This Instrument Prepared By:
Baker, Donelson, Bearman & Caldwell (LMP)
A Professional Corporation
Commerce Center, Suite 1000
211 Commerce Street
Nashville, Tennessee 37201

Davidson County DEEDWARR
Recvd: 09/30/02 16:38 11pgs
Fees:58.00 Taxes:92.50
20020930-0118693

SPECIAL WARRANTY DEED

Address New Owner as Follows:	*Send Tax Bills To*
Opry Mills Operating Company, L.L.C. c/o The Mills Corporation 1300 Wilson Boulevard, Suite 400 Arlington, Virginia 22209	Same
Map & Parcel No.: 73-17	

FOR AND IN CONSIDERATION of the sum of Ten ($10.00) Dollars, and other good and valuable consideration, receipt of which is hereby acknowledged, **OPRYLAND ATTRACTIONS, INC.**, a Delaware corporation ("Grantor"), has bargained and sold and does hereby transfer and convey unto **OPRY MILLS OPERATING COMPANY, L.L.C.**, a Delaware limited liability company ("Grantee"), its successors and assigns, a certain tract of land located in Davidson County, Tennessee and described as follows (the "Property"):

SEE EXHIBIT A ATTACHED HERETO

This is improved property.

TO HAVE AND TO HOLD the Property, together with all the appurtenances and hereditaments thereunto belonging or in anywise appertaining, to the said Grantee, its successors and assigns, forever.

AND Grantor does hereby covenant with Grantee that it is lawfully seized and possessed of the Property in fee simple; that it has good right to sell and convey the same; and that the same is unencumbered, except as shown on Exhibit B attached hereto (the "Permitted Encumbrances"), and except for encumbrances which were not created by Grantor or suffered or incurred by Grantor.

AND Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the Property against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise.

AND Grantee joins in this instrument to demonstrate its intent that Grantee's acquisition of the fee simple interest in the Property shall not cause and/or constitute a merger of the fee simple interest in the Property with Grantee's leasehold interest in the Property, which it holds

pursuant to that certain Opry Mills Ground Lease Agreement (the "Ground Lease"), as more particularly described in Exhibit B hereto. The fee simple interest in the Property transferred herein and the interest of the ground lessee set forth in the Ground Lease shall remain separate and distinct, notwithstanding that such interests may be vested in the same entity.

IN WITNESS WHEREOF, Grantor and Grantee have caused this instrument to be executed on this 30 TH day of September, 2002.

GRANTOR:

OPRYLAND ATTRACTIONS, INC. a Delaware corporation

By: _____

Title: V.P.

GRANTEE:

OPRY MILLS OPERATING COMPANY, L.L.C.

By: **The Mills Limited Partnership**, a Delaware limited liability company, its executive manager

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

By: _____

Name: M. Scott DeCain

Title: Senior Vice President Capital Markets

N SEC 400910 v2
0-0 09/19/2002

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Carter Todd, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Vice President of **OPRYLAND ATTRACTIONS, INC.**, a Delaware corporation, the grantor in the foregoing instrument (Special Warranty Deed), and is authorized by such grantor to execute this instrument on behalf of such grantor.

WITNESS my hand, at office, this 30th day of September 2002.

Ruth Anne Carruthers
NOTARY PUBLIC

My Commission Expires:

9-17-06

STATE OF ~~TENNESSEE~~ Virginia

COUNTY OF ~~DAVIDSON~~ Arlington

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, M. Scott DeCaro, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the SVP of Capital Markets of The Mills Corporation, which is the general partner of The Mills Limited Partnership, which is the executive manager of **OPRY MILLS OPERATING COMPANY, L.L.C.**, a Delaware corporation, the grantee in the foregoing instrument (Special Warranty Deed), and is authorized by the general partner, executive manager, and grantee, to execute this instrument on behalf of the grantee.

WITNESS my hand, at office, this 26th day of September 2002.

Shella R. Guerette
NOTARY PUBLIC

Shella R. Guerette
Notary Public - Virginia
Fairfax County
Commision Expires May 31, 2003

My Commission Expires:

May 31, 2003

N SEC 400910 v2
0-0 09/19/2002

STATE OF TENNESSEE

COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $25,000.00

AFFIANT

Subscribed and sworn to before me this 30th day of September, 2002.

