

ASSET PURCHASE AGREEMENT

This ASSET PURCHASE AGREEMENT, dated August 17, 2005 (this "Agreement"), is by and between CARLISLE ENGINEERED PRODUCTS, INC., a Delaware corporation ("Seller") and CEP ACQUISITION, LLC, an Ohio limited liability company ("Buyer"). Capitalized terms used in this Agreement and not otherwise defined have the meaning set forth in Article I.

RECITALS

WHEREAS, Seller is engaged in the Business; and

WHEREAS, Buyer desires to purchase the Acquired Assets and to assume the Assumed Liabilities, and Seller desires to sell, transfer and assign to Buyer the Acquired Assets and the Assumed Liabilities, all upon the terms and subject to the conditions set forth in this Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants and agreements of the parties contained herein, and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

ARTICLE I DEFINITIONS

1.1 **Defined Terms.** As used herein, the terms below shall have the following meanings. Any of such terms, unless the context otherwise requires, may be used in the singular or plural, depending upon the reference.

"Accounts Receivable" means all accounts receivable of Seller and the Sold Subsidiary for the sale of Products whether or not relating to the Business which as of June 30, 2005 were approximately \$36,000,000.

"Acquired Assets" means all of the right, title and interest in and to the business, properties, assets and rights of any kind, whether tangible or intangible, real, personal or mixed (wherever located), used primarily in connection with the Business that are owned by Seller or in which Seller has any direct or indirect interest, including, without limitation, all of Seller's right, title and interest in and to the following:

- (a) all Transferred Contracts;
- (b) the Acquired Real Property;

