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CAMBRIDGE PLAN INTERNATIONAL,  
A CALIFORNIA CORPORATION, DEBTOR,  
AND DEBTOR IN POSSESSION, ET AL,  
GRANTOR

TO

WARRANTY DEED

SNAP-ON TOOLS CORPORATION,  
A DELAWARE CORPORATION,  
GRANTEE

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00), cash in hand paid and other good and valuable considerations, the receipt of all of which is hereby acknowledged, CAMBRIDGE PLAN INTERNATIONAL, A California Corporation, DEBTOR, AND DEBTOR IN POSSESSION, and the ESTATE OF THE CAMBRIDGE PLAN INTERNATIONAL, DEBTOR, do hereby sell, convey, and warrant unto SNAP-ON TOOLS CORPORATION, A Delaware Corporation, the land lying and being situated in DeSoto County, Mississippi, described as follows, to-wit:

PARCEL ONE

Lot 1, Section "C", Holiday Industrial Park, shown on plat of record in Plat Book 17, Page 19, in the Chancery Court Clerk's Office, in Hernando, DeSoto County, Mississippi, said Lot located in the west half of Section 24, Township 1 South, Range 6 West, said county and state, and being more particularly described as Beginning at the southwest corner of Section 24, Township 1 South, Range 6 West, in DeSoto County, Mississippi, said point being in the centerline of Hacks Cross Road; thence north 0 degree 19 minutes east along the west line of Section 24 (Hacks Cross Road) 1081.49 feet to a point being in the westwardly projection of the north line of Airport Road (100 feet wide); thence south 89 degrees 41 minutes east along said north line 53.0 feet to the east line of Hacks Cross Road, thence north 0 degrees 19 minutes east along said line and parallel to the west line of Section 24 a distance of 297.89 feet to the north line of the Bank of Mississippi property, said point being the true point of beginning; thence north 0 degree 19 minutes east along the east line of Hacks Cross Road 750.0 feet to a point; thence south 89 degrees 41 minutes east 520.0 feet to a point; thence south 0 degree 19 minutes west 750.07 feet to a point in the north line of a 3.00 acre tract; thence north 89 degrees 41 minutes west along said line (passing the northwest corner of said tract at 13.28 feet) and the projection thereof 385.04 feet to a point in the north line of said Bank of Mississippi property, being a point of tangent to a curve having a 96.44 feet radius; thence north 89 degrees 39 minutes 16 seconds west along said north line 134.96 feet to the point of beginning, containing 390,031.68 square feet or 8.954 acres.

PARCEL TWO

Lot 76, Section "D", Holiday Industrial Park, DeSoto County, Mississippi, more particularly described as Beginning at the southwest corner of Section 24, Township 1 South, Range 6 West, DeSoto County, Mississippi, said point being in the center of Hacks Cross Road; thence run north 0 degree 19 minutes east along the west line of said Section 24 (center of Hacks Cross Road) 2129.38 feet to a point; thence run south 89 degrees 41 minutes east 53.0 feet to the east line of Hacks Cross Road, said point being the true point of beginning and being the southwest corner of Lot 76 and the northwest corner of Section "C", Holiday Industrial

Park (P.B. 17, Pg. 19); thence run north 0 degrees 19 minutes east along the east line of Hacks Cross Road 251.47 feet to the point of curve; thence run north and east along a curve to the right having a 30 ft. radius, 47.04 feet to the point of tangent in the south line of High Point Cove; thence run south 89 degrees 49 minutes 51.6 seconds east along said south line 490.08 feet to the west line of Lot 75; thence run south 0 degree 19 minutes west along the line dividing Lots 75 and 74 and Lot 76 a distance of 282.74 feet to the north line of said Section "C"; thence run north 89 degrees 41 minutes west along the line dividing Lot 76, Section "D" and Lot 1, Section "C", a distance of 520.0 feet to the point of beginning, containing 146,482.312 square feet or 3.363 acres.

The warranty in this Deed is subject to rights of way and easements for public roads and public utilities, subdivision and zoning regulations in effect in DeSoto County, Mississippi, and further subject to all applicable building restrictions and restrictive covenants of record.

This conveyance is made pursuant to Order entered in Chapter 11 Proceeding No. 3 83-01804-LK, being in the matter of Cambridge Plan International, Debtor In Possession in United States Bankruptcy Court for the Northern District of California, a certified copy of which is attached hereto as Exhibit "A".

Taxes for the year 1983 are to be pro-rated and possession is given with delivery of this deed.

WITNESS our signatures, this the 28th day of November, 1983.

CAMBRIDGE PLAN INTERNATIONAL,  
A California Corporation, DEBTOR  
AND DEBTOR IN POSSESSION

By: Spencer Chapple  
Spencer Chapple,  
Senior Vice President and  
Chief Financial Officer

THE ESTATE OF THE CAMBRIDGE PLAN  
INTERNATIONAL, DEBTOR

By: Spencer Chapple  
Spencer Chapple,  
Senior Vice President and  
Chief Financial Officer

STATE OF CALIFORNIA  
COUNTY OF MONTEREY

PERSONALLY appeared before me, the undersigned authority of law, in and for the State and County aforesaid, the within named Spencer Chapple, Senior Vice President and Chief Financial Officer, of The Cambridge Plan International, a California Corporation, Debtor, and Debtor in Possession, who signed, sealed and delivered the above and foregoing Warranty Deed in said capacity and on behalf of the Estate of The Cambridge Plan International, on the day and year therein mentioned as the act and deed of the Corporation, being first duly authorized so to do.

GIVEN UNDER MY HAND and seal of office, this the 28th day of November, 1983.

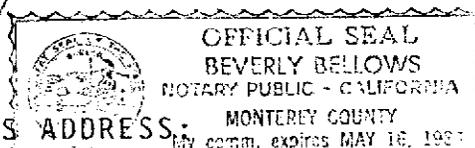
Beverly Bellows  
Notary Public

My Commission expires:

May 16, 1986

GRANTOR'S ADDRESS:  
1441 Schilling Place  
Salinas, California 93901

GRANTEE'S ADDRESS:  
2801 80th Street  
Kenosha, Wisconsin 53140



1 PHELAN, STUPPI, SORENSEN & McQUAID  
ROBERT E. PHELAN  
2 235 Montgomery Street, Suite 1520  
San Francisco, California 94104  
3 Telephone:- (415) 362-2962

4 STARK, STEWART, WELLS & ROBINSON  
JOHN F. WELLS  
5 Fidelity Plaza, 14th Floor  
180 Grand Avenue  
6 Oakland, California 94612  
Telephone: (415) 834-2200

7 Attorneys for Debtor and Debtor-in-Possession

8 UNITED STATES BANKRUPTCY COURT  
9 NORTHERN DISTRICT OF CALIFORNIA

10 In the Matter of )  
11 )  
12 CAMBRIDGE PLAN INTERNATIONAL, a )  
California corporation, )  
13 Debtor. )

No. 3 83-01804-LK  
Chapter 11

14 ORDER CONFIRMING SALE OF OLIVE BRANCH, MISS. FACILITY

15  
16 The application of Cambridge Plan International, debtor and  
17 debtor-in-possession, for an Order Confirming Sale of the Olive  
18 Branch, Mississippi Facility, duly came on for consideration. It  
19 appears that the Mississippi title to the facility is vested in  
20 Cambridge Plan International and that, therefore, the facility is  
21 an asset of this bankruptcy estate. It appears that the proposed  
22 sale is not in the ordinary course of business, that no Chapter 11  
23 plan has been confirmed and that, therefore, the proposed sale is  
24 an appropriate subject of an order of this Court. It appears  
25 -----

26 ORDER CONFIRMING SALE OF OLIVE BRANCH FACILITY

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FILED

NOV 23 1983

PAUL C. KARNEY JR., CLERK  
UNITED STATES BANKRUPTCY COURT  
SAN FRANCISCO, CA

I hereby certify that the

Enclosed are the

25 NOV 1983

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CLERK

*[Signature]*

CLERK

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1 that, under the circumstances, parties in interest including the  
2 Creditors' Committee and the Cambridge Counselors' Creditors'  
3 Committee have been given adequate notice and an opportunity to be  
4 heard regarding the proposed sale, and no objections thereto have  
5 been presented. It further appears that the proposed sale is fair  
6 and reasonable, would be in the best interests of creditors and  
7 the estate, and that good cause exists for confirming it.

8 IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that:

9 1. Under the circumstances, parties in interest have been  
10 given adequate notice and an opportunity to be heard;

11 2. The sale of the Olive Branch facility, as specifically  
12 described in the legal description attached hereto, to Snap-on  
13 Tools for the sum of \$2,326,000.00 in cash is hereby confirmed and  
14 CPI, through its Senior Vice-President and Chief Financial  
15 Officer, Spencer Chapple, is authorized to execute a warranty  
16 deed;

17 3. The sale of certain furniture and equipment located at  
18 the Olive Branch facility to Snap-on Tools for \$35,000.00 in cash  
19 is hereby confirmed and CPI, through its Senior Vice-President and  
20 Chief Financial Officer, Spencer Chapple, is authorized to execute  
21 a bill of sale;

22 4. The sale of certain other equipment to Union Confection-  
23 ary Machinery Company and D.H. Nelson Associates, Inc. is hereby  
24 confirmed and CPI, through its Senior Vice-President and Chief  
25 -----

26 ORDER CONFIRMING SALE OF OLIVE BRANCH FACILITY

1 Financial Officer, Spencer Chapple, is authorized to execute a  
2 bill of sale;

3 5. Bridgforth, Woods, Bunton & Snyder is hereby authorized  
4 to act as escrow agent and to perform the other functions set  
5 forth in CPI's application for the amount of \$2,000.00 plus any  
6 out-of-pocket expenses.

7 6. The escrow agent is hereby authorized to pay out of the  
8 proceeds of sale (1) its fee in the amount of \$2,000.00 plus  
9 out-of-pocket expenses; (2) a 6% commission to The Saig Company  
10 and Corporate Properties, Inc., as authorized in the prior order  
11 of this Court; (3) the fees as set forth in the prior order of  
12 this Court of the appraisers employed in connection with the Olive  
13 Branch facility (John D. Crabb, the E.H. Clark Company, and Fred  
14 Graflin); (4) a fee of \$325.00 to Tom King & Associates for a  
15 survey of the property; and (5) the other usual and ordinary cost  
16 of sale.

17 7. The escrow agent is hereby authorized to remit by wire  
18 the net proceeds of sale to Account No. 02 702 169 at Bank of

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26 ORDER CONFIRMING SALE OF OLIVE BRANCH FACILITY

1 Industry, to be held there intact pending further order of this  
2 Court.

3 DATED: November 23, 1983

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LLOYD KING  

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United States Bankruptcy Judge

26 -----  
ORDER CONFIRMING SALE OF OLIVE BRANCH FACILITY

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ADDENDUM "A"

Lot 1, Section "C", Holiday Industrial Park, shown on plat of record in Plat Book 17, Page 19, in the Chancery Court Clerk's Office, in Hernando, DeSoto County, Mississippi, said Lot located in the west half of Section 24, Township 1 South, Range 6 West, said county and state, and being more particularly described as Beginning at the southwest corner of Section 24, Township 1 South, Range 6 West, in DeSoto County, Mississippi, said point being in the centerline of Hacks Cross Road; thence north 0 degree 19 minutes east along the west line of Section 24 (Hacks Cross Road) 1081.49 feet to a point being in the westwardly projection of the north line of Airport Road (100 feet wide); thence south 89 degrees 41 minutes east along said north line 53.0 feet to the east line of Hacks Cross Road, thence north 0 degrees 19 minutes east along said line and parallel to the west line of Section 24 a distance of 297.89 feet to the north line of the Bank of Mississippi property, said point being the true point of beginning; thence north 0 degree 19 minutes east along the east line of Hacks Cross Road 750.0 feet to a point; thence south 89 degrees 41 minutes east 520.0 feet to a point; thence south 0 degree 19 minutes west 750.07 feet to a point in the north line of a 3.00 acre tract; thence north 89 degrees 41 minutes west along said line (passing the northwest corner of said tract at 13.28 feet) and the projection thereof 385.04 feet to a point in the north line of said Bank of Mississippi property, being a point of tangent to a curve having a 96.44 feet radius; thence north 89 degrees 39 minutes 16 seconds west along said north line 134.96 feet to the point of beginning, containing 390,031.68 square feet or 8.954 acres.

ADDENDUM "B"

Lot 76, Section "D", Holiday Industrial Park, DeSoto County, Mississippi, more particularly described as Beginning at the southwest corner of Section 24, Township 1 South, Range 6 West, DeSoto County, Mississippi, said point being in the center of Hacks Cross Road; thence run north 0 degree 19 minutes east along the west line of said Section 24 (center of Hacks Cross Road) 2129.38 feet to a point; thence run south 89 degrees 41 minutes east 53.0 feet to the east line of Hacks Cross Road, said point being the true point of beginning and being the southwest corner of Lot 76 and the northwest corner of Section "C", Holiday Industrial Park (P.B. 17, Pg. 19); thence run north 0 degrees 19 minutes east along the east line of Hacks Cross Road 251.47 feet to the point of curve; thence run north and east along a curve to the right having a 30 ft. radius, 47.04 feet to the point of tangent in the south line of High Point Cove; thence run south 89 degrees 49 minutes 51.6 seconds east along said south line 490.08 feet to the west line of Lot 75; thence run south 0 degree 19 minutes west along the line dividing Lots 75 and 74 and Lot 76 a distance of 282.74 feet to the north line of said Section "C"; thence run north 89 degrees 41 minutes west along the line dividing Lot 76, Section "D" and Lot 1, Section "C", a distance of 520.0 feet to the point of beginning, containing 146,482.312 square feet or 3.363 acres.

EXHIBIT A

STATE OF MISSISSIPPI, DESOTO COUNTY

I certify that the within instrument was filed for record at 9 o'clock 30 minutes AM. 1 day of Dec. 1983, and that the same has been recorded in Book 67 Page 740 records of WARRANTY DEEDS of said County.

Witness my hand and seal this the 8 day of Dec. 1983.

Fee \$ 10.50 pd.

H. M. O'Quinn  
CLERK