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ADDRESS NEW OWNER:
Two Rivers Corporate Centre, Limited Partnership
631 2nd Avenue South, #1R
Nashville, TN 37210

SEND TAX BILLS TO:
Two Rivers Corporate Centre, Limited Partnership
631 2nd Avenue South, #1R
Nashville, TN 37210

MAP/PARCEL NO.:
062-232.00

Prepared by:
Mayer, Brown & Platt
1909 K Street, NW
Washington, D.C. 20006
Attention: Rita W. Morales

Davidson County DEEDWARR
Recvd: 12/28/01 12:20 5pgs
Fees:28.00 Taxes:20720.00
20011228-0143693

TENNESSEE
SPECIAL WARRANTY DEED

THIS DEED is executed this 21st day of December, 2001, by and between **KPT PROPERTIES, L.P.**, a Delaware limited partnership ("Grantor) and **TWO RIVERS CORPORATE CENTRE, LIMITED PARTNERSHIP** ("Grantee), a Tennessee limited partnership, Grantee's successors and assigns.

WITNESSETH, that the Grantor, for $10.00 and other good and valuable consideration, cash in hand paid by the Grantee, the receipt and sufficiency of which is hereby acknowledged, has bargained and sold and by these presents transfers and conveys unto the Grantee, Grantee's successors and assigns, in fee simple forever, all that certain lot or parcel of land situated in Davidson County, Tennessee, and more particularly described on Exhibit A, attached hereto and by this reference incorporated herein, together with the improvements thereon, but subject to all matters of record, including the matters set forth on Exhibit B, attached hereto and by this reference incorporated herein (the "Permitted Exceptions").

This is improved property known as Factory Stores of America, McGavock Pike, Davidson County, Tennessee.

TO HAVE AND TO HOLD the aforesaid lot or parcel of land, together with the improvements thereon, with all privileges, appurtenances, estate, title and interest thereunto belonging to the Grantee, Grantee's successors and assigns, in fee simple forever.

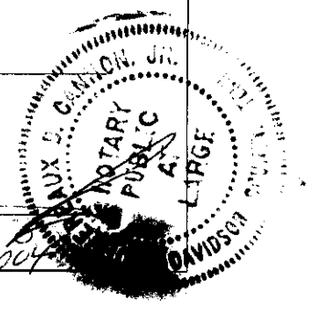
STATE OF Tennessee
COUNTY OF Davidson

I, or we, hereby swear or affirm that the actual consideration for this transfer, or the value of the property, whichever is greater, is $5,600,000.00, which amount is equal to or greater than the amount which the property or interest in the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn before me this the 27th day of December, 2001.

Notary Public
My Commission expires: 31 January 2004



And the Grantor covenants with the Grantee, that Grantor is seized of the premises in fee simple, has the right to convey the same in fee simple forever, that title is marketable and is free from all encumbrances made or suffered by Grantor (other than claims arising from the matters set forth on Exhibit B, to the

extent such matters are valid and affect the Property), and that Grantor will forever warrant and defend the title to the premises to the Grantee, Grantee's successors and assigns, against the lawful claims of all persons whomsoever claiming by, through or under Grantor, except for the matters shown on Exhibit B.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be signed in its corporate name by its duly authorized officers and its seal to be hereunto affixed by authority of its Board of Directors, the day and year first above written.

KPT PROPERTIES, L.P.,
a Delaware limited partnership

By: Konover Property Trust, Inc.,
a Maryland corporation
its general partner

By: Robin W Malphrus
Name: Robin W Malphrus
Title: Sr V.P. President

STATE OF North Carolina
COUNTY OF Wake

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Robin W. Malphrus, who being by me duly sworn, says that she is Senior Vice Pres. of Konover Property Trust, Inc., a Maryland corporation, general partner of KPT Properties, L.P., a Delaware limited partnership; that the seal affixed to the foregoing instrument in writing is the corporate seal of Konover Property Trust, Inc., and that said writing was signed and sealed by him, on behalf of said Konover Property Trust, Inc., by its authority duly given, as general partner of KPT Properties, L.P. And the said Robin W. Malphrus acknowledged the said writing to be the act and deed of said Konover Property Trust, Inc., as general partner of KPT Properties, L.P.

