49

BOOK 11005 PAGE 379

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills to:
Hickory Hollow Mall c/o CBL & Assoc.Prop., 6148 Lee Highway Suite 300 Chattanooga, TN 37421	103-15-43 163-257 163-224 163-352 163-228 163-353 163-256	SAME
This instrument prepared by:	Kerry A. Kennedy Cravath, Swaine & Moore 825 Eighth Avenue New York, NY 10019	

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten dollars and 00/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, NASHLAND ASSOCIATES (the "Grantor") has bargained and sold, and by these presents transfers and conveys to HICKORY HOLLOW MALL LIMITED PARTNERSHIP (the "Grantee") , Grantee's (heirs) (successors) and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Schedule 1, which is attached hereto and incorporated herein by reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the matters identified in Exhibit A annexed hereto and made part hereof.

This is improved property, known as Hickory Hollow Mall as described in Schedule 1 attached hereto.

TO HAVE AND TO HOLD the Property, with all appurtenances, estate, title, and interest thereto belonging to the Grantee, Grantee's heirs, successors, descendants and assigns, forever.

Grantor covenants with and warrants to the Grantee that Grantor is lawfully seized and possessed of the Property, and that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Grantor further covenants and binds itself, to warrant and forever defend the title to the Property to the Grantee, Grantee's heirs, successors and assigns against the lawful claims of all persons whomsoever claiming, by through or under Grantor, but not otherwise.

No warranty is made as to the amount of acreage in the Property.

This Deed is delivered pursuant to the Contribution and Exchange Agreement dated June 23, 1998 between Nashland Associates as Transferor, and CBL & Associates Limited Partnership, as Transferee (the "Agreement"). Any liability of Nashland Associates hereunder is limited by the provisions of Sections 14.03, 14.04, 14.05 and 14.06 of the Agreement.

BOOK 11005 PAGE 380

IN WITNESS WHEREOF, the Grantor has executed this Deed this 1st day of July, 1998.

NASHLAND ASSOCIATES,

by O'CONNOR REALTY INVESTORS II L.P., Managing General Partner

by J.W. O'CONNOR & CO. INCORPORATED, General Partner

by _____
Thomas E. Quinn
Executive Vice President

State of New York)
) ss.:
County of New York)

On the 29th day of June in the year 1998 before me, the undersigned, a Notary Public in and for said State, personally appeared THOMAS E. QUINN, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity as Executive Vice President of J.W. O'Connor & Co. Incorporated, the managing partner of O'Connor Realty Investors II L.P., the managing partner of Nashland Associates, and that by his signature on the instrument, the individual executed the instrument upon the behalf of Nashland Associates, being authorized so to do.

_____
Notary Public

[Notarial Seal]

STEPHEN C. DERENCHUK
Notary Public, State of New York
No. 01DE5045260
Qualified in New York County
Commission Expires June12, 1999

[NYCORP3:633685.1:4473D:06/29/98--10:59a]

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ 126,452,223.00.

Affiant

Subscribed and sworn to before me this 2nd day of July, 1998.

LINDA PRITCHETT NOTARY PUBLIC AT LARGE DAVIDSON CO., TENN.

Notary Public
My Commission Expires: My Commission Expires January 26, 2002

SCHEDULE 1

Parcel 228

Being a parcel of land in Nashville, First Civil District, Twenty-Ninth Councilmanic District, Davidson County, Tennessee, located on the southerly side of Mt. View Road (a 60-foot wide right-of-way), west of Bell Road (a 150-foot wide right-of-way), being Lot No. 1 as shown on the plan of Resubdivision of Lots 1, 3 and Parcel 352, Section One, Hickory Hollow Mall as of record in Book 7900, Page 280, R.O.D.C., being property conveyed to Nashland Associates by deed of record in Book 8377, Page 427, R.O.D.C., and being more particularly described as follows:

BEGINNING at an iron pin in the southerly right-of-way line of Mt. View Road (a 60-foot wide right-of-way), said pin being westerly 705.03 feet from the northwesterly right-of-way line of Bell Road (a 150-foot wide right-of-way);

THENCE, leaving said right-of-way line with the westerly line of Lot H as shown on the plan of Section Nine, Hickory Hollow Mall, as of record in Book 5210, Page 123, R.O.D.C., as conveyed to Nashland Associates by deed of record in Book 6321, Page 223, R.O.D.C., S 47° 14' 00" W, 30[illegible]2 feet to a point in the easterly line of Lot No. [illegible] shown on the aforementioned plan of Resubdivision of Lots 1, 3 and Parcel 352, Section One, Hickory Hollow Mall, as conveyed to Mercantile Properties Inc. by deed of record in Book 8377, Page 463, R.O.D.C.;

THENCE, with said line with a curve to the left 45.01 feet to a point, said curve having a central angle of 10° 18' 53", a radius of 250.00 feet, a tangent of 22.56 feet and a chord of N 18° 42' 43" W, 44.95 feet;

THENCE, continuing with said line N 33° 58' 04" W, 150.79 feet to a point;

THENCE, with the northerly line of said lot, N 75° 22' 00" W, 591.57 feet to a point;

THENCE, with the westerly line of said lot, S 14° 38' 00" W, 631.00 feet to a point in the northerly line of Lot No. 2 as shown on the plan of Resubdivision of Lots 2 and 4, Section One, Hickory Hollow Mall as of record in Book 7900, Page 258, R.O.D.C., as conveyed to Cain Sloan Inc. by deed of record in Book 8377, Page 434, R.O.D.C.;

THENCE, with said line the following calls:

N 75° 22' 00" W, 493.70 feet to a point;

N 14° 38' 00" E, 57.09 feet to a point;

N 75° 22' 00" W, 227.63 feet to a point;

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THENCE, continuing with said line and the easterly line of Lot No. 1 as shown of the plan of Section One, Hickory Hollow Mall as of record in Book 5050, Page 25, R.O.D.C., as conveyed to Sears, Roebuck and Company by deed of record in Book 5098, Page 2, R.O.D.C. N 14° 38' 00" E, 603.42 feet to a point;

THENCE, leaving said line with the southerly line of Section Five, Hickory Hollow Mall as of record in Book 5210, Page 87, R.O.D.C., as conveyed to J.C. Penney Properties, Inc. by deed of record in Book 5741, Page 784, R.O.D.C. the following calls:

S 75° 22' 00" E, 595.82 feet to a point;

N 56° 00' 00" E, 389.73 feet to a point;

with a curve to the right 177.12 feet to a point, said curve having a central angle of 05° 04' 27", a radius of 2,000.00 feet, a tangent of 88.62 feet, and a chord of S 38° 15' 10" E, 177.06 feet;

N 56° 00' 00" E, 150.93 feet to an iron pin in the southerly right-of-way line of Mt. View Road (a 60-foot wide right-of-way);

THENCE, with said right-of-way line S 57° 14' 25" E, 55.51 feet to a concrete monument;

THENCE, continuing with said line S 52° 59' 36" E, 505.44 feet to an iron pin, being the point of beginning.

Containing 697,451 square feet or 16.01 acres, more or less.

Parcel 256

Being a parcel of land in Nashville, First Civil District, Twenty-Ninth Councilmanic District, Davidson County, Tennessee, located on the southerly side of Mt. View Road (a 60-foot wide right-of-way), west of Bell Road (a 150-foot wide right-of-way) and being a part of Lot No. 4, Section One, Hickory Hollow Mall, as of record in Book 5050, Page 25, R.O.D.C. being property conveyed to Nashland Associates by deed of record in Book 6321, Page 223, R.O.D.C. and being more particularly described as follows:

BEGINNING at an iron pin in the southerly right-of-way line of Mt. View Road (a 60-foot wide right-of-way), approximately 1,494 feet westerly from the westerly right-of-way line of Bell Road (a 150-foot wide right-of-way);

THENCE, leaving said right-of-way line with the northerly line of Lot No. 5, as shown on the plan of Section Five, Hickory Hollow Mall as of record in Book 5210, Page 87, R.O.D.C., as conveyed to J.C. Penney Properties, Inc. by deed of record in Book 5741, Page 784, R.O.D.C., S 58° 07' 45" W, 56.68 feet to a point;

THENCE, continuing with said line N 44° 00' 00" W, 176.78 feet to a point;

THENCE, continuing with said line with a curve to the left 369.97 feet to a point, said curve having a central angle of 31° 44' 00", a radius of 668.00 feet, a tangent of 189.86 feet and a chord of N 59° 52' 00" W, 365.26 feet;

THENCE, continuing with said line N 75° 44' 00" W, 294.73 feet to a point;

THENCE, continuing with said line N 14° 38' 00" E, 17.23 feet to a point in the southerly right-of-way line of Mt. View Road (a 60-foot wide right-of-way);

THENCE, with said right-of-way line S 75° 03' 39" E, 496.66 feet to a point;

THENCE, continuing with said right-of-way line with a curve to the right 89.00 feet to a point, said curve having a central angle of 11° 47' 46", a radius of 432.29 feet, a tangent of 44.66 feet and a chord of S 69° 09' 46" E, 88.84 feet;

THENCE, leaving said line with the westerly line of a graveyard, of unknown ownership, S 20° 10' 00" W, 45.60 feet to a point;

THENCE, with the southerly line of said graveyard, S 71° 35' 00" E, 67.50 feet to a point;

THENCE, with the easterly line of said graveyard N 16° 01' 07" E, 30.97 feet to a point in the southerly right-of-way line of Mt. View Road (a 60-foot wide right-of-way);

THENCE, with said right-of-way line with a curve to the right 170.37 feet to a point, said curve having a central angle of 22° 34' 49", a radius of 432.29 feet, a tangent of 86.30 feet and a chord of S 43° 09' 39" E, 169.27 feet;

THENCE, continuing with said line S 31° 52' 14" E, 61.71 feet to an iron pin, being the point of beginning.

Containing 30,897 square feet or 0.71 acres, more or less.

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Parcel 257

Being a parcel of land in Nashville, First Civil District, Twenty-Ninth Councilmanic District, Davidson County, Tennessee, located on the southerly side of Mt. View Road (a 60-foot wide right-of-way), west of Bell Road (a 150-foot wide right-of-way) and being a part of Lot 4, Section One, Hickory Hollow Mall, as of record in Book 5050, Page 25, R.O.D.C., being property conveyed to Nashland Associates by deed of record in Book 6321, Page 223, R.O.D.C. and being more particularly described as follows:

BEGINNING at a concrete monument in the southerly right-of-way line of Mt. View Road (a 60-foot wide right-of-way), also the northwest corner of Section One, Hickory Hollow Mall, as of record in Book 5050, Page 25, R.O.D.C., said point also being westerly 3,090.62 feet from the westerly right-of-way line of Bell Road (a 150-foot wide right-of-way);

THENCE, with said southerly right-of-way of Mt. View Road, S 77° 40' 05" E, 245.00 feet to a point;

THENCE, continuing with said right-of-way line, with a curve to the right 81.61 feet to a point, said curve having a central angle of 02° 36' 26", a radius of 1,793.53 feet, a tangent of 40.81 feet and a chord of S 76° 22' 52" E, 81.61 feet;

THENCE, continuing with said right-of-way line S 75° 03' 39" E, 203.67 feet to a point,

THENCE, leaving said right-of-way line with the westerly line of Lot No. 5 as shown on the plan of Section Five, Hickory Hollow Mall, as of record in Book 5210, page 87, R.O.D.C., as conveyed to J.C. Penney Properties, Inc. by deed of record in Book 5741, Page 784, R.O.D.C., S 14° 38' 00" W, 597.24 feet to a point in the northerly line of Lot No. 1 as shown on the aforementioned plan of Section One, Hickory Hollow Mall, as conveyed to Sears, Roebuck and Company by deed of record in Book 5098, Page 2, R.O.D.C.;

THENCE, with said northerly line of Lot No. 1 N 75° 22' 00" W, 22.88 feet to a point;

THENCE, continuing with said line, N 30° 22' 00" W, 475.99 feet to a point in the easterly line of property conveyed to Wimsatt-Hickory Trace, LLC by deed of record in Book 9681, Page 868, R.O.D.C.;

THENCE, with said line N 21°08' 00" E, 252.27 feet to a concrete monument, being the point of beginning.

Containing 272,169 square feet or 6.25 acres more or less.

