Davidson County DEEDWARR
Recvd: 08/21/06 14:22 5 pgs
Fees:28.00 Taxes:15540.00
20060821-0103035

This Instrument prepared by:
Adams and Reese / Stokes Bartholomew LLP (FRH)
424 Church Street, Suite 2800
Nashville, Tennessee 37219

ADDRESS NEW OWNER:	SEND TAX BILL TO:	MAP-PARCEL
Marangoni Tread North America, Inc.	Same	Part of
712 Myatt Drive		Map / Parcel
Madison, Tennessee 37115		34-6-57
Attn: Bill Sweatman		34-10-126

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, **RIVERGATE PARTNERS**, a Tennessee general partnership (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto **MARANGONI TREAD NORTH AMERICA, INC.**, a Delaware corporation (the "Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, consisting of approximately 19.65 acres of land, described as follows:

See Exhibit A attached hereto and incorporated herein by this reference.

This is improved property known as 684 Myatt Drive, Nashville, Tennessee.

This conveyance of the property described herein, and all covenants and warranties of Grantor contained herein, are made expressly subject to those matters set forth on Exhibit B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, and Grantee's successors and assigns forever.

Grantor covenants and binds itself, and its successors and assigns, to warrant specially and forever defend the title to the property to the said Grantee, Grantee's successors and assigns, against the lawful claims of all parties claiming by, through or under the Grantor, but not further or otherwise, except as set forth above.

Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed as of the 17th day of August, 2006.

RIVERGATE PARTNERS
a Tennessee general partnership

By: _____
Walter G. Knestrick
Its: Managing General Partner

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public of said county and state, Walter G. Knestrick, 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 Managing General Partner of RIVERGATE PARTNERS, a Tennessee limited liability company, 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 execute this instrument on behalf of the maker.

Witness my hand, at office, this 17th day of August, 2006.

_____
Notary Public

My Commission Expires:
My Commission Exp. Nov. 22, 2008

STELLA M. McDANIEL
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TN

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $4,200,000.00

_____
Affiant

Subscribed and sworn to before me this 17th day of August, 2006.

_____
Notary Public

My Commission Expires:
My Commission Exp. Nov. 22, 2008

STELLA M. McDANIEL
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TN

336228.01/602887-000010

EXHIBIT A

Boundary Description
10th Councilmanic District --- Metropolitan Nashville, Davidson County, TN
Part of Parcel ID: 03406005700
Parcel ID: 03410012600
Containing 19.65 Acres Overall

Tract 1
Containing 19.59 Acres
BEGINNING at a magnetic nail (old) in the pavement of Edenwold Road on the northerly terminus of the 60 foot right-of-way of said Edenwold Road dedicated on the Plan of Armstrong Rubber Company Section Two, of record in Plat Book 6050, page 330 in the Register's Office of Davidson County, Tennessee, being the southwest corner of the herein described tract; Thence, with said terminus and continuing with the easterly boundary line of Lot 1 of said Armstrong Rubber Company Section Two, and the easterly boundary line of National Loan Investors, L.P., recorded as Instrument Number 20050706-077466 in said Register's Office, North 24 degrees 03 minutes 48 seconds West 641.46 feet (passing through a PK nail (old) at 641.02 feet) to a point; Thence, continuing with said National Loan Investors, L.P. boundary line as follows: South 65 degrees 33 minutes 43 seconds West 61.45 feet to a PK nail (old), North 24 degrees 26 minutes 04 seconds West 696.69 feet to a magnetic nail (new); Thence, severing the Rivergate Partners property, of record as Instrument Number 20020607-0069838 in said Register's Office, North 65 degrees 35 minutes 25 seconds East 255.92 feet to an iron rod (new) in the westerly boundary line of the Diamond Hill Plywood Company, Inc., of record as Instrument Number 20060331-0036909 in said Register's Office; Thence, with said boundary line, as follows: South 24 degrees 23 minutes 22 seconds East 38.97 feet to an iron rod (new), North 86 degrees 52 minutes 06 seconds East 56.39 feet to the center of a firewall between two buildings, North 65 degrees 36 minutes 38 seconds East 62.55 feet along said center of said firewall, North 77 degrees 58 minutes 49 seconds East 71.66 feet to an iron rod (new), South 24 degrees 23 minute 22 seconds East 621.64 feet to a magnetic nail (new), North 65 degrees 33 minutes 43 seconds East 396.16 feet to an iron rod (new), South 53 degrees 20 minutes 27 seconds East 494.63 feet to an iron rod (new) on said northwesterly right-of-way (30 feet wide per Plat Book 6250, page 461 in said Register's Office); Thence, with said right-of-way, as follows: South 28 degrees 26 minutes 29 seconds West 60.25 feet to an iron rod (old), South 41 degrees 56 minutes 19 seconds West 41.06 feet to an iron rod (old), South 46 degrees 18 minutes 07 seconds West 87.03 feet to an iron rod (old), South 48 degrees 54 minutes 10 seconds West 200.10 feet to an iron rod old, South 51 degrees 37 minutes 24 seconds West 200.01 feet to an iron rod (old), South 49 degrees 42 minutes 42 seconds West 100.77 feet to an iron rod (new), South 46 degrees 02 minutes 47 seconds West 89.97 feet to an iron rod (old), South 55 degrees 19 minutes 07 second West 119.97 feet to a railroad spike (old) in the pavement of Edenwold Road, South 84 degrees 47 minutes 14 seconds West 174.76 feet to the BEGINNING containing 19.59 acres or 852964.4 square feet.

