File 35
CTIC

This Instrument Prepared By:
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Baker, Donelson, Bearman & Caldwell, P.C.
Suite 1000, 211 Commerce Street
Nashville, Tennessee 37201

Davidson County DEEDWARR
Recvd: 06/28/02 15:52 5pgs
Fees:28.00 Taxes:18500.00
20020628-0078524

ADDRESS NEW OWNER
Opryland Attractions, Inc.
Attn: V. P. Development
One Gaylord Drive
Nashville, Tennessee 37214

SEND TAX BILLS TO:
Same

MAP PARCEL
Map 62
Parcel 249

STATE OF VIRGINIA
COUNTY OF ARLINGTON

The actual consideration or value, whichever is greater, for this transfer is $5,000,000.00.

Affiant (Kenneth R. Parent, as Senior-Executive Vice President of The Mills Corporation, the general partner of The Mills Limited Partnership, the general partner of the partner of Grantor)

Subscribed and sworn to before me this the 27th day of June, 2002.

Notary Public

NOTARY PUBLIC VIRGINIA COMMONWEALTH OF AGNES YACKSHAW

My Commission Expires: 3.31.2004

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars ($10.00), cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged **Opry Mills Limited Partnership**, a Delaware limited partnership, hereinafter called "GRANTOR," has bargained and sold, and by these presents does transfer and convey unto **Opryland Attractions, Inc.**, a Delaware corporation, hereinafter called "GRANTEE," its successors and assigns, certain real property in Davidson County, State of Tennessee, described as follows (the "Property"):

(SEE EXHIBIT "A" ATTACHED HERETO AND INCORPORATED BY REFERENCE AS FULLY AS THOUGH COPIED HEREIN)

The Property is transferred subject to the limitations, restrictions, and encumbrances set forth on **Exhibit "B**."

This is unimproved property situated in the northeast quadrant of Briley Parkway and McGavock Pike, Nashville, Tennessee.

TO HAVE AND TO HOLD the Property, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and GRANTOR does covenant with said GRANTEE that it is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, and the same is free from all encumbrances made or suffered by Grantor, except as listed on **Exhibit B** and representations and limitations as expressly provided for hereby; and GRANTOR does further covenant and bind itself, its successors, assigns and representative, to warrant and forever defend the title to the Property to the said GRANTEE, its successors and assigns, against the lawful claims of all persons claiming by, through or under the GRANTOR, but not further or otherwise. 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.

WITNESS its hand this, the 27th day of June, 2002.

GRANTOR:

Opry Mills Limited Partnership, a Delaware limited partnership
By: Opry Mills, L.L.C., a Delaware llc, its General Partner
By: The Mills Limited Partnership, a Delaware limited partnership, its ~~general partner~~ manager

By: The Mills Corporation, a Delaware corporation, its general partner

By: _____
Kenneth R. Parent,
Senior-Executive Vice President

STATE OF VIRGINIA

COUNTY OF ARLINGTON

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Kenneth R. Parent, with whom I am personally acquainted, ~~(or proved to me on the basis of satisfactory evidence)~~, and who upon oath acknowledge himself to be the Senior-Executive Vice President of The Mills Corporation, a Delaware corporation, which is the general partner of The Mills Limited Partnership, a Delaware limited partnership, which is the general partner of Opry Mills Limited Partnership, the within named bargainor, a Delaware limited partnership, and that Kenneth R. Parent, as such Senior-Executive Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of such entities by himself as such Senior-Executive Vice President.

Witness my hand and seal, at office, in ARLINGTON, VIRGINIA this the 27th day of June, 2002.

_____
Notary Public

My Commission Expires:

3.31.2004

EXHIBIT "A"

Being a Lot 1 as shown on the Final Plat, Lot 1, McGavock Pike, located in the First Civil District, Fifteenth Councilmanic District, Davidson County, Tennessee, of record in Plat Book 9700, page 892, Register's Office for Davidson County, Tennessee, as more particularly described below.

Being a parcel of land in Nashville, First Civil District, Fifteenth Councilmanic District, Nashville, Davidson County, Tennessee, generally located east of Briley Parkway and North of McGavock Pike and being more particularly described as follows:

BEGINNING at an iron pin in the westerly right-of-way line of Pennington Bend Road (50-foot right-of-way) said point being the northerly terminus of a curve return to the northerly right-of-way line of McGavock Pike (variable width right-of-way);

THENCE, along said curve return to the right, 44.36 feet to an iron pin at a point of reverse curve in the northerly right-of-way line of McGavock Pike, said curve having a central angle of 101° 40' 02", a radius of 25.00 feet, a tangent of 30.69 feet and a chord of S 76° 32' 59" W, 38.77 feet;

THENCE, along said curve return to the left, 298.40 feet to a concrete monument in the easterly right-of-way line of Briley Parkway, said curve having a central angle of 17° 00' 48", a radius of 1004.93 feet, a tangent of 150.31 feet and a chord of N 61° 07' 20" W, 297.31 feet;

THENCE, along the easterly right-of-way line of Briley Parkway the following calls:

N 55° 53' 20" W, 104.85 feet to a concrete monument;

N 31° 45' 32" W, 207.36 feet to a concrete monument;

N 04° 48' 50" W, 224.84 feet to a concrete monument;

N 59° 06' 59" W, 396.99 feet to a concrete monument;

N 43° 00' 16" W, 125.12 feet to a concrete monument;

N 16° 23' 52" W, 440.94 feet to a new iron pin;

THENCE, leaving said easterly right-of-way line of Briley Parkway and along the northerly line of this parcel the following calls: N 44° 04' 48" E, 693.88 feet to a new iron pin; S 86° 55' 22" E, 247.87 feet to a new iron in the western line of property conveyed to Jeanette C. Rudy by Deed of Record in Book 4412, Page 798, R.O.D.C.;

THENCE, along Jeanette C. Rudy parcel the following calls:

S 09° 18' 01" W, 317.23 feet to a new iron pin in the southwest corner of said Rudy parcel;

S 80° 29' 52" E, 306.44 feet to an iron pipe in the western right-of-way line of Pennington Bend Road;

THENCE, along the westerly right-of-way line of Pennington Bend Road the following calls:

S 24° 37' 30" W, 203.03 feet to an iron pin;

along a curve to the left, 355.21 feet to an iron pin, said curve having a central angle of 46° 52' 00", a radius of 434.26 feet, a tangent of 188.22 feet and a chord of S 01° 11' 29" W, 345.39 feet; S 22° 14' 31" E, 495.30 feet to an iron pin;

along a curve to the right 458.66 feet to the point of beginning, said curve having a central angle of 47° 57' 31", a radius of 547.96 feet, a tangent of 243.73 feet, and a chord of S 01° 44' 14.5" W, 445.39 feet;

Containing 24.03 acres, more or less.

Being the same property conveyed to Opry Mills Limited Partnership by Special Warranty Deed from Opryland Attractions, Inc. of record in Book 11683, page 121, Register's Office of Davidson County, Tennessee.

EXHIBIT "B"

THE FOREGOING DESCRIBED PROPERTY IS CONVEYED SUBJECT TO THE FOLLOWING:

Taxes for the year of 2002, a lien, but not yet due and payable.

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

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.

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.

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.

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

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.

Restrictions of record in Book 1971, page 353, as amended in Book 4532, pages 726 and 728, Register's Office for Davidson County, Tennessee.

Access and Easement Agreement dated September 29, 1999, between Opryland Attractions, Inc., and Opry Mills Limited Partnership of record in Book 11683, page 109, Register's Office for Davidson County, Tennessee.

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