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Parcel 352

Being a parcel of land in Nashville, First Civil District, Twenty-Ninth Councilmanic District, Davidson County, Tennessee, located on the westerly side of Bell Road (a 150-foot wide right-of-way), north of Hickory Hollow Parkway (a variable width right-of-way) and being Parcel No. 352 as shown on the plan of Resubdivision of Lots 1, 3 and Parcel 352, Section One, Hickory Hollow Mall as of record in Book 7900, Page 280, R.O.D.C., being property conveyed to Nashland Associates by deed of record in Book 8377, Page 457, R.O.D.C., and being more particularly described as follows:

BEGINNING at an iron pin in the westerly right-of-way line of Bell Road (a 150-foot wide right-of-way), said iron pin being northerly 546.31 feet from the northerly right-of-way line of Hickory Hollow Parkway (a variable width right-of-way);

THENCE, leaving said right-of-way with the easterly line of Lot F-3 as shown on the plan of Second Revision, Section Two, Hickory Hollow Mall as of record in Book 5200, Page 34, R.O.D.C., as conveyed to Nashville City Bank and Trust Company by deed of record in Book 6286, Page 833, R.O.D.C., N 28° 34' 33" W, 108.55 feet to a point;

THENCE, with the northerly line of said Lot F-3, S 64° 20' 50" W, 54.92 feet to a point;

THENCE, continuing with said line and the northerly line of Lot 2 as shown on the plan of Resubdivision Lot F-2, Second Revision, Section Two, Hickory Hollow Mall as of record in Book 6900, Page 988, R.O.D.C., as conveyed to Pait Partners by deed of record in Book 8881, Page 516, R.O.D.C., with a curve to the right 248.55 feet to a point, said curve having a central angle of 23° 44' 04", a radius of 600.00 feet, a tangent of 126.08 feet and a chord of S 76° 12' 52" W, 246.78 feet;

THENCE, leaving said line with the easterly line of Lot No. 2, as shown on the plan of Resubdivision of Lots 2 and 4, Section One, Hickory Hollow Mall as of record in Book 7900, Page 258, R.O.D.C., as conveyed to Cain Sloan Inc by deed of record in Book 8377, Page 434, R.O.D.C. N 14° 38' 00" E, 366.07 feet to a point;

THENCE, leaving said line with the southerly line of Lot No. 3 as shown on the aforementioned plan of Resubdivision of Lots 1, 3 and Parcel 352, Section One, Hickory Hollow Mall, as conveyed to Mercantile Properties Inc by deed of record in Book 8377, Page 463, R.O.D.C., S 75° 22' 00" E, 510.31 feet to a point in the northerly line of Lot No. G-1 as shown on the plan of Second Revision, Section Two, Hickory Hollow Mall as of record in Book 5200, Page 34, R.O.D.C., as conveyed to Union Planters Bank of Middle Tennessee by deed of record in Book 9433, Page 427, R.O.D.C.;

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THENCE, with said line with a curve to the right 5.22 feet to a point, said curve having a central angle of 00° 32' 36", a radius of 550.00 feet, a tangent of 2.21 feet and a chord of S 64° 04' 35" W, 5.22 feet;

THENCE, continuing with said line S 64° 20' 50" W, 13.41 feet to a point;

THENCE, with the westerly line of said Lot G-1, S 22° 43' 46" E, 108.55 feet to a point in the northerly right-of-way line of Bell Road (a 150-foot wide right-of-way);

THENCE, with said right-of-way line with a curve to the left 300.00 feet to an iron pin, being the point of beginning, said curve having a central angle of 05° 50' 47", a radius of 2,940.00 feet, a tangent of 150.13 feet and a chord of S 64° 20' 50" W, 299.86 feet.

Containing 137,625 square feet or 3.16 acres more or less.

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Parcel 353

Being a parcel of land in Nashville, First Civil District, Twenty-Ninth Councilmanic District, Davidson County, Tennessee, located north of Hickory Hollow Parkway (a variable width right-of-way) and west of Bell Road (a 150-foot wide right-of-way), being Parcel No. 353 as shown on the plan of Resubdivision of Lots 2 and 4, Section One, Hickory Hollow Mall as of record in Book 7900, Page 258, R.O.D.C., being property conveyed to Nashland Associates by deed of record in Book 6321, Page 223, R.O.D.C., and being more particularly described as follows:

BEGINNING at an iron pin in the northerly right-of-way line of Hickory Hollow Parkway (a variable width right-of-way), said iron pin being westerly 575.66 feet from the westerly right-of-way line of Bell Road (a 150-foot wide right-of-way);

THENCE, leaving said right-of-way line with the easterly line of Lot No. E-3 as shown on the plan of Second Revision, Section Two, Hickory Hollow Mall as of record in Book 5200, Page 34, R.O.D.C., as conveyed to First American National Bank by deed of record in Book 8567, Page 281, R.O.D.C. the following calls:

N 60° 40' 00" E, 35.36 feet to a point;

N 15° 40' 00" E, 95.69 feet to a point;

N 29° 19' 18" W, 35.36 feet to a point;

THENCE, with the northerly line of said Lot E-3 with a curve to the right 219.49 feet to the true point of beginning of the herein described parcel, said curve having a central angle of 11° 25' 57", a radius of 1,100.00 feet, a tangent of 110.11 feet and a chord of N 68° 37' 02" W, 219.12 feet;

THENCE, continuing with said line and the northerly line of Lot E-1A as shown on the plan of Third Revision, Section Two, Resubdivision of Lots E-1 and E-2, Hickory Hollow Mall as of record in Book 6200, Page 385, R.O.D.C., as conveyed to Haverty Furniture Company, Inc. by deed of record in Book 6775, Page 64, R.O.D.C., with a curve to the right 104.28 feet to a point, said curve having a central angle of 05° 25' 55", a radius of 1,100.00 feet, a tangent of 52.18 feet and a chord of N 80° 11' 04" W, 104.25 feet;

THENCE, leaving said line with the easterly line of Lot No. 1, Section One, Hickory Hollow Mall as of record in Book 5050, Page 25, R.O.D.C. as conveyed to Sears, Roebuck and Company by deed of record in Book 5098, Page 2, R.O.D.C., N 14° 38' 00" E, 506.78 feet to a point;

THENCE, continuing with said line S 75° 22' 00" E, 100.61 feet to a point;

THENCE, leaving said line with the westerly line of Lot No. 2 as shown on the aforementioned plan of Resubdivision of Lots 2 and 4, Section One Hickory Hollow Mall, as conveyed to Cain Sloan Inc. by deed of record in Book 8377, Page 434, R.O.D.C., S 14° 38' 00" W, 534.08 feet to the point of beginning.

Containing 52,444 square feet or 1.20 acres more or less.

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Parcels 228, 256, 257, 352, and 353 are together with all rights, easements, building lines, mall areas, common areas, and other rights, interests and matters described in the following:

1. Deed of Declaration recorded in Book 5091, page 533; amended in Book 5249, page 450, Book 5318, page 762, and Book 8416, page 704, all in the Register's Office, Davidson County, Tennessee. The building lines, building set back lines, and easements created thereby being located as shown on survey by Barge, Waggoner, Sumner & Cannon dated March 17, 1994, last revised June 19, 1998.

2. Operating Agreement recorded in Book 5098, page 17; as amended in Book 5318, page 780 and Book 8416, page 738, all in said Register's Office.

3. Supplemental Operating Agreement recorded in Book 5098, page 101; as amended in Book 5318, page 885, all in said Register's Office.

4. Supplemental Operating Agreement recorded in Book 5098, page 111; as amended in Book 5318, page 890, all in said Register's Office.

5. Supplemental Operating Agreement recorded in Book 5098, page 143; as amended in Book 5318, page 907, all in said Register's Office.

6. Supplemental Operating Agreement recorded in Book 5318, page 810, said Register's Office.

7. Covenants, conditions, restrictions, easements, building lines and building setback lines created by plat recorded in Book 5050, page 25; as amended in Book 7900, page 258 and Book 8024, page 634, all in said Register's Office. The building lines, building setback lines, and easement created thereby being located as shown on said survey.

8. As to Parcel 228 only: Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage, recorded in Book 8024, page 634 and by Plat recorded in Book 7900, page 258, all in said Register's Office. Said easement being located as shown on said survey.

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EXHIBIT A

All matters affecting title which are permitted pursuant to Section 10.02 (d) of the Agreement.

BOOK 11005 PAGE 390

9365 07/02 0101 03CHECK 467924-41

0458553
IDENTIFICATION REFERENCE
98 JUL -2 PM 4:33
DAVIDSON COUNTY TN.

OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11005 PAGE 391

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

Conv. amt 126,452,273.00

CON TX	467873.41
PRFEE	1.00
WDEED	48.00
CFEE	2.00
TOTAL	467924.41

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

CHECK 467924.41

07/02/98 01 16:33 0001 9365

0458553
IDENTIF. # REFERENCE

98 JUL -2 PM 4:33

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1315132