Witness my hand and official seal, at office, this 21 ST day of December, 2001.

Notary Public
My Commission expires: 2-21-04

NOTARY PUBLIC WAKE COUNTY, N.C.

EXHIBIT A
Legal Description

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, being all of Lot No. 1 as shown on the Final Plat of Music City Outlet Center as of record in Plat Book 9700, page 21, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a P.K. nail (set in asphalt pavement) on the northerly right-of-way line of McGavock Pike (60-foot public right-of-way) that is 781.4 feet, more or less, west of the south end of the northwesterly return curve at the intersection of Music Valley Drive (80-foot public right-of-way) and McGavock Pike. Said P.K. nail also being the southwesterly property corner of Lot 4 on the plat of Fiddler's Corner, Section One of record in Plat Book 7900, page 731, Register's Office for Davidson County, Tennessee; thence,

With the northerly right-of-way line of McGavock Pike, North 82 degrees 50 minutes 55 seconds West, 81.42 feet to an iron pin (set) at the common southerly property corner between Lots 1 and 2 as shown on said plat of Music City Outlet Center; thence,

Leaving said right-of-way line, with the common property line between Lots 1 and 2, North 15 degrees 38 minutes 45 seconds East, 52.79 feet to an iron pin (set); thence,

North 10 degrees 33 minutes 02 seconds East, 142.35 feet to an iron pin (set); thence,

North 00 degrees 52 minutes 30 seconds East, 176.75 feet to a P.K. nail (set in asphalt pavement); thence,

North 02 degrees 36 minutes 44 seconds West, 503.90 feet to a tack (set in leaded hole in concrete curb); thence,

With a 335.00-foot radius curve to the left having an arc distance of 211.42 feet to an iron pin (set), said curve has a chord bearing and distance of North 20 degrees 41 minutes 32 seconds West, 207.93 feet; thence,

North 38 degrees 46 minutes 19 seconds West, 131.29 feet to an iron pin (set); thence,

North 79 degrees 02 minutes 51 seconds West, 102.76 feet to an iron pin (set) in the easterly property line of Gleaves Farms, Ltd. as of record in Deed Book 6849, page 546, Register's Office for Davidson County, Tennessee; thence,

With said easterly property line, in part, North 10 degrees 57 minutes 09 seconds East 769.16 feet to an iron pin (set); thence,

North 11 degrees 00 minutes 18 seconds East, 1150.97 feet to an existing planted stone at the southwesterly property corner of Opryland U.S.A., Inc., as of record in Deed Book 9410, page 711, Register's Office for Davidson County, Tennessee; thence,

With the southerly property line of the Opryland U.S.A., Inc. tract and the southerly property line of Frank Rudy, Estates-Phase I as of record in Plat Book 6200, page 826, Register's Office for Davidson County, Tennessee, in part, South 77 degrees 32 minutes 36 seconds East, 661.78 feet to an existing iron pin by a planted stone at the northwesterly property corner of Lot No. 1 as shown on the Final Plat of

Section 3, Music City Villa as of record in Plat Book 6900, page 113, Register's Office for Davidson County, Tennessee; thence,

With the westerly property line of said Lot No. 1 and Lots 1, 2 and 3 as shown on the Final Plat-Music P.U.D. as of record in Plat Book 7900, page 887, Register's Office for Davidson County, Tennessee, South 10 degrees 54 minutes 32 seconds West, 1144.42 feet to an existing concrete monument at the northwesterly property of Lot No. 3 as shown on the Final Plat of Third Revision, Grand Old Golf Subdivision as of record in Plat Book 8250, page 356, Register's Office for Davidson County, Tennessee; thence,

With the westerly property line of Lots 3 and 4, said Grand Old Golf Subdivision, South 10 degrees 59 minutes 25 seconds West, 334.57 feet to an existing iron pin at the northwesterly property corner of Lot No. 3 as shown on the Final Plat of Resubdivision of Lots 1 and 3, Rudy's Farm as of record in Plat Book 7900, page 54, Register's Office for Davidson County, Tennessee; thence,

With the westerly property line of said Lot No. 3 and Lot No. 1 as shown on the Final Plat of Fiddler's Corner, Section One as of record in Plat Book 7900, page 731, Register's Office for Davidson County, Tennessee, South 11 degrees 05 minutes 11 seconds West, 706.72 feet to an iron pin (set) in the northerly property line of Lot No. 3 said Fiddler's Corner; thence,

With the northerly property line of Lot No. 3 in part, North 85 degrees 21 minutes 33 seconds West, 262.65 feet to an iron pin (set) at the northwesterly property corner of said Lot No. 3; thence,

With the westerly property line of said Lot No. 3, South 02 degrees 39 minutes 29 seconds West, 52.99 feet to an iron pin (set); thence,

South 02 degrees 27 minutes 36 seconds East, 260.75 feet to an iron pin (set); thence,

South 06 degrees 24 minutes 32 seconds East, 141.97 feet to an iron pin (set); thence,

With the westerly property line of Lot No. 3 and Lot 4 of said Fiddler's Corner, South 06 degrees 31 minutes 39 seconds West, 363.00 feet to the point of beginning and containing 1,450,792 square feet or 33.306 acres, more or less, as calculated by the above courses and shown on a survey by Ragan Smith Associates, Inc., dated December 6, 1995, Job No. 90-049, W.O. 3426.

Being a portion of the same property conveyed to FAC Properties, L.P., a Delaware limited partnership, now known as KPT Properties, L.P., by Deed from FAC Realty Trust, Inc., a Maryland corporation, dated December 19, 1997, of record in Book 10735, page 306, Register's Office for Davidson County, Tennessee.

Together with all of Music Valley Partners Limited Partnership's rights and obligations in and to that certain slope easement as granted by a Slope Easement Agreement dated December 22, 1993, by and between Fiddler's Inn, Inc., as grantor, and Music Valley Partners Limited Partnership, as grantee, recorded in Book 9197, page 256, Register's Office for Davidson County, Tennessee.

Together with all of Music Valley Partners Limited Partnership's rights and obligations in and to that certain Non-Exclusive Access and Private Road Easement Agreement dated December 22, 1993, by and between Fiddler's Inn, Inc., as grantor, and Music Valley Partners Limited Partnership, as grantee, recorded in Book 9197, page 250, Register's Office for Davidson County, Tennessee.

Together with that certain Sign Easement granted in General Warranty Deed recorded in Book 9197, page 283, Register's Office for Davidson County, Tennessee.

EXHIBIT B

Permitted Exceptions

1. Matters shown on the Plan of record in Book 8250, page 356, Book 7900, page 731 and Book 9700, page 21, Register's Office for Davidson County, Tennessee.

2. Easement Agreement between Music Valley Acres, Inc. and Robert R. Campbell, Jr., Trustee, of record in Book 8895, page 433, Register's Office for Davidson County, Tennessee.

3. Non-Exclusive Access and Private Road Easement Agreement from Fiddler's Inn, Inc., a Tennessee corporation, to Music Valley Partners Limited Partnership, a North Carolina limited partnership, dated December 21, 1993, filed for record December 22, 1993 at 4:16 p.m. and recorded at Book 9197, page 250, Register's Office for Davidson County, Tennessee.

4. Slope Easement Agreement from Fiddler's Inn, Inc., a Tennessee corporation, to Music Valley Partners I Limited Partnership, a North Carolina limited partnership, dated December 21, 1993, filed for record December 22, 1993, at 4:16 p.m. and recorded at Book 9197, page 256, Register's Office for Davidson County, Tennessee.

5. Access and Drainage Easement Agreement from Music Valley Partners Limited Partnership, a North Carolina limited partnership, to Fiddler's Inn, Inc., a Tennessee corporation, dated December 21, 1993, filed for record December 22, 1993, at 4:16 p.m. and recorded at Book 9197, page 242, Register's Office for Davidson County, Tennessee.

6. Sign Easement granted in Deed from Music Valley Partners Limited Partnership, a North Carolina limited partnership, to Factory Stores of America, Inc., a Delaware corporation, dated December 7, 1993, and recorded in Book 9197, page 283, Register's Office for Davidson County, Tennessee.