Metropolitan Government is EXEMPT from recording tax**

SPECIAL WARRANTY DEED

Davidson County DEEDWARRSP
Recvd: 01/18/12 15:06 5 pgs
Fees:27.00 Taxes:0.00
20120118-0004995

STATE OF TENNESSEE, COUNTY OF DAVIDSON

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER FOR THIS TRANSFER IS $3,250,000.00.

Affiant

Subscribed and sworn to me on January 18, 2012.

NOTARY PUBLIC

My Commission Expires: 9/9/2014

MEGHAN G. MURPHY STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

THIS INSTRUMENT WAS PREPARED BY:

Community Title Company, LLC
2200 Abbott Martin Road, Suite 201
Nashville, Tennessee 37215
(615)269-7676

NAME/ADDRESS OF NEW OWNER:	SEND TAX BILLS TO:	MAP – PARCEL #
Metropolitan Government of Nashville and Davidson County P.O. Box 196300 Nashville, TN 37219-6300	SAME	163-00-0 255.00

FOR AND IN CONSIDERATION of Ten ($10.00) Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Hickory Hollow/SB, LLC, a Tennessee limited liability company, hereinafter called **"GRANTOR,"** has bargained and sold, and by these presents does transfer and convey unto Metropolitan Government of Nashville and Davidson County, hereinafter called **"GRANTEE,"** its successors and assigns, a certain tract or parcel of land in County, State of Tennessee, described as follows:

SEE EXHIBIT A ATTACHED HERETO

The conveyance of the above-described parcel of land is subject to the following:

1. 2012 Davidson County and subsequent taxes are assumed by the Grantees; and
2. Permanent Access Easement, 20' wide sanitary sewer easements, 20' wide water line easement and terms and conditions regarding the issuance of building permits, all as shown on Plat Book 5210 Page 87, as corrected by Certificate recorded in Book 6064 Page 999 in the Registers Office for Davidson County, Tennessee, as shown on ALTA/ ACSM Land Title Survey prepared by Barge, Waggoner Sumner & Cannon, Inc., bearing the seal of William C. Cockrill, P.L.S. Number 1401, State of Tennessee, dated April 7, 2006, File Number 32847; and
3. Deed of Declaration dated November 24, 1976, executed by Hickory Hollow Associates, a joint venture comprised of Hickory Hollow Mall, Inc., a Georgia corporation, and Intereal Company, a Tennessee corporation, recorded in Book 5091, page 533, in the Register's Office, Davidson County, Tennessee, as amended by First Amendment to Deed of Declaration dated as of January 24, 1978, executed by Hickory Hollow Associates, Sears, Roebuck & Co., a New York corporation, Alstores Realty Corporation, a Delaware corporation, and the Cain-Sloan Company, a Tennessee corporation, Mercantile Properties, Inc., a Delaware corporation, and the Castner-Knott Dry Goods Co., a Tennessee corporation, and Intereal Company, a Tennessee Corporation, recorded in Book 5249, page 450; as further amended by Second Amendment to Deed of Declaration dated as of August 1, 1978, executed by Hickory Hollow Associates, Sears Roebuck & Co., Alstores Realty Corporation and the Cain-Sloan Company, Mercantile Properties, Inc., and The Castner-Knott dry Goods Co., and Intereal Company, recorded in Book 5318, page 762; and as further amended by Third Amendment to Deed of Declaration dated as of May 21, 1991, executed by Nashland Associates, a Tennessee general partnership, Sears, Roebuck & Co., Dillard's Department Stores, Inc., a Delaware corporation, and The Cain-Sloan, Inc., a Delaware corporation, Mercantile Properties, Inc., and The Castner-Knott Dry Goods Co., J.C. Penney's Properties, Inc., a Delaware corporation, J.C. Penney Company, Inc., a Delaware Corporation, with consent pages attached executed by Keith B. Simmons, Trustee, and Aetna Life Insurance Company, James I. Vance Berry, Trustee, and Cousins Properties Incorporated, Robert L. Kahn, Trustee, The State Street Bank and Trust Company, not individually, but as Trustee for the AT&T Master Pension Trust, Otto B. Geriach, III, Trustee, and American General Life and Accident

Insurance Company, recorded in Book 8416, page 704, all in the Register's Office, Davidson County, Tennessee; and

4. Operating Agreement dated as of December 17, 1976 executed by Hickory Hollow Associates, Sears, Roebuck & Co., Alstores Realty Corporation and The Cain-Sloan Company, and Mercantile Properties, Inc. and The Castner-Knott Dry Goods Co., recorded in Book 5098, page 17; as amended by First Amendment to Operating Agreement dated as of August 1, 1978 executed by Hickory Hollow Associates, Sears, Roebuck & Co., Alstores Realty Corporation and The Cain-Sloan Company, Mercantile Properties, Inc., and the Castner-Knott Dry Goods Co., J.C. Penney Properties, Inc. and J.C. Penney Company, Inc., and Intereal Company, recorded in Book 5318, page 780; as further amended by Second Amendment to Operating Agreement dated May 21, 1991, executed by Nashland Associates, Sears, Roebuck & Co., Dillard Department Stores, Inc., and Cain-Sloan, Inc., Mercantile Properties, Inc., and the Castner-Knott Dry Goods Co., J.C. Penney Properties, Inc. and J.C. Penney Company, Inc., with consent pages attached executed by Keith B. Simmons, Trustee, and Aetna Life Insurance Company, James I. Vance Berry, Trustee, and Cousins Properties Incorporated, and Robert L. Kahn, Trustee, The State Street Bank and Trust Company, not indivually but as Trustee of the AT&T Master Pension Trust, Otto B. Geriach, III, Trustee, and American General Life and Accident Insurance Company, recorded in Book 8416, page 738, all in said Register's Office; and

5. Supplemental Operating Agreement dated December 17, 1976 executed by Hickory Hollow Associates and Sears, Roebuck & Co., recorded in Book 5098, page 101; as amended by First Amendment to Supplemental Operating Agreement dated August 1, 1978, executed by Hickory Hollows Associates and Sears, Roebuck & Co., recorded in Book 5318, page 885, all in said Register's Office; and

6. Supplemental Operating Agreement dated December 17, 1976, executed by Hickory Hollow Associates, and Alstores Realty Corporation and The Cain-Sloan Company, recorded in Book 5098, page 111; as amended by First Amendment to Supplemental Operating Agreement dated August 1, 1978, executed by Hickory Hollow Associates, and Alstores Realty Corporation and The Cain-Sloan Company, recorded in Book 5318, page 890, all in said Register's Office; and

7. Supplemental Operating Agreement dated December 17, 1976, executed by Hickory Hollow Associates and Mercantile Properties, Inc., and The Castner-Knott Dry Goods Co., recorded in Book 5098, page 143, as amended by First Amendment to Supplemental Operating Agreement dated August 1, 1978 executed by Hickory Hollow Associates and Mercentile Properties, Inc., and The Castner-Knott Dry Goods Co., recorded in Book 5318, page 907, all in said Register's Office; and

8. Supplemental Operating Agreement dated August 1, 1978, executed by Hickory Hollow Associates, and J.C. Penny Properties, Inc. and J.C. Penney Company, Inc., recorded in Book 5318, page 810, said Register's Office; and

9. No insurance is provided as to the number of acres. The reference in "Schedule A" hereof is for informational purposes only; and

10. Parking spaces extend beyond northerly property line as shown on the ALTA/ACSM Land Title Survey prepared by Barge, Waggoner, Summer & Cannon, Inc., bearing the seal of William C. Cockrill, P.L.S. Number 1401, State of Tennessee, dated April 7, 2006, File Number 32847; and

11. Assignment and Assumption Agreement by and between J.C. Penney Properties, Inc., a Delaware corporation, and J.C. Penney Corporation, Inc. (f/k/a J.C. Penney Company, Inc.) and Hickory Hollow/SB, LLC, a Tennessee limited liability company, dated May 17, 2006 and recorded May 23, 2006 as Instrument Number 20060523-0060457, said Register's Office; and

12. Subject to any and all zoning regulations, building restrictions, setback lines, if any, and easements and rights of way for public utilities applicable to this property.

This property is also known as improved property located at 5260 Hickory Hollow Parkway, Antioch, TN 37013.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and GRANTOR does hereby covenant with the said GRANTEE that GRANTOR has not made, done, executed, allowed or suffered any act, instrument or thing whatsoever whereby said land, or any part thereof, now or at any time hereafter shall be charged or encumbered in any manner whatsoever except as set forth herein; and GRANTOR does further covenant and bind itself, its successors and representatives, to warrant and forever defend the title to said land to said GRANTEE, its successors and assigns, against the lawful claims of all persons claiming by, through or under said GRANTOR, but not otherwise.

WITNESS our hands on January 16, 2012.

HICKORY HOLLOW/SB, LLC, a Tennessee limited liability company

By: CBL & Associates Limited Partnership, its sole member and chief manager

Legal

By: CBL Holdings I, Inc., its sole general partner

Victoria S. Berghel

By Victoria S. Berghel, Senior Vice President and General Counsel

STATE OF TENNESSEE, COUNTY OF ~~DAVIDSON~~ HAMILTON

On January 18, 2012, before me personally appeared Victoria S. Berghel, to me known (or proved to me on the basis of satisfactory evidence) to be the person herein described, and who, upon oath, acknowledged herself to be an authorized representative and Senior Vice President and General Counsel of CBL Holdings I, Inc., the sole general partner of CBL & Associates Limited Partnership, the sole member and chief manager of HICKORY HOLLOW/SB, LLC, a Tennessee limited liability company, the within named bargainor, and that she as such authorized representative executed the foregoing instrument for the purposes therein contained, by signing the name of the company by herself as such authorized representative.

WITNESS MY HAND AND OFFICIAL SEAL on January 16, 2012.

Kimberly S. Graves

NOTARY PUBLIC

KIMBERLY S. GRAVES
STATE OF TENNESSEE NOTARY PUBLIC
HAMILTON COUNTY

My Commission Expires: 1-10-2015

EXHIBIT A: LEGAL DESCRIPTION

Being a parcel of land in Nashville, First Civil District, Thirty-Second Councilmanic District, Davidson County, Tennessee, located on the southerly side of Mt. View Road (a 60-foot wide right-of-way), west of Bell Road, being Lot No. 5 as shown on the plan of Section Five, Hickory Hollow Mall as of record in Book 5210, Page 87, R.O.D.C., being property conveyed to J.C. Penney Properties, Inc., by deed of record in Book 5741, Page 784, R.O.D.C., and being more particularly described as follows:

BEGINNING at an iron pin in the southerly right-of-way line of Mt. View Road (a 60-foot wide right-of-way), said iron pin being westerly 1,266.36 feet from the westerly right-of-way line of Bell Road (a 150-foot right-of-way);

THENCE, leaving said right-of-way line with the northerly line of Lot No. 1, 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., as conveyed to Hickory Hollow Mall Limited Partnership by deed of record in Book 11005, Page 379, R.O.D.C., the following calls:

S 56 degrees 00' 00" W, 150.93 feet to a point;

With a curve to the left 177.12 feet to a point, said curve having a central angle of 05 degrees 04' 27", a radius of 2,000 feet, a tangent of 88.62 feet, and a chord of N 38 degrees 15' 10" W, 177.06 feet;

S 56 degrees 00' 00" W, 389.73 feet to a point;

N 75 degrees 22' 00" W, 595.82 feet to a point in the easterly line of Lot No. 1, as shown on the Plan of Section One, Hickory Hollow Mall as of record in Book 5050, Page 25, R.O.D.C., as conveyed to Sears, Roebuck and Company by deed of record in Book 5098, Page 2, R.O.D.C.;

THENCE, with said line N 14 degrees 38' 00" E. 51.82 feet to a point;

THENCE, with the northerly line of said Lot 1, N 75 degrees 22' 00" W, 95.12 feet to a point;

THENCE leaving said line with the easterly line of a remaining portion of Lot 4, as shown on the said plan of Section One, Hickory Hollow Mall, as conveyed to Hickory Hollow Mall Limited Partnership, N 14 degrees 38' 00" E, 597.24 feet to a point in the southerly right-of-way line of Mt.View Road;

THENCE, with said right-of-way line S 75 degrees 03' 39" E, 50.00 feet to a point;

THENCE, leaving said line with the westerly line of another remaining portion of Lot No. 4, as conveyed to Hickory Hollow Mall Limited Partnership, S 14 degrees 38' 00" W, 17.23 feet to a point;

THENCE, with the southerly line of said portion of Lot No. 4 the following calls:

S 75 degrees 44' 00" E, 294.73 feet to a point;

With a curve to the right 369.97 feet to a point, said curve having a central angle of 31 degrees 44' 00", a radius of 668.00 feet, a tangent of 189.86 feet, and a chord of S 59 degrees 52' 00" E, 365.26 feet;

S 44 degrees 00' 00" E, 176.78 feet to a point;

THENCE, with the easterly line of said portion of Lot No. 4, N 58 degrees 07' 46" E, 56.68 feet to a point in the southerly right-of-way line of Mt. View Road;

THENCE, with said right-of-way line the following calls:

S 31 degrees 52' 14" E, 33.92 feet to a point;

With a curve to the left 249.07 feet to a point, said curve having a central angle of 21 degrees 07' 12", a radius of 675.70 feet to a point, a tangent of 125.96 feet and a chord of S 42 degrees 25' 50" E, 247.66 feet;

S 52 degrees 59' 39" E, 64.14 feet to a point;

S 57 degrees 14' 25" E, 11.61 feet to an iron pin being the point of beginning

Containing 536,060 square feet or 12.31 acres, more or less.

BEING the same property conveyed to Hickory Hollow/SB, LLC, a Tennessee limited liability company by Special Warranty Deed from J.C. Penney Properties, Inc., a Delaware corporation, dated May 17, 2006 and recorded May 23, 2006 as Instrument No. 20060523-0060456, Register's Office for Davidson County, Tennessee.

Certificate of Authenticity

I, John Cobb Rochford do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration herewith and that this a true and correct copy of the original document executed and authenticated according to law.

Signature

State of Tennessee

County of Davidson

Personally appeared before me, Meghan G. Murphy a notary public for this county and state, John Cobb Rochford, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Notary's Signature

My Commission Expires: 9/9/2014

MEGHAN G. MURPHY
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY