RECORDED AT THE REQUEST OF AND WHEN RECORDED MAIL TO:

Aviva Yakren, Esq. O'Sullivan LLP 30 Rockerfeller Plaza, 24th Floor New York, New York 10112

MAIL TAX NOTICES TO:

Heat Asset Acquisition Corp. c/o J.P. Morgan Partners, LLC 1221 Avenue of the Americas New York, New York 10020

PARCEL NOS.:

19-064-0011 19-064-0012

19-064-0013 19-064-0014

SPACE ABOVE THIS LINE IS FOR RECORDER'S USE ONLY

## SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made and entered into this <u>7</u> day of December, 2001, by and between EMERSON ELECTRIC CO., a Missouri corporation, having a mailing address of 8000 West Florissant, St. Louis, Missouri 63136 ("Grantor"), and HEAT ASSET ACQUISITION CORP., a Delaware corporation ("Grantee"), having a mailing address of c/o J.P. Morgan Partners, LLC, 1221 Avenue of the Americas, New York, New York 10020.

WITNESSETH, that Grantor, for and in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration paid by Grantee, the receipt of which is hereby acknowledged, does by these presents CONVEY AND WARRANT unto Grantee, following described real property, together with all improvements thereon and appurtenances thereto, situated in the County of Weber, and State of Utah:

All of Lot 34, WEBER INDUSTRIAL PARK SUBDIVISION, Plat "B", according to the official plat thereof, on file and of record in the office of the Weber County Recorder, State of Utah.

SUBJECT, HOWEVER, to all covenants, conditions, limitations, restrictions, rights-of-way, encumbrances, encroachments, reservations, easements, agreements and other matters of record, any state of facts or exception which an accurate survey or an inspection of said real property would show and general property taxes for the current tax fiscal year and subsequent tax fiscal years (the "permitted exceptions").

Et 1813999 BK2192 PG2757 DOUG CROFTS, WEBER COUNTY RECORDER 11-DEC-01 203 PM FEE \$12.00 DEP JPM REC FOR: CARDON.LAND.TITLE

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TO HAVE AND TO HOLD said real property belonging, unto Grantee and to its successors and assigns forever, hereby covenanting that Grantor and its successors and assigns shall and will WARRANT AND DEFEND the title to said real property unto Grantee, and to its successors and assigns forever, against the lawful claims of all persons claiming by, through or under Grantor but none other, excepting, however, said permitted exceptions.

IN WITNESS WHEREOF, Grantor has executed these presents as of the day and year first above written.

EMERSON ELECTRIC CO.

STATE OF MISSOURI ) ss. COUNTY OF ST. LOUIS )

On the day of December, 2001, personally appeared before me Michael J. Molloy and Harley M. Smith who being by me duly sworn did say, each for himself, that he, the said Michael J. Molloy is the day and he, the said Harley M. Smith is the Assistant Secretary, of Emerson Electric Co., a Missouri corporation, and that the within and foregoing instrument, was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said Michael J. Molloy and Harley M. Smith each duly acknowledged to me that said corporation executed the same as a voluntary act and that the seal affixed is the seal of said corporation.

My commission expires:

Residing at:

STATE OF MISSOURI
St. Charles County

November 24,2002

808 Clover Lana, O'Fallon, Mo 63866

E# 1813999 BK2192 PG2758

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