NOTARY PUBLIC

My Commission Expires:

9-17-06



N SEC 400910 v2
0-0 09/19/2002

EXHIBIT "A"

Being land in the First Civil District, Fifteenth Councilmanic District, Nashville, Davidson County, Tennessee, being generally located in the southwest quadrant of Briley Parkway and McGavock Pike, and also being Lot 1 of the First Revision, Unified Plat of Subdivision, Gaylord Entertainment Company of record in Instrument No. 200005020043734, R.O.D.C., and being more particularly described as follows:

BEGINNING at a point on the westerly right-of-way of Briley Parkway, said point being 4050 feet, more or less, southeasterly from the centerline of McGavock Pike and also being the northeasterly corner of Lot 1 Gaylord Entertainment Company;

THENCE, with said westerly margin of Briley Parkway the following calls:

S 10° 12' 04" E, 866.42 feet to a point,
S 79° 46' 22" W, 4.10 feet to a point,
S 10° 12' 12" E, 48.30 feet to a point,
N 79° 46' 22" E, 4.10 feet to a point,
S 10° 13' 19" E, 1050.00 feet to an iron pin,
S 03° 48' 44" W, 103.07 feet to a point,
S 10° 13' 20" E, 353.84 feet to a point;

THENCE, leaving said westerly margin with the margin of the main Opryland Access Road the following calls:

S 02° 11' 00" W, 331.97 feet to a concrete monument,
S 11° 21' 00" W, 192.95 feet to a point,
S 51° 03' 42" W, 265.33 feet to a concrete monument,
S 68° 28' 00 W, 102.00 feet to a concrete monument,
S 79° 46' 40" W, 100.00 feet to a concrete monument,
N 84° 13' 29" W, 103.00 feet to a concrete monument;

THENCE, crossing said access road, S 22° 23' 56" W, 160.00 feet to a point in the southerly margin of access road;

THENCE, with said margin S 60° 56' 00" E, 68.20 feet to a point;

THENCE, S 89° 34' 04" E, 267.33 feet to a point;

THENCE, S 63° 00' 00" E, 111.80 feet to a point at the common line of Lots 1 and 2;

THENCE, with said common line of Lots 1 and 2 the following calls:

S 45° 33' 54" W, 38.65 feet to an iron pin,

EXHIBIT "A"
CONTINUED

S 17° 47' 09" W, 134.44 feet to a point,
S 07° 49' 00" W, 42.82 feet to a point,
S 03° 11' 44" E, 73.58 feet to a point,
S 84° 20' 28" W, 207.09 feet to a point,
N 31° 14' 59" W, 14.25 feet to a point,
N 25° 10' 05" W, 262.00 feet to a point,
N 26° 13' 05" W, 257.87 feet to a point,
N 24° 33' 10" W, 315.80 feet to a point,

Along a curve to the left 262.58 feet, said curve having a radius of 2011.00 feet, a central angle of 07° 28' 52" and a chord bearing and distance of N 28° 17' 38" W, 262.39 feet to a point,

N 32° 02' 02" W, 633.72 feet to a point,
N 27° 44' 32" W, 168.98 feet to a point,
N 32° 02' 05" W, 235.76 feet to a point,
N 26° 10' 20" W, 463.19 feet to a point,

Along a curve to the right 104.83 feet, said curve having a radius of 251.00 feet, a central angle of 23° 55' 49" and a chord bearing and distance of N 14° 12' 27" W, 104.07 feet to a point,

N 02° 14' 32" W, 244.97 feet to a point,
N 09° 57' 09" W, 69.69 feet to a point,
N 01° 08' 38" E, 27.90 feet to a point,
N 09° 57' 09" W, 198.16 feet to a point,
N 17° 20' 45" W, 42.60 feet to a point,
N 10° 00' 16" W, 126.04 feet to a point,
N 25° 23' 37" W, 117.00 feet to a point,
N 48° 51' 21" W, 163.56 feet to a point,
S 50° 04' 38" W, 184.53 feet to a point,
N 60° 07' 27" W, 19.66 feet to a point,
N 24° 25' 15" W, 132.66 feet to a point,
N 49° 16' 21" W, 71.03 feet to a point,
N 23° 36' 25" W, 412.70 feet to a point,
N 64° 40' 04" E, 6.03 feet to a point,
N 25° 23' 07" W, 38.88 feet to a point,
N 01° 27' 39" E, 12.00 feet to a point,
N 25° 07' 19" W, 100.32 feet to a point,
N 18° 39' 32" W, 112.34 feet to a point,

EXHIBIT "A"
CONTINUED

N 25° 39' 11" W, 261.24 feet to a point,
N 25° 28' 45" W, 416.20 feet to a point,
N 24° 28' 16" W, 53.50 feet to a point,
N 79° 46' 10" E, 788.82 feet to a point,

Along a curve to the right 136.06 feet, said curve having a radius of 87.00 feet, a central angle of 89° 36' 27" and a chord bearing and distance of S 55° 25' 36" E, 122.61 feet to a point,

S 10° 37' 23" E, 208.59 feet to a point,

Along a curve to the left 211.18 feet, said curve having a radius of 139.00 feet, a central angle of 87° 02' 54" and a chord bearing and distance of S 54° 08' 50" E, 191.45 feet to a point,

Along a curve to the right 152.84 feet, said curve having a radius of 151.00 feet, a central angle of 57° 59' 42" and a chord bearing and distance of S 68° 40' 25" E, 146.40 feet to a point,

S 39° 41' 48" E, 239.96 feet to a point,

Along a curve to the right 63.70 feet, said curve having a radius of 179.71 feet, a central angle of 20° 18' 32", a chord bearing and distance of S 29° 32' 35' E, 63.36 feet to a point,

S 19° 23' 15" E, 97.21 feet to a point,
S 14° 14' 04" E, 82.34 feet to a point,
S 09° 09' 19" E, 121.50 feet to a point,

Along a curve to the left 126.80 feet, said curve having a radius of 118.95 feet, a central angle of 61° 04' 31" and a chord bearing and distance of S 40° 46' 14' E, 120.88 feet to a point,

S 65° 49' 43" E, 91.04 feet to a point,

Along a curve to the right 34.22 feet, said curve having a radius of 101.00 feet, a central angle of 19° 24' 48" and a chord bearing and distance of S 50° 44' 13" E, 34.06 feet to a point,

S 41° 01' 48" E, 200.00 feet to a point,

EXHIBIT "A"
CONTINUED

N 79° 46' 02" E, 643.92 feet to the Point of Beginning.

Containing 5,412,565 square feet or 124.26 acres, more or less.

Being part of the same property conveyed to Opryland Attractions, Inc., by deed from Gaylord Broadcasting Company of record in Book 9899, page 635, said Register's Office.

Being the same property leased to Opry Mills Limited Partnership by instrument of record in Book 11683, page 13, Register's Office for Davidson County, Tennessee. By Assignment and Assumption of Ground Lease recorded as Instrument No. 20020920-0115203, Opry Mills Limited Partnership assigned its interest to Opry Mills Operating Company, L.L.C.

Tract II:

Easement rights granted in connection with Construction, Operation and Reciprocal Easement Agreement and Master Declaration of Covenants, Conditions and Restrictions by and among Opryland Attractions, Inc., and OLH, G.P., a Tennessee General partnership, and Opry Mills Limited Partnership, of record in Book 11683, page 18, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

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

2. Sanitary Sewer and Storm Drainage Easement granted to Metropolitan Government of Nashville and Davidson County, Tennessee, by Louis R. Draughon and Jacquelyn D. Guthrie, of record in Book 4671, page 271, Register's Office for Davidson County, Tennessee, as shown on the Plat of record in Plat Book 9700, pages 907 and 908, Register's Office for Davidson County, Tennessee.

3. Sanitary Sewer and Storm Drainage Easement granted to Metropolitan Government of Nashville and Davidson County, Tennessee, by The National Life and Accident Insurance Company of record in Book 4676, page 371, Register's Office for Davidson County, Tennessee, as shown on the survey dated September 1, 1999, revised September 14, 1999, by Barge, Waggoner, Sumner & Cannon, File No. 24050-59, as modified by instrument of record in Book 11382, page 134, Register's Office for Davidson County, Tennessee.

4. All matters shown on the plat entitled First Revised Unified Plat of Subdivision, Gaylord Entertainment Company, Briley Parkway and McGavock Pike, of record as Instrument No. 20000502-0043734, Register's Office for Davidson County, Tennessee, as shown on survey of Barge, Waggoner, Sumner and Cannon, dated August 30, 2002, which shows the following: 20' sanitary sewer easement (Book 9011, page 34); 50' drainage easements; 20' waterline easement; 20' public/private utility easement; 20' N.E.S. easements; 20' sanitary sewer easements; 30' public utility easement; variable width public utility and N.E.S. easements; 10' gas line easements; 10' communication easements; 50' public utility easements; drainage easement (Book 11595, page 978); sanitary sewer easement (Book 4676, page 371); exception to easement (Book 11382, page 134); variable width utility easement (Book 9099, page 902); variable width public/private utility easement; detention easement; 50' floodway buffer; and 20' drainage easements.

5. Easement for Sanitary Sewers and/or Storm Drainage of record in Book 9011, page 34, Register's Office for Davidson County, Tennessee, as shown on the survey dated September 1, 1999,revised September 14, 1999, prepared by Barge, Waggoner, Sumner & Cannon, File No. 24050-59.

6. Memorandum of Lease by and between Opry Mills Limited Partnership and Rainforest Cafe, Inc., - Mist, of record in Book 11538, page 43, Register's Office for Davidson County, Tennessee.

7. Agreement for Dedication of Easement Water Mains and Appurtenances conveyed to Metropolitan Government and Davidson County, Tennessee, of record in Book 10040, page 450.

8. Agreement for Dedication of Easement for Sanitary Sewers and/or Storm Drainage conveyed to Metropolitan Government of Nashville and Davidson County, Tennessee, of record in Book 9099, page 902, Register's Office for Davidson County, Tennessee.

9. Agreement for Dedication of Easement Water Mains and Appurtenances conveyed to Metropolitan Government and Davidson County, Tennessee, of record in Book 6255, page 570.

10. Warranty Deed of Flowage Easement granted to the United States of America, of record in Book 2199, page 530, Register's Office for Davidson County, Tennessee.

11. Easements Agreement granted to Rudy Sausage Company, of record in Book 3998, page 247, Register's Office for Davidson County, Tennessee.

12. Construction, Operation and Reciprocal Easement Agreement and Master Declaration of Covenants, Conditions and Restrictions by and among Opryland Attractions, Inc., and OLH, G.P., a Tennessee general partnership, and Opry Mills Limited Partnership, of record in Book 11683, page 18, Register's Office for Davidson County, Tennessee.

13. Memorandum of Lease by and between Opry Mills limited Partnership and Regal Cinemas, Inc., of record in Book 11683, page 126, Register's Office for Davidson County, Tennessee.

14. Memorandum of Lease by and between Opry Mill Limited Partnership and Bass Pro Outdoor World, L.P., of record in Book 11683, page 136, Register's Office for Davidson County, Tennessee.

15. Memorandum of Ground Lease of record in Book 11683, page 13, Register's Office for Davidson County, Tennessee. By Assignment and Assumption of Ground Lease recorded as Instrument No. 20020920-0115203, Opry Mills Limited Partnership assigned its interest to Opry Mills Operating Company, L.L.C.

16. Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing executed by Opry Mills Operating Company, L.L.C., a Delaware limited partnership and Opryland Attractions, Inc., to Joseph B. Pitt, Jr., Trustee, dated September 20, 2002, recorded September 20, 2002, as Instrument No. 20020920-0115204, Register's Office of Davidson County, Tennessee, in favor of JPMorgan Chase Bank, which states that it secures a debt in the principal sum of $175,000,000.00, payable as therein specified, together with any terms, conditions, restrictions or limitations recited therein.

17. Subordination, Non-Distrubance and Attornment Agreement dated August 19, 2002, recorded as Instrument No. 20020920-0115199, Register's Office for Davidson County, Tennessee.

18. Subordination, Non-Distrubance and Attornment Agreement dated September 20, 2002, recorded as Instrument No. 20020920-0115200, Register's Office for Davidson County, Tennessee.

19. Subordination, Non-Distrubance and Attornment Agreement dated September 20, 2002, recorded as Instrument No. 20020920-0115201, Register's Office for Davidson County, Tennessee.

20. Assignment of Leases and Rents dated September 20, 2002 of record as Instrument No. 20020920-0115205, Register's Office for Davidson County, Tennessee.

21. UCC-1 Financing Statement naming Opry Mills Operating Company, L.L.C., as Debtor, Opryland Attractions, Inc., as Debtor, and JPMorgan Chase Bank, as Secured Party, of record as Instrument No. 20020920-0115206, Register's Office for Davidson County, Tennessee.

22. Estoppel and Agreement dated September 20, 2002, of record as Instrument No. 20020920-0115207, Register's Office for Davidson County, Tennessee.

23. Ground Lease Estoppel and Agreement dated September 20, 2002, as Instrument No. 20020920-0115208, Register's Office for Davidson County, Tennessee.

24. First Amendment to Deed of Trust, Assignment of Leases and Rents, Security Agreement and Fixture Filing executed by Opry Mills Operating Company, L.L.C., a Delaware limited partnership, Opryland Attractions, Inc., a Delaware corporation, Joseph B. Pitt, Jr., Trustee, and JPMorgan Chase Bank, a New York banking corporation, and recorded of even date herewith.

25. Any other Deeds of Trust, Fixture Filings, or security documents evidencing debt financing incurred by Grantee or Opry Mills Limited Partnership, or any entity other than Grantor.