This instrument prepared by:
Blakeley D. Matthews
Cornelius & Collins, LLP
2700 Nashville City Center
511 Union Street
Nashville, TN 37219

Instr:200003010020164 Page: 1 OF 9
REC'D FOR REC 03/01/2000 2:26:17PM
RECORD FEE: $39.00
M. TAX: $0.00 T. TAX: $37000.00

WARRANTY DEED

STATE OF N.Y.
COUNTY OF N.Y

Subscribed and sworn to before me, this the 28 day of February, 2000.

My Commission Expires: _____
(Affix Seal)

The actual consideration or value whichever is greater, for this transfer is $10,000,000.00

Affiant: DYLAN CUSTOM MIXING, L.L.C.
By: Buffs Maebase

Notary Public BENJAMIN B. WEST
Notary Public, State of New York
No. 01WE6028167
Qualified in Westchester County
Commission Expires July 26, 2001

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
DYLAN CUSTOM MIXING, L.L.C.	(SAME)	MAP 34-6, PARCEL 3
710 MYATT DRIVE	(STREET ADDRESS)	MAP 34-10, PARCEL 53
MADISON, TN 37115	(CITY) (STATE) (ZIP)	MAP 34-10, PARCELS 114 & 115

FOR AND IN CONSIDERATION of the sum of Ten and no/100 ($10.00), cash in hand paid by the Grantee and other good and valuable considerations accepted as cash, the receipt and sufficiency of which is hereby acknowledged, PIRELLI TIRE LLC, a Delaware limited liability company, has this day bargained and sold, and does hereby transfer and convey unto the said DYLAN CUSTOM MIXING, L.L.C., a Kansas limited liability company, the Grantee herein, its successors and assigns, that certain real estate located in Davidson County, Tennessee, described on Exhibit A hereto.

Together with all improvements, easements, rights, rights of way and appurtenances thereto, and all other ancillary buildings, fixtures, accessories, improvements and equipment attached to the real estate.

Together with an assignment of all rights under the Declaration of Covenants, Conditions, and Restrictions recorded in Book 7480, page 965, as amended in Book 7537, page 359, Register's Office for Davidson County, Tennessee.

This is improved property, generally known as the Pirelli Tire LLC manufacturing facility located at the intersection of Gallatin Road and Edenwold Road in the Second Civil District, Tenth Councilmanic District, Nashville, Davidson County, Tennessee, with a street address of 710 Myatt Drive, Madison, Tennessee 37115.

TO HAVE AND TO HOLD said real estate, with the appurtenance, estate, title and interest thereto belonging, to the Grantee its successors and assigns forever. Pirelli Tire LLC covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered except as set forth on Exhibit B hereto.

Pirelli Tire LLC further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns, against the lawful claims of all persons.

Witness the hand and deed of the corporate party, having caused its name to be signed hereto by its duly authorized officer on this the 28th day of February, 2000.

PIRELLI TIRE LLC

By: _____
Sherwood S. Willard
Secretary

STATE OF N.Y.
COUNTY OF N.Y.

Before me, Benjamin B. West, of the state and county mentioned, personally appeared Sherwood S. Willard with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Secretary of Pirelli Tire LLC, a Delaware limited liability company, and that as Secretary, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the company as _____.

Witness my hand and official seal, at office in New York, this 28 day of February, 2000.

_____
Notary Public

My Commission Expires:_____

BENJAMIN B. WEST
Notary Public, State of New York
No. 01WE6028167
Qualified in Westchester County
Commission Expires July 26, 2001

EXHIBIT A

Parcel 1

Being a parcel of land in the Second Civil District Nashville, Davidson County, Tennessee, being part of the property conveyed to Armstrong Rubber Company by deed of record in Book 4761, Page 518, R.O.D.C., and being more particularly described as follows:

BEGINNING, at an iron pin in the westerly margin of Myatt Drive, said pin being southerly 1,030 feet, more or less, from the centerline of Gallatin Pike;

THENCE, with said margin with a curve to the left 204.91 feet to an iron pin, said curve having a central angle of 02°01'59", a radius of 5,774.58 feet, a tangent of 102.47 feet, and a chord of S 38°51'26" E, 204.90;

THENCE, leaving said margin with the northerly line of the NES Substation of record in Book 4467, Page 22, R.O.D.C., S 49°42'36" W, 298.30 feet to an iron pin;

THENCE, with the westerly line of said substation S 40°17'24" E, 250.00 feet to an iron pin;

THENCE, with a portion of the southerly line of said substation N 49°42'36" E, 16.54 feet to an iron pin;

THENCE, with the westerly line of property conveyed to James Laemmie & Tim Janson, by deed of record in Book 9965, Page 865, and JRS, LLC. In book 9645, page 56, R.O.D.C., S 24°22'48" E, 1,153.03 feet to an iron pin;

THENCE, continuing with said westerly line, S 53°20'27" E, 472.86 feet to an iron pin in the northerly margin of Edenwold Road;

THENCE, with said northerly margin, the following calls:

S 29°30'51" W, 143.49 feet to an iron pin;

S 41°46' W, 41.00 feet to an iron pin;

S 46°25'50" W, 87.33 feet to an iron pin;

S 48°56'17" W, 200.06 feet to an iron pin;

S 51°39'33" W, 200.05 feet to an iron pin;

S 49°44'51" W, 100.77 feet to an iron pin;

S 46°04'56" W, 89.97 feet to an iron pin;

S 55°25' W, 120.00 feet to an iron pin;

S 84°49'19" W, 174.86 feet to an iron pin;

THENCE, leaving said margin with the easterly line of Section 2, Armstrong Rubber Company of record in Book 6050, Page 330, R.O.D.C., N 23°57'37" W, 390.93 feet to an iron pin;

THENCE, with the northerly line of said Section 2, S 65°42'02" W, 242.09 feet to a point;

THENCE, with the northerly line of said Section 2, S 23°26'58" E, 297.36 feet to a point in the northerly margin of Edenwold Road;

THENCE, with said northerly margin, the following calls:

With a curve to the right 36.65 feet to an iron pin, said curve having a central angle of 03°53'34", a radius of 539.42 feet, a tangent of 18.33 feet and a chord of S 88°09'00" W, 36.64 feet;

N 89°54'22" W, 231.90 feet to an iron pin;

With a curve to the right 171.39 feet to an iron pin, said curve having a central angle of 14°35'19", a radius of 673.12 feet, a tangent of 86.16 feet and a chord of N 82°36'34" W, 170.93 feet;

With a curve to the left 160.23 feet to an iron pin, said curve having a central angle of 23°36'48", a radius of 388.79 feet, a tangent of 81.27 feet and a chord of N 87°07'06" W, 159.10 feet;

S 80°59'59" W, 115.73 feet to a point;

S 82°43' W, 167.82 feet to an iron pin;

THENCE, leaving said margin with the easterly line of the properties conveyed to

Rivergate Joint Venture by deed of record in Book 7989, Page 554, R.O.D.C.,
TCS Properties, LLC. by deed of record in Book 10783, Page 890, R.O.D.C.,
C.M. Gation TR. by deed of record in Book 9910, Page 750, R.O.D.C.,
Madison Investors, LLC. by deed of record in Book 9795, Page 996, R.O.D.C.,
Rivergate Ritz, LP. by deed of record in Book 10297, Page 891, R.O.D.C.,

N 24°45'44" W, 1,200.06 feet to an iron pin;

THENCE, leaving said easterly line with the southerly line of the properties conveyed

D.R. Holdings, LP. by deed of record in Book 9633, Page 490, R.O.D.C.,
Mason-Graulle, Ent. Inc. by deed of record in Book 8612, Page 715, R.O.D.C.,
Michael A. Brochert. by deed of record in Book 8873, Page 448, R.O.D.C., the following calls:

N 20°56'00" E, 528.94 feet to an iron pin;

N 22°23'52" E, 151.80 feet to an iron pin;

THENCE, with the southerly line of the properties conveyed to Michael A. Brochert and Rivergate Station Joint Venture by deed of record in book 7840 page 527 R.O.D.C. the following calls:

N 66°00'45" E, 856.47 feet to an iron pin;

N 48°27'54" E, 755.05 feet to the point of beginning.

Containing 3,729,256 square feet or 85.61 acres, more or less.

Parcel 2

Being a parcel of land in the Second Civil District, Nashville, Davidson County, Tennessee, being part of the property conveyed to Armstrong Rubber Company by deed of record in Book 4761, Page 518, R.O.D.C. and being more particularly described as follows:

BEGINNING, at an iron pin in the southerly margin of Edenwold Road, said pin being easterly 1,390 feet more or less from the southerly margin of Gallatin Pike;

THENCE, with said margin the following calls:

N 82°43' E, 172.62 feet to an iron pin;

S 86°32'48" E, 138.27 feet to an iron pin;

With a curve to the left 171.33 feet to an iron pin, said curve having a central angle of 07°48'55", a radius of 733.12 feet, a tangent of 86.06 feet and a chord of S 83°12'33" E, 170.94 feet;

S 89°54'20" E, 231.90 feet to an iron pin;

With a curve to the left 80.38 feet to an iron pin, said curve having a central angle of 07°41'00", a radius of 599.42 feet, a tangent of 40.25 feet and a chord of N 86°15'15" E, 80.32 feet;

N 82°24'41" E, 200.00 feet to a concrete monument;

N 84°07'34" E, 37.75 feet to an iron pin;

N 23°57'28" W, 18.40 feet to a point;

N 84°10'53" E, 161.14 feet to an iron pin in the northerly margin of C.S.X. Transportation (Railroad);

THENCE, with said margin with a curve to the left 320.09 feet to an iron pin, said curve having a central angle of 09°21'43", a radius of 1,959.00 feet, a tangent of 160.40 feet and a chord of S 38°21'29" W, 319.74 feet;

