New Owner's Address:
The May Department Stores Company
611 Olive St.
St. Louis, Missouri 63101
Attention: Executive Vice President -
Acquisitions and Real Estate

Send Tax Bills To:
Same

Tax Parcel No. 163-223

Property Address:
Hickory Hollow Mall
917 Bell Road
Antioch, Tennessee 37013

THIS INSTRUMENT PREPARED BY
AND AFTER RECORDING RETURN TO:
Mitchell H. Herzog, Esq.
The May Department Stores Company
611 Olive St.
St. Louis, Missouri 63101

Davidson County DEEDWARR
Recvd: 03/19/01 15:36 4pgs
Fees:19.00 Taxes:23330.35
20010319-0026234

SPECIAL WARRANTY DEED

IN CONSIDERATION OF One Dollar ($1.00) cash in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, CARSON PIRIE HOLDINGS, INC., a Delaware corporation ("Grantor"), does hereby sell, transfer and convey unto THE MAY DEPARTMENT STORES COMPANY, a New York corporation ("Grantee"), certain real property located in the City of Antioch, Davidson County, Tennessee, more particularly described on EXHIBIT A attached hereto and made a part hereof for all purposes, together with all and singular Grantor's right, title, interest, claim, and demand in and to the rights, privileges, hereditaments, and appurtenances pertaining to such real property, including (1) any and all improvements and fixtures currently attached to and located thereon; (2) strips and gores, if any, between the property and any abutting properties, whether owned or claimed by deed, limitations, or otherwise, and whether located inside or outside the property; and (3) any land lying in or under the bed of any creek, stream, or waterway or any highway, avenue, street, road, alley, easement or right-of-way, open or proposed, in, or across, abutting or adjacent to the property (the "Property"), subject to all matters of record on January 25, 2001.

Reference for prior title is made to deed recorded in Book 11565, Page 224 in the Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the above released rights, titles, interests, claims and demands to the Property, to Grantee and Grantee's successors, legal representatives and assigns forever. Neither Grantor nor Grantor's successors, legal representatives or assigns shall have, claim, or demand any right or title to the Property or any part of it.

Grantor covenants that, except as to all matters of record on January 25, 2001, (i) it has not made, done, executed or suffered any act or thing whereby the Property or any part thereof now are or at any time hereafter shall or may be charged or encumbered in any manner whatsoever; and (ii) the Grantor will forever warrant and defend the title to the Property against all persons lawfully claiming the same from, through or under it, but not otherwise.

IN WITNESS WHEREOF, Grantor has executed this conveyance this 16th day of March, 2001.

CARSON PIRIE HOLDINGS, INC.,
a Delaware corporation

By: _____
Name: Brian J. Martin
Title: President

State of Illinois)
County of Cook)

Before me, Michelle J. Thomas, of the State and County aforesaid, personally appeared Brian J. Martin with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be President of Carson Pirie Holdings, Inc., a Delaware corporation, the within named bargainor, a corporation, and that he as such officer, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as such officer.

WITNESS my hand and seal, this 15th day of March, 2001.

Michelle J. Thomas
Notary Public

My Commission Expires:

"OFFICIAL SEAL"
MICHELLE J. THOMAS
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 9/3/2003

State of Missouri)
City of St. Louis)

I hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater is $6,305,500, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

THE MAY DEPARTMENT STORES COMPANY

By: R. Dean Wolfe

Name: R. DEAN WOLFE

Title: EXECUTIVE VICE PRESIDENT

ATTEST:

Assistant Secretary

Subscribed and sworn to before me this 13th day of March, 2001.

Notary Public

My Commission Expires:

DEBORAH J. MUELLER
Notary Public – Notary Seal
State of Missouri
County of St. Louis
My Commission Expires 03/06/2004

Exhibit A

Proffitt's
Hickory Hollow Mall

Being a parcel of land in Nashville First Civil District, Twenty-Ninth Councilmanic District, Davidson County, Tennessee, located on the northerly side of Bell Road (a 150-foot wide right-of-way) west of Mt. View Road (a 60-foot wide right-of-way), being Lot No. 3, 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.