Box 37
LL

Davidson County DEEDWARR
Recvd: 11/02/01 15:11 6pgs
Fees:33.00 Taxes:83435.00
20011102-0120042

This instrument prepared by and
after recording return to:

Mark G. Henning, Esq.
Winston & Strawn
35 W. Wacker Drive
Chicago, IL 60601-9703

Owner/Send Tax Bills To:
Dana Corporation
P.O. Box 1000
Toledo, Ohio 43697

Tax Identification No.: Map 174, Parcel 200

SPECIAL WARRANTY DEED

This Indenture, made as of the 26 day of October, 2001, between BECK/ARNLEY WORLDPARTS CORP., a Delaware corporation, having an address at 6050 Dana Way, Antioch, Tennessee 37013 ("Grantor"), and DANACQ NASHVILLE LLC, a Delaware limited liability company, having an address of 3003 Summer Street, 4th Floor, Stamford, CT 06927 ("Grantee").

WITNESSETH

That Grantor, for and in consideration of the sum of Ten and 00/100 Dollars ($10.00) and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, hereby conveys and warrants specially unto Grantee all right, title and interest which Grantor has in the following described real property and rights and interests in real property situate, lying and being in Davidson County, Tennessee to wit:

See Exhibit "A" attached hereto and
incorporated herein by reference

(The foregoing real property together with all improvements located thereon are sometimes collectively referred to herein as the "Property.") This is improved property known as 6050 Dana Way, Antioch, Tennessee.

TO HAVE AND TO HOLD THE aforesaid real estate together with all of the right, title and interest of Grantor, if any, in and to the following as the same pertains to the Property unto the Grantee, its successors and assigns in fee simple forever: (a) all easements, rights-of-way, streets and other appurtenances, and (b) all improvements located thereon provided, however, that all fixtures are specifically excluded from this Special Warranty Deed.

The conveyance of the Property is subject only to those encumbrances set forth on Exhibit "B" attached hereto and incorporated herein by reference, without intending to reimpose same.

And Grantor hereby covenants with said Grantee that Grantor hereby warrants the title to said real property to Grantee, its successors and assigns and will defend the same against the lawful claims of all persons claiming by, through or under the Grantor, but not otherwise.

[SIGNATURE PAGE FOLLOWS]

Nashville, TN
(Davidson County)

IN WITNESS WHEREOF, Grantor has hereunto executed this Special Warranty Deed as of the day and year first above written.

BECK/ARNLEY WORLDPARTS CORP.,
a Delaware corporation

By: A Glenn Paton
Name: A. Glenn Paton
Title: Senior Vice President & Treasurer

Nashville, TN
(Davidson County)

STATE OF OHIO)
) SS.
COUNTY OF LUCAS)

Before me, a notary public of the state and county mentioned, personally appeared A. Glenn Paton, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be president (or other officer authorized to execute the instrument) of BECK/ARNLEY WORLDPARTS CORP., the within named bargainor, a Delaware corporation, and that such president or officer as such, executed the foregoing instrument for the purposes therein contained, by personally signing the name of the corporation as such officer.

WITNESS my hand and seal, at office in Toledo, Ohio, this 12 day of October, 2001.

Theresa S Whetro
Notary Public

My Commission Expires:

_____

THERESA S. WHETRO
Notary Public, State of Ohio
Commission Expires 04-13-05

We hereby swear or affirm that to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $22,550,000.00, which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

AFFIANT:

BECK/ARNLEY WORLDPARTS CORP.,
a Delaware corporation

By: A Glenn Paton
Name: A. Glenn Paton
Title: Senior Vice President & Treasurer

SUBSCRIBED AND SWORN to before me this 12 day of October, 2001.

Theresa S Whetro
Notary Public

My Commission Expires:

_____

THERESA S. WHETRO
Notary Public, State of Ohio
Commission Expires 04-13-05

Nashville, TN
(Davidson County)

CHI:931783.1

NASHVILLE, TN
(Davidson County)

EXHIBIT A

LEGAL DESCRIPTION

BEING A TRACT OF LAND LYING IN NASHVILLE, DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON ROD SET IN THE WESTERLY RIGHT-OF-WAY LINE OF CSX TRANSPORTATION RAILROAD, AT A CORNER COMMON WITH THE PROPERTY OF R.H. BONDS, ET AL, AS OF RECORD IN DEED BOOK 4449, PAGE 868, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE LEAVING THE WESTERLY RIGHT-OF-WAY LINE OF CSX TRANSPORTATION RAILROAD WITH THE NORTHERLY PROPERTY LINE OF R.H. BONDS, ET AL SOUTH 07 DEGREES 18 MINUTES 35 SECONDS WEST, 383.06 FEET TO AN IRON ROD SET;

THENCE NORTH 85 DEGREES 25 MINUTES 45 SECONDS WEST, 698.29 FEET TO AN IRON ROD SET;

THENCE NORTH 83 DEGREES 25 MINUTES 00 SECONDS WEST, 807.08 FEET TO AN IRON ROD SET;

THENCE WITH A SEVERANCE LINE THROUGH THE PROPERTY OF AMERICAN GENERAL REALTY INVESTMENT COMPANY, AS OF RECORD IN DEED BOOK 8601, PAGE 976, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, NORTH 08 DEGREES 49 MINUTES 16 SECONDS EAST, 50.34 FEET TO AN IRON ROD SET;

THENCE NORTH 57 DEGREES 15 MINUTES 30 SECONDS WEST, 962.15 FEET TO AN IRON ROD SET;

THENCE NORTH 14 DEGREES 19 MINUTES 22 SECONDS WEST, 130.93 FEET TO AN IRON ROD SET;

THENCE WITH A CURVE TO THE LEFT, ALONG AN ARC LENGTH OF 137.39 FEET, THE CENTRAL ANGLE OF WHICH IS 131 DEGREES 11 MINUTES 50 SECONDS, THE RADIUS OF WHICH IS 60.00 FEET, THE CHORD OF WHICH IS NORTH 14 DEGREES 19 MINUTES 22 SECONDS WEST, 109.28 FEET TO AN IRON ROD SET;

THENCE NORTH 14 DEGREES 19 MINUTES 22 SECONDS WEST, 134.23 FEET TO AN EXISTING IRON ROD AT A CORNER COMMON WITH THE PROPERTY OF AMERICAN GENERAL LIFE AND ACCIDENT INSURANCE COMPANY, AS OF RECORD IN DEED BOOK 10435, PAGE 757, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE WITH THE SOUTHERLY PROPERTY LINE OF AMERICAN GENERAL LIFE AND ACCIDENT INSURANCE COMPANY NORTH 38 DEGREES 50 MINUTES 16 SECONDS EAST, 722.15 FEET TO AN IRON ROD SET;

THENCE WITH A SEVERANCE LINE THROUGH THE PROPERTY OF AMERICAN GENERAL REALTY INVESTMENT COMPANY NORTH 35 DEGREES 25 MINUTES 15 SECONDS EAST, 295.90 FEET TO AN IRON ROD SET IN THE WESTERLY RIGHT-OF-WAY LINE OF CSX TRANSPORTATION RAILROAD;

THENCE WITH THE WESTERLY RIGHT-OF-WAY LINE OF CSX TRANSPORTATION RAILROAD ALONG A CURVE TO THE RIGHT, ALONG AN ARC LENGTH OF 56.98 FEET, THE CENTRAL ANGLE OF WHICH IS 01 DEGREES 10 MINUTES 51 SECONDS, THE RADIUS OF WHICH IS 2764.79 FEET, THE CHORD OF WHICH IS SOUTH 53 DEGREES 59 MINUTES 19 SECONDS EAST, 56.98 FEET TO AN IRON ROD SET;

THENCE SOUTH 51 DEGREES 12 MINUTES 07 SECONDS EAST, 322.23 FEET TO AN IRON ROD SET;

THENCE SOUTH 50 DEGREES 07 MINUTES 06 SECONDS EAST, 1979.71 FEET TO THE POINT OF BEGINNING, CONTAINING 2,420,732 SQUARE FEET OR 55.572 ACRES MORE OR LESS, AS SHOWN ON SURVEY PREPARED BY CUMMINGS GROUP, INC., DATED APRIL 9-11, 2001, NETWORK PROJECT NO. 20010171/12.

Being the same property conveyed to Beck/Arnley Worldparts Corp. by deed of record in Book 10728, page 212, Register's Office for Davidson County, Tennessee.

NASHVILLE, TN
(Davidson County)

EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes for the year 2001 not yet due and payable.

2. Easement agreement between American General Realty Investment Corporation, a Texas corporation and Beck/Arnley Worldparts Corp., a Delaware corporation of record in Book 10728, page 219, Register's Office for Davidson County, Tennessee.

3. Declaration of Protective Covenants and Owner Association for Hickory Downs of record in Book 7963, page 145, re-recorded in Book 7966, page 60, Register's Office for Davidson County, Tennessee.

4. Amendment to Declaration of Protective Covenants and Owners Association for the Crossings at Hickory Hollow (formerly known as Hickory Downs) of record in Book 8085, page 402, Register's Office for Davidson County, Tennessee.

5. Second Amendment to Declaration of Protective Covenants and Owners Association for the Crossings at Hickory Hollow of record in Book 9730, page 957, Register's Office for Davidson County, Tennessee.

6. Matters shown on Plat of record in Book 9700, page 707, Register's Office for Davidson County, Tennessee.

7. Matters shown on survey of Bock & Clark dated April 9-11, 2001, revised April 18, 2001.

8. Bond to Discharge Lien filed of record on October 23, 2001 as Instrument No. 20011023-0115449, Register's Office for Davidson County, Tennessee.