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Eugene "Gene" Moore Fee: \$38.00  
Cook County Recorder of Deeds  
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3-15 LYNES # 81-87-444-D1

MAIL TO:

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ILLINOIS  
COOK COUNTY

**ASSIGNMENT AND ASSUMPTION OF  
SUBLESSEE'S INTEREST IN SUBLEASE**

THIS ASSIGNMENT AND ASSUMPTION OF SUBLESSEE'S INTEREST IN SUBLEASE (the "Assignment") is made and entered into effective as of December 17, 2003 by and between **Welded Tube Co. of America**, a Delaware corporation, ("Assignor") and **Copperweld Corporation**, f/k/a Copperweld Acquisition Corporation, a Delaware corporation, whose mailing address is Copperweld Corporation, Four Gateway Center, Pittsburgh, PA 15222, Attention: Chief Financial Office ("Assignee").

STATEMENT OF PURPOSE

Assignor is the owner of the subleasehold interest and subleasehold estate under that certain Sublease dated May 1, 1969 by and between Bulk Terminals Company, a Delaware corporation, as Sublessor, and Welded Tube Company of America, a Pennsylvania corporation, as Sublessee, as amended by Amendment No. 1 thereto dated June 20, 1969, and as evidenced of record by that certain Short-Form of Sublease, as Amended by and between said Sublessor and Sublessee dated June 20, 1969 recorded July 9, 1969 as Document Number 20895145 (as amended from time to time, the "Sublease") demising and subleasing those certain parcels of real property located in Cook County, State of Illinois (the "Property") described on Exhibit A attached hereto and incorporated herein by this reference and identified thereon as "Parcel 1" and as "Parcel 2" for a term of years beginning May 1, 1969 and ending June 29, 2026, subject to such term commencing, terminating or expiring on such other date(s) as provided in the Sublease (except the buildings and improvements located on the Property). The sublessee's entire interest in the Sublease was assigned by Welded Tube Company of America, a Pennsylvania corporation,

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to the Assignor hereunder, Welded Tube Co. of America, a Delaware corporation pursuant to an Assignment and Consent to Assignment by Bulk Terminals Company, recorded December 23, 1969, as Document Number 21043441.

## ASSIGNMENT:

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration in hand paid and delivered by Assignee to Assignor, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, transfer, sell and convey to Assignee, its successors and assigns, all of its right, title and interest as sublessee in, to and under the Sublease ("Transferred Interest").

Assignee, by its acceptance of this Assignment, does hereby assume and agree to perform any and all obligations and duties of Assignor as the sublessee under the Sublease first arising or accruing on or after the day and time of the recording of the Quitclaim Deed of even date executed by Assignor conveying its ownership interest in the building and other improvements on the Property to Assignee in accordance with Assignee's right, title and interest as sublessee in, to and under the Sublease.

This Assignment may be executed in one or more counterparts, each of which shall be an original and all of which, when taken together, shall constitute one document.

This assignment and conveyance is made pursuant and subject to that certain "Second Amended Joint Plan of Reorganization of Copperweld Corporation and certain of its Debtor Affiliates" filed October 8, 2003 with the United States Bankruptcy Court for the Northern District of Ohio, Eastern Division (the "Bankruptcy Court"), as amended, modified and supplemented from time to time prior to the date and time of recording of this Deed, including without limitation modifications filed with the Bankruptcy Court on November 7, 2003 and November 14, 2003 (as amended and supplemented from time to time prior to the date and time of recording of this Deed, the "Second Amended Plan of Reorganization") in connection with Chapter 11 Cases No. 00-43869, 00-43868, 00-43870, 00-43871, 00-43872, 00-43899, 00-43900, 00-43904, 00-43905, 00-43911 and 00-43912 (jointly administered), captioned "In re: Copperweld Corporation, Copperweld Bimetallics Products Company, Copperweld Equipment Company, Copperweld Marketing & Sales Company, Copperweld Tubing Products Company, Metallon Materials Acquisition Corporation, Miami Acquisition Corporation, Southern Cross Investment Company, Tac Acquisition Corporation, Welded Tube Co. of America and Welded Tube Holdings, Inc., Copperweld Debtors"

This assignment is being made pursuant to the Second Amended Plan of Reorganization, orders of the Bankruptcy Court and the provisions of the Bankruptcy Code, including Section 365 of the Bankruptcy Code, including without limitation Section 365(f) thereof. The term "Bankruptcy Code" as used herein means the provisions of Title 11 of the United States Code, 11 USC. §§101 et seq.

This Assignment may be executed in one or more counterparts, each of which shall be an original and all of which, when taken together, shall constitute one document.

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## EXHIBIT A LEGAL DESCRIPTION

### PARCEL 1:

That part of Fractional Section 25 and Section 26 South of the Indian Boundary Line and that part of Lake Calumet, all in Township 37 North, Range 14 East of the Third Principal Meridian, is described in the following:

Commencing at the intersection of a line 660 feet North of and parallel with the South line of said Section 26, with the West line and said line extended of said Section 25; thence Northeastly along a line forming an angle of 135 degrees from West to the Northeast with said parallel line a distance of 1286.90 feet to the point of intersection with a line which is 1750 feet West of and parallel with the North and South center line of said Section 25; thence North 0 degrees 00 minutes 48 seconds East along said parallel line a distance of 3,600.65 feet to a point 86.25 feet (as measured along said parallel line) South of the North line of the Northwest 1/4 of said Section 25; thence North 89

degrees 59 minutes 12 seconds West along a line which is perpendicular to the North and South center line of Section 25 a distance of 400.00 feet to the point of beginning of the tract herein described; thence North 0 degrees 00 minutes 48 seconds East along a line parallel with said North and South center line a distance of 65.37 feet to the point of intersection with a line drawn 15.00 feet South of and parallel with the North line of said Section 25; thence South 89 degrees 10 minutes 18 seconds West along the last described parallel line, a distance of 500.06 feet to the point of intersection with a line drawn 2,650 feet West of and parallel with the North and South center line of Section 25; thence South 0 degrees 00 minutes 48 seconds West along said parallel line a distance of 58.03 feet to the intersection with a line drawn perpendicularly to the North and South center line of Section 25, through herein designated point of beginning; thence North 89 degrees 59 minutes 12 seconds West along the last described perpendicular line a distance of 500.00 feet; thence South 0 degrees 00 minutes 48 seconds West a distance of 1,274.12 feet; thence South 89 degrees 59 minutes 12 seconds East a distance of 1,230.085 feet; thence North 0 degrees 16 minutes 23 seconds West a distance of 237.42 feet; thence North 4 degrees 05 minutes 11 seconds East a distance of 363.062 feet; thence North 0 degrees 12 minutes 40 seconds West a distance of 274.52 feet; thence North 14 degrees 19 minutes 21 seconds West a distance of 207.10 feet; thence North 89 degrees 59 minutes 12 seconds West a distance of 200.00 feet; thence North 0 degrees 00 minutes 48 seconds East a distance of 200.00 feet to the herein designated point of beginning, all in Cook County, Illinois.

### PARCEL 2:

Easements for the benefit of Parcel 1 as created by certain indenture of Sublease by and between Bulk Terminals Company of America, a Delaware corporation, Sublessor, and Welded Tube Company of America, a Pennsylvania corporation, Sublessee, dated May 1, 1969 and Amendment No. 1 thereto dated June 20, 1969 and recorded Short-Form Of Sublease As Amended by and between said Sublessor and said Sublessee dated June 20, 1969 recorded July 9, 1969 as Document Number 20895145, said easements described as follows:

(A) An easement to use the plant road in common with others from the harbor to the plant gate at East 122nd Street, which road is approximately 24 feet in width, running along the Eastern boundary of Parcel 1, as outlined on Exhibit

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"A" attached to Amendment No. 1 to said Sublease dated June 20, 1969;

(B) An easement over the land lying between Parcel 1 and the plant road referred to in Parcel 2(A) above for the purpose of constructing, using and maintaining a driveway for access from Parcel 1 to Parcel 2(A) above, the center line of said easement being parallel to and approximately 169.24 feet North of the boundary of Parcel 1 extended, and said easement being approximately 40 feet in width flaring to approximately 140 feet in width where it joins Parcel 2(A);

(C) Easement to construct and use a road approximately 30 feet in width, running from the point where East 122nd Street extended intersects the East boundary of the Sublessor's property leased to Bulk Terminals Company, a Delaware Corporation, by Lease dated July 1, 1960 executed July 25, 1960 and Lease (Short Form) dated July 1, 1960 recorded March 27, 1961 as Document Number 18119146, West in a straight line extension of 122nd Street approximately 800 feet, all in Cook County, Illinois.

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IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment effective as of the day and year first above written.

ASSIGNOR:

Welded Tube Co. of America,  
a Delaware corporation

By: *Dennis McGlone*

Name: Dennis McGlone

Title: President and Chief Operating Officer

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STATE OF Pennsylvania ) ss.  
County of Allegheny )

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, CERTIFY THAT Dennis McGlone, the President and Chief Operating Officer of Welded Tube Co. of America, personally known to me to be the same person whose name subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that s/he signed, sealed and delivered the instrument as his/her free and voluntary act and the free and voluntary act of such organization, for the uses and purposes therein set forth, including the release and waiver of the right of homestead.

Given under my hand and notarial seal, this 15th day of December 2003.

Linda C. Flaherty  
Notary Public

Notarial Seal  
Linda C. Flaherty, Notary Public  
Pittsburgh, Allegheny County  
My Commission Expires Sept. 27, 2004  
Member, Pennsylvania Association of Notaries



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ASSIGNEE:

Copperweld Corporation,  
f/k/a Copperweld Acquisition Corporation,  
a Delaware corporation,

By: Dale B. Mikus  
Name: Dale B. Mikus  
Title: Vice President and CFO

STATE OF Pennsylvania ) ss.  
County of Allegheny )

I, the undersigned, a Notary Public in and for said County, in the State aforesaid, CERTIFY THAT Dale B. Mikus, the Vice President and Chief Financial Officer of Copperweld Corporation, f/k/a Copperweld Acquisition Corporation, a Delaware corporation, personally known to me to be the same person whose name subscribed to the foregoing instrument, appeared before me this day in person, and acknowledged that s/he signed, sealed and delivered the instrument as his/her free and voluntary act and the free and voluntary act of such organization, for the uses and purposes therein set forth, including the release and waiver of the right of homestead.

Given under my hand and notarial seal, this 15th day of December 2003.

Linda C. Flaherty  
Notary Public



Notarial Seal  
Linda C. Flaherty, Notary Public  
Pittsburgh, Allegheny County  
My Commission Expires Sept. 27, 2004  
Member, Pennsylvania Association of Notaries

[COOK COUNTY - ILLINOIS TRANSFER STAMP]