This Instrument Prepared By:	Name and Address of Grantee:	Property Address:
Kimberly G. Brown, Esq. Real Estate Counsel Dillard Store Services, Inc. 1600 Cantrell Road Little Rock, Arkansas 72201 (501) 376-5475	State of Tennessee 312 Rosa L. Parks Blvd. 22nd Floor Nashville, Tennessee 37243	5248 Hickory Hollow Pkwy. Antioch, Tennessee 37013
Return To: State of Tennessee 312 Rosa L. Parks Blvd. 22nd Floor Nashville, Tennessee 37243	**Mail Tax Bills to:** State of Tennessee 312 Rosa L. Parks Blvd. 22nd Floor Nashville, Tennessee 37243	**Map-Parcel Number(s):** 16300022200

BILL GARRETT, Davidson County
Trans:T20120015543 DEEDWARRSP
Recvd: 03/02/12 12:06 11 pgs
Fees:57.00 Taxes:0.00
20120302-0018464

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 consideration, the receipt and sufficiency of which is hereby acknowledged, **Dillard Tennessee Operating Limited Partnership**, a limited partnership organized and existing under the laws of the State of Tennessee ("Grantor"), does hereby bargain, sell, transfer and convey unto the **State of Tennessee** ("Grantee"), the real estate located in Davidson County, Tennessee, more particularly described on the attached Exhibit A, which is hereby incorporated by reference (the "Property").

TO HAVE AND TO HOLD the Property together with the appurtenances, estate, title and interest thereto belonging unto Grantee, its successors and assigns, forever, with all tenements, appurtenances and hereditaments thereunto belonging, subject to (1) 2012 real estate taxes and assessments for the Property and all future taxes and assessments for the Property and (2) the permitted exceptions listed on Exhibit B hereto, only to the extent that the permitted exceptions listed on Exhibit B hereto are valid and affect the Property.

Grantee acknowledges and agrees that Grantor has not made, does not make and has not authorized anyone to make, any warranty or representation as to any written or oral agreements relating to the Property, the present or future physical condition, development potential, zoning, building or land use law or compliance therewith (including, without limitation, the Americans with Disabilities Act), operation, income generated by, or Grantor's interest in the Property or any other matter or thing affecting or relating to the Property. **Grantee expressly acknowledges that Grantee is not relying on any warranty or representation from Grantor. Grantee expressly acknowledges that Grantee hereby accepts the Property in every respect in "AS IS, WHERE IS, WITH ALL FAULTS CONDITION."**

GRANTOR covenants and binds itself, its successors and assigns to warrant and forever defend the title to the Property to Grantee against the lawful claims of all persons claiming by, through, or under Grantor, but not further or otherwise.

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed by its duly authorized officer on the 2nd day of March, 2012.

DILLARD TENNESSEE OPERATING LIMITED PARTNERSHIP,
a Tennessee limited partnership

By: TNLP InvestCo, LLC,
a Delaware limited liability company,
its general partner

By: Teri Murdock
Name: Teri Murdock
Title: Vice President

STATE OF ARKANSAS)
)
COUNTY OF PULASKI)

On this 1st day of March, 2012, before me, the undersigned officer, personally appeared Teri Murdock, who acknowledged himself/herself to be a Vice President of TNLP InvestCo, LLC, the general partner of **Dillard Tennessee Operating Limited Partnership,** a Tennessee limited partnership, and that she, as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

My commission expires:
6-8-16

Kimberly Greathouse Brown
NOTARY PUBLIC

KIMBERLY GREATHOUSE BROWN
MY COMMISSION # 12348570
EXPIRES: June 8, 2016
Pulaski County

STATE OF Tennessee
COUNTY OF Davidson

The actual consideration or value, whichever is greater, is $3,000,000.

Deborah White

Subscribed and sworn before me this 2nd day of March, 2012.

Notary Public

My commission expires:

JEFFREY M. GRISHAM
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires JAN. 7, 2013

Exhibit A

(see attached)

All that tract or parcel of land lying and being in the 5th Civil District, Nashville, Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a point on the northerly line of the right-of-way of Cane Ridge Road (as dedicated for relocation) a distance of 575.66 feet as measured northwesterly and westerly along the northerly line of said right