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STATE OF GEORGIA ) ASSIGNMENT OF LEASEHOLD INTEREST  
COUNTY OF FULTON ) AND  
ASSUMPTION OF LEASE OBLIGATIONS

This Assignment of Leasehold Interest and Assumption of Lease Obligations is made and entered into this 13 day of July, 1981 by and between METAL FABRICATORS, INC., a South Carolina corporation with its principal place of business in Greenville, South Carolina ("Assignor"), and MACHINE FABRICATORS OF GREENVILLE, INC., a South Carolina corporation, with its principal place of business in Greenville, South Carolina ("Assignee");

W I T N E S S E T H :

WHEREAS, Assignor, as tenant, executed that certain Agreement of Lease dated November 15, 1977, between Assignor and Old Grove Partnership, a South Carolina partnership, as Landlord, a copy of which is attached hereto as Exhibit A, (hereinafter called the "Lease"); and

WHEREAS, Assignee, by Agreement dated as of July 13, 1981, has purchased substantially all of the assets of Assignor (the "Acquisition Agreement"); and

WHEREAS, in connection with such purchase of assets, Assignor is willing to assign all its right, title and interest

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