SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into as of this 3RD day of May, 2002, by and between **Conopco, Inc.**, a New York corporation ("**Grantor**") and **JohnsonDiversey, Inc.**, a Delaware corporation ("**Grantee**").

WITNESSETH: That for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, the Grantor has bargained and sold and does hereby bargain, sell, convey and confirm unto the Grantee the following described real estate, situated and being in the City of Nashville, County of Davidson, State of Tennessee:

> For a complete description of the property, see Exhibit A attached hereto and made a part hereof.

Being the same property conveyed to the Grantor herein by Deed of record in Book 10615, Page 11, and as rerecorded in Book 10749, Page 74, of the Records of the Register's Office for Davidson County, Tennessee.

This conveyance is made subject to the items listed on Exhibit B attached hereto and made a part hereof.

TO HAVE AND TO HOLD THE aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in anywise appertaining unto the Grantee, its heirs, or successors and assigns in fee simple forever.

Grantor does hereby covenant with Grantee that the title and quiet possession to the hereinabove described property it will warrant and forever defend against the lawful claims of all persons claiming by, through or under party of the first part, but not further or otherwise.

This instrument prepared by
and after recording return to:

Susan I. Matejcak, Esq.
Jones, Day, Reavis & Pogue
77 West Wacker Drive, Suite 3500
Chicago, Illinois 60601

Davidson County DEEDWARR
Recvd: 05/09/02 10:46 6pgs
Fees:33.00 Taxes:1480.00

20020509-0057240

CH-1209285v3
Nashville, TN HILL AVE

WITNESS the signature of the said party of the first part the day and year first above written.

Conopco, Inc., a New York corporation

By: David Schwartz
Name: David Schwartz
Its: VP

STATE OF New York)
) SS
COUNTY OF New York)

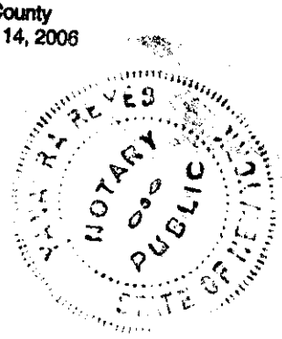
Personally appeared before me, YAHAYRA REYES, a Notary Public in and for said County and State, DAVID SCHWARTZ, VICE PRESIDENT of **Conopco, Inc.**, a New York corporation, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Manager of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to executed this instruction on behalf of the maker.

Witness my hand, at office, this 1st day of May, 2002.

Yahayra Reyes
Notary Public

My Commission Expires:_____

YAHAYRA REYES
NOTARY PUBLIC, State of New York
No. 01RE6068711
Qualified in Westchester County
Commission Expires January 14, 2006



STATE OF New York)
) SS
COUNTY OF New York)

GRANTEE'S AFFIDAVIT OF VALUE

I, 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 $ 400,000.00 which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

JohnsonDiversey, Inc., a Delaware corporation

By: Michael Bailey
Name: MICHAEL J. BAILEY
Its: SR. V.P. & CHIEF FINANCIAL OFFICER

Subscribed and sworn to before me this 1st day of May, 2002.

Notary Public

AARON J. HUNT
NOTARY PUBLIC, State of New York
No. 01HU6029312
Qualified in New York County
Commission Expires August 9, 2005

My Commission Expires:_____

* * *

Property Address: 328 Hill Avenue, Nashville, Davidson County, Tennessee

Tax Field Book No.: 6DA12289, Map 106-11, Parcel 17 (Lot 14)
6DA12288, Map 106-11, Parcel 15 (Lot 15)

Send Tax Bills To:

JohnsonDiversey, Inc.
Attn: Cindy Alsup, Director
Accounting and Financial Services
14496 Sheldon Rd., Ste. 210
Plymouth, Michigan 48170

CH-1209285v3
Nashville, TN

EXHIBIT A

Legal Description of the Property

TRACT I:

A tract of land located in the 6th Civil District of Davidson County, Tennessee and more particularly described as follows, being all of Lot 15 as of record in Book 4460, Page 106, described as follows:

Beginning at a concrete monument in the northerly right-of-way of Hill Avenue, said monument being in the southwest corner of the herein described tract and being the southeast corner of Lot 16, Interstate Park South as recorded in Book 4460, Page 101, Register's Office for Davidson County, Tennessee and proceeding as follows: North 43 degrees 19 minutes East a distance of 200.43 feet to an iron pin in concrete; thence South 40 degrees 12 minutes East a distance of 95.61 feet to an iron pin; thence South 43 degrees 19 minutes West a distance of 190.27 feet to an iron pin in the northerly right-of-way of Hill Avenue; thence in the northwesterly direction along said right-of-way and along a curve to the left having a radius of 1080.07 feet a distance of 37 feet to a concrete monument; thence continuing along said right-of-way North 46 degrees 41 minutes West a distance of 58 feet to the point of beginning and containing 0.425 of an acre, more or less, as per survey by Turner Engineering Company, dated September 1, 1972.

TRACT II:

A tract of land located in the 6th Civil District of Davidson County, Tennessee. Being Lot 14 on the Plan of Interstate Park South, as of record in Book 4460, Page 106, Register's Office for Davidson County, Tennessee, and more particularly described according to a survey made by Turner Engineering Company, September 1, 1972, as follows:

Beginning at an iron pin the northerly right-of-way of Hill Avenue, said pin being the southwest corner of the herein described tract and being the southeast corner of Lot 15, Interstate Park South; said iron pin being in a southeasterly direction along the northerly right-of-way of Hill Avenue a distance of 95 feet from a concrete monument in the southeast corner of Lot 16, Interstate Park South as recorded in Book 4460, Page 101, said Register's Office, and proceeding as follows: North 43 degrees 19 minutes East a distance of 190.27 feet to an iron pin; thence South 40 degrees 12 minutes East a distance of 18.66 feet to a concrete monument; thence South 38 degrees 52 minutes East a distance of 43.25 feet to a concrete monument; thence South 24 degrees 39 minutes East a distance of 95.41 feet to a concrete monument; said monument being in the northwest corner of Lot 13, Interstate Park South as recorded in Book 4460, Page 69; thence along the westerly lines of Lot 13 and the easterly lines of the herein described tract; South 65 degrees 21 minutes West a distance of 93.9 feet to a concrete monument; thence South 43 degrees 19 minutes West a distance of 68.82 feet to a concrete monument in the northerly right-of-way of Hill Avenue; thence with a curve to the right having a radius of 120 feet a distance of 12.18 feet to a concrete monument; thence with a curve to the left having a radius of 1080.07 feet, a distance of 102.81 feet to the point of beginning, containing 0.524 of an acre, more or less.

Property Address: 328 Hill Avenue, Nashville, Davidson County, Tennessee

Tax Identification Nos.: Field Book No. 6DA12289, Map 106-11, Parcel 17 (Lot 14)
Field Book No. 6DA12288, Map 106-11, Parcel 15 (Lot 15)

EXHIBIT B

Permitted Exceptions

1. Taxes not yet due and payable.

2. Subject to all matters shown on the Plan of record in Book 4460, page 106, Register's Office for Davidson County, Tennessee.

3. Lack of direct access to I-24, a controlled access highway from the premises in question, such right of access having been granted to the State of Tennessee, by deed recorded in Book 3072, page 511, Register's Office for Davidson County, Tennessee; and so conveyed in Book 3435, page 143, said Register's Office.

4. Acreage content of subject property is not hereby insured. Reference to acreage is left in the description merely for convenience in identifying the tract.

5. Encroachments, overlaps, boundary line disputes, and any matters which would be disclosed by an accurate survey and inspection of the premises.

6. Easements, or claims of easements, not shown by the public records.