THENCE, leaving said margin with the northerly line of property conveyed to Triangle Ranchlands, Inc. by deed of record in Book 4665, Page 990, R.O.D.C., and a portion of northerly line of Stanley Heights Subdivision of record in Book 3300, Page 74, R.O.D.C., S 76°42' W, 321.45 feet to an iron pin;

THENCE, continuing with the northerly line of said Stanley Heights S 61°40 W, 455.90 feet to an iron pin;

THENCE, leaving said northerly line with the easterly line of property conveyed to John G. Gardner, Jr. by deed of record in Book 5125, Page 578, R.O.D.C. and the terminus of Shakespear Avenue N 08°09'26" W, 275.84 feet to an iron pin;

THENCE, with the northerly margin of Shakespear Avenue S 82°28'36" W, 200.86 feet;

THENCE, leaving said northerly margin with the easterly line of property conveyed to Joseph C. Swift by deed of record in Book 6902, Page 364. R.O.D.C., and Bobby E. Rager by deed of record in Book 7016, Page 479, R.O.D.C., N 07°07'04" W, 234.44 feet to the point of beginning.

Containing 305,277 square feet or 7.01 acres, more or less.

Parcel 3

Being a parcel of land in the Second Civil District Nashville, Davidson County, Tennessee, being Lot 1 Section Two Armstrong Rubber Co. In book 6050, page 330, R.O.D.C. and being more particularly described as follows:

BEGINNING, at an iron pin in the northerly margin of Edenwold Road, said pin being easterly 2,150 feet, more or less, from the easterly margin of Gallatin Pike;

THENCE, leaving said northerly margin N 23°26'58" W, 297.36 feet to an iron pin;

THENCE, N 65°42'02" E, 242.09 feet to an iron pin;

THENCE, S 23°57'37" E, 372.52 feet to an iron pin on the northerly margin of Edenwold Road;

THENCE, with said northerly margin the following calls:

S 84°05'00" W, 19.95 feet to an iron pin;

S 82°24'41" W, 200.00 feet to an iron pin;

With a curve to the right 35.69 feet to an iron pin, said curve having a central angle of 03°47'26", a radius of 539.42 feet, a tangent of 17.85 feet and a chord of S 84°18'30" W, 35.68 feet; to the point of beginning.

Containing 81,643 square feet or 1.87 acres, more or less.

SURVEY CERTIFICATE

Pursuant to Tenn. Code Ann. Section 66-24-121, the legal description for each of the parcels identified above was derived from a survey prepared by Wendell H. Talley, Sr. Tennessee License No. 785, Barge Waggoner Sumner & Cannon, Inc., 162 Third Avenue North, Nashville, Tennessee, 37201.

EXHIBIT B

PERMITTED ENCUMBRANCES

This conveyance is subject to matters of record, including but not limited to the following:

1. Declaration of Covenants, Conditions and Restrictions of record in Book 7480, page 965, as amended in Book 7537, page 359, Register's Office for Davidson County, Tennessee.

2. Agreed Variance of record in Book 10237, page 158, Register's Office for Davidson County, Tennessee.

3. Easement of record in Book 7487, page 545, Register's Office for Davidson County, Tennessee.

4. Easement of record in Book 7537, page 380, Register's Office for Davidson County, Tennessee.

5. Easement of record in Book 7537, page 401, Register's Office for Davidson County, Tennessee.

6. Easement of record in Book 8188, page 639, Register's Office for Davidson County, Tennessee.

7. Easement granted Davidson County, Tennessee, by Gates Rubber, Inc. for sanitary sewers and drainage improvements as set out in instrument of record in Book 3277, page 242, Register's Office for Davidson County, Tennessee.

8. Easement granted to Louisville and Nashville Railroad Company by Gates Rubber, Inc. for a spur track, as set out in instrument of record in Book 2928, page 567, Register's Office for Davidson County, Tennessee.

9. Easement for an alley lying between Lots Nos. 11 to 16 inclusive and lots Nos: 17 to 22 inclusive of Block "C" and Mark Twain Avenue lying between Blocks "C" and "D" on the plan of Edenwold City, as set of Plat Book 421, page 123, Register's Office for Davidson County, Tennessee.

10. Easement for cut and fill slopes as set out in right of way deed from The Gates Rubber Company, a Colorado corporation, to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 4467, page 281, Register's Office for Davidson County, Tennessee.

11. Sanitary Sewers and/or Storm drainage easement twenty feet wide granted Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 5106, page 555, Register's Office for Davidson County, Tennessee together with a temporary construction easement which will be abandoned upon completion of the permanent easement.

12. The Plat of Nashville Electric Service's "Pole & Transformer Storage Yard" of record in Plat Book 6250, page 461, Register's Office for Davidson County, Tennessee shows an Owner's Certificate, a 10 foot public utility & drainage easement along the northerly, easterly and westerly boundary line of the property, a 20 foot minimum building set back line from Edenwold Road and locates the proposed center line of the spur line to serve Nashville Electric SVC.

13. Taxes for 1999, a lien but not yet due or payable.

14. Taxes for 2000, a lien but not yet due or payable.