stanley B. Atkins  
Its: Secretary

STATE OF ALABAMA )

ACKNOWLEDGMENT:

JEFFERSON COUNTY )

I, the undersigned, a Notary Public in and for the State and County aforesaid, hereby certify that Morris Hackney and Stanley B. Atkins, whose names as Chairman and Secretary, respectively, of Citation Corporation, are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that being informed of the contents of said instrument, they, as such officers and with full authority, executed the same voluntarily, for and as the act of said corporation, on the day the same bears date.

Given under my hand and official seal this 23 day of September, 1996.

Christopher B. Hamm  
Notary Public

MY COMMISSION EXPIRES MAY 31, 1998

My Commission Expires \_\_\_\_\_

#### ACCEPTANCE OF ASSIGNMENT

In consideration of the assignment of the Lease by Citation and other good and valuable consideration, Citation Castings, Inc., an Alabama corporation, hereby accepts the assignment of the Lease referred to above and agrees to be bound by the covenants of the "Lessee" contained

therein and to perform all the duties of the "Lessee" thereunder.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be executed in its name by Morris Hackney its Chairman, to be attested by Stan Atkins its Secretary and its corporate seal to be affixed hereto on this 23 day of September, 1996.

CITATION CASTINGS, INC.  
a Alabama corporation

[SEAL]

By: T. Morris Hackney  
Its: Chairman

By: Stanley B. Atkins  
Its: Secretary

STATE OF ALABAMA )

ACKNOWLEDGMENT:

JEFFERSON COUNTY )

I, the undersigned, a Notary Public in and for the State and County aforesaid, hereby certify that Morris Hackney and Stan Atkins, whose names as Chairman and Secretary, respectively, of Citation Castings Inc., are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that being informed of the contents of said instrument, they, as such officers and with full authority, executed the same voluntarily, for and as the act of said corporation, on the day the same bears date.

Given under my hand and official seal this 23 day of September, 1996.

Christopher B. Hann

Notary Public

My Commission Expires MAY 01, 1998

THIS INSTRUMENT PREPARED BY  
AND WHEN RECORDED RETURN TO:

Thomas A. Ritchie, Esq.  
Ritchie & Rediker, L.L.C.  
312 North 23rd Street  
Birmingham, AL 35203

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