BOOK 11683 PAGE 121

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THIS INSTRUMENT PREPARED BY:
Sherrard & Roe, PLC (KAB)
424 Church St., Suite 2000
Nashville, TN 37219

99 SEP 30 PM 4:25
REGISTER
COUNTY, TN.

REFERENCE
4 1 4 4 2

SPECIAL WARRANTY DEED

Address New Owner:
Opry Mills Limited Partnership
c/o The Mills Corporation
1300 Wilson Blvd., Suite 400
Arlington, VA 22209
Attn: General Counsel

Send Tax Bills To:
Same

Map & Parcel No.:
Map 62
Parcel 30

4416 09/30 0101 03CHECK 6680.00

THIS DEED, made and entered into as of the 29 day of September, 1999, by and between Opryland Attractions, Inc., a Delaware corporation ("Grantor") and Opry Mills Limited Partnership, a Delaware limited partnership ("Grantee"),

WITNESSETH:

For and in consideration of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey, and confirm unto Grantee the following described real estate, situated and being in the County of Davidson, State of Tennessee, to-wit:

SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE.

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

And Grantor does hereby covenant with Grantee that Grantor is lawfully seized in fee of the aforedescribed real estate; that Grantor has a good right to sell and convey the same; that the same is unencumbered except for those matters set forth on Exhibit B attached hereto and incorporated herein by reference, to all of which this conveyance is expressly made subject; and that the title and quiet possession thereto Grantor will warrant and forever defend against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise.

Grantor specifically reserves an easement over the above-described property for purposes of vehicular and pedestrian ingress and egress and construction of utilities to serve the adjacent property owned by Grantor and its affiliates, all as more particularly set forth in an Access and Easement Agreement of record in Book 11682 page 109 Register's Office for Davidson County, Tennessee.

WITNESS the signature of Grantor the day and year first above written.

OPRYLAND ATTRACTIONS, INC., a
Delaware corporation

By: _____

Title: Exec. V.P. & COO

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Joseph B. Grace, 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 Exec. V.P. & COO of Opryland Attractions, Inc., the within named bargainor, a Delaware corporation, and that he as such Exec. V.P. & COO, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as Exec. V.P. & COO.

WITNESS my hand and seal, at office this 29 day of September, 1999.

Lori McPherson
NOTARY PUBLIC

My Commission expires: 5-26-2002

STATE OF Tennessee)
)
COUNTY OF Davidson)

The actual consideration or value whichever is greater, for this transfer is $1,800,000.00.

Affiant

Subscribed and sworn to before me, this the 29 day of September, 1999.

Lori McPherson
Notary Public

My Commission Expires: 5-26-2002

EXHIBIT A

Property Description

Lot 1 on the Plat entitled Opry Mills, of record in Plat Book 9700, page 892, Register's Office for Davidson County, Tennessee.

Being a portion of the same property conveyed to Grantor by Deed of record in Deed Book 9899, page 635, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

Permitted Title Encumbrances

1. Taxes for 1999: A lien, but not yet due and payable.

2. All matters shown on the Final Plat, Lot 1, Opry Mills, of record in Plat Book 9700, page 892, Register's Office for Davidson County, Tennessee.

3. All matters shown on the survey prepared by Gresham, Smith and Partners, RLS No. 1972, 1400 Nashville City Center, 511 Union Street, Nashville, Tennessee, 37219, dated August 28, 1998, last revised September 28, 1999.

4. Twenty (20) Foot Easements for Sanitary Sewers and/or Storm Drainage to Metropolitan Government of Nashville and Davidson County of record in Book 7865, pages 24 and 27, Register's Office for Davidson County, Tennessee, as shown on the survey referenced above.

5. One Hundred (100) Foot TVA Easement over a portion of the right-of-way of Briley Parkway and subject property as shown on proposed Plat and of record in Book 1149, page 675, Book 1196, page 247, and Book 1165, page 513, Register's Office for Davidson County, Tennessee, granted to the United States of America by George I. Waddey, et al., and Katie Clees Rudy, et al., respectively, conveyed to Metropolitan Government of Nashville and Davidson County, Tennessee, by Deed and Bill of Sale made by United States of America and Tennessee Valley Authority, of record in Book 8825, page 546, said Register's Office, as shown on the survey referenced above.

6. Lack of direct access to Briley Parkway except by McGavock Interchange.

7. Declaration of Restrictive Covenants executed January 3, 1995, by Opryland USA, Inc., of record in Book 9580, page 633, Register's Office for Davidson County, Tennessee.

8. Restrictions of record in Book 1971, page 353.

9. Access and Easement Agreement dated SEPT. 29, 1999, between Opryland Attractions, Inc., and Opry Mills Limited Partnership of record in Book 11682 page 161, Register's Office for Davidson County, Tennessee.

10. Terms, conditions and restrictive covenants contained in Special Warranty Deed, of record in Book 7583, page 122, Register's Office for Davidson County, Tennessee.

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11683 PAGE 125

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	CFEE	- COMPUTER FEE	PRFEE	- PROBATE FEE

064442

IDENTIFICATION REFERENCE

99 SEP 30 PM 4:25

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

CAMT
1800000.00
CON TX 6661.00
PRFEE 1.00
WDEED 16.00
CFEE 2.00
TOTAL 6680.00
CHECK 6680.00

09/30/99 01 16:28 0001 4416

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1522319