Tract 2
Containing 0.06 Acres
BEGINNING at an iron rod (old) on the southerly terminus of the 60 foot right-of-way of Edenwold Road dedicated on the Plan of Armstrong Rubber Company Section Two, of record in Plat Book 6050, page 330 in the Register's Office of Davidson County, Tennessee, being the northwest corner of the herein described tract; Thence, with the northwesterly right-of-way (width varies) of Edenwold Road, North 84 degrees 04 minutes 30 seconds East 161.15 feet to an iron rod (old) intercepting an arc on the CSX Transportation Railroad right-of-way; Thence, with a curve in said right-of-way of CSX Transportation Railroad concave to the southeast and having a radius of 1959.00 feet; Thence with said curve, southwesterly an arc distance of 29.08 feet through a central angle of 0 degrees 51 minutes 01 seconds (chord: South 42 degrees 22 minutes 03 seconds West 29.08 feet) to an iron rod (old); Thence, with the northerly boundary line National Loan Investors, L.P., of record as Instrument Number 20051215-150819 in said Register's Office, South 84 degrees 39 minutes 15 seconds West 133.70 feet to an iron rod (old) on said terminus of said right-of-way of Edenwold Road; Thence, with said terminus, North 23 degrees 38 minutes 32 seconds West 18.89 feet to the BEGINNING containing 0.06 acres or 2756.6 square feet.

Being part of the same property conveyed to Rivergate Partners, a Tennessee general partnership, by deed from Dylan Custom Mixing, LLC, of record as Instrument No. 20020607-0069838, Register's Office of Davidson County, Tennessee, and also being the same property conveyed to Rivergate Partners by deed from IHCP, Inc., of record as Instrument No. 20051215-0150821, Register's Office of Davidson County, Tennessee.

EXHIBIT B

1. Real estate taxes for 2006, which have been prorated between the parties and shall be paid by Grantee.
2. Easement for a spur track right of way of record in Book 2928, page 567, said Register's Office.
3. Matters shown on the Plan of record in Book 6250, page (s) 461, said Register's Office.
4. Declaration of Covenants, Conditions and Restrictions of record in Book 7480, page 965, as amended in Book 7537, page 359, said Register's Office.
5. Easements of record in Book 8188, page 639, said Register's Office.
6. Declaration of Easements of record as Instrument No. 20020607-0069831, said Register's Office.
7. Title to that portion of the premises, if any, embraced within the charter right-of-way of CSX Railroad.
8. All matters shown on the plat of survey by Joe M. Cummings, RLS No. 1513 with The Cummings Group, Inc. Land Surveyors, dated May 31, 2006, Job No. 06-013, revised July 20, 2006.