

Whereas, the undersigned Lessor and Lessee now desire to terminate the Lease so that the Property can be sold and conveyed to Union Carbide Corporation free of the Lease and free of any claim to or interest in the Property which either of the undersigned Lessor or Lessee may have;

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS that for and in consideration of the premises and for other good and valuable consideration, the receipt of which is hereby acknowledged, the undersigned Lessee and Lessor do hereby acknowledge and agree as follows:

1. The Lease dated June 1, 1964 first identified above, a Memorandum of which is recorded in the RMC Office for Greenville County, South Carolina in Deed Book 751, Page 533, covering the Property as particularly described on Schedule A attached hereto and incorporated herein by reference, is hereby terminated and cancelled as of January // 1982, and hereafter shall be void and of no further force and effect.

2. Neither the undersigned Lessor nor the undersigned Lessee have any further claim against each other under the terms of the Lease hereby terminated nor any further claim to or interest in the Property as particularly described on Schedule A hereof arising out of or under the Lease hereby terminated.

IN WITNESS WHEREOF, the undersigned Lessor and Lessee have executed and entered into this Termination of Lease agreement as of the date and year first above written.

In the presence of:
Robert J. [Signature]
Robert J. [Signature]

LITTON INDUSTRIAL PRODUCTS, INC.
By: Robert E. Jennings
VICE PRESIDENT
[Signature]

STATE OF WISCONSIN)
COUNTY OF MILWAUKEE)

P R O B A T E

Personally appeared the undersigned witness and made oath that (s)he saw the above named Litton Industrial Products, Inc. by its duly authorized officer(s) sign, seal and as its act and deed, deliver the within written Termination of Lease, and that (s)he with the other witness subscribed above, witnessed the execution thereof.

[Signature]

SWORN to before me this
3rd day of January, 1982.

Kathleen Ann Dancy (SEAL)
Notary Public for Wisconsin
My Commission expires: 3/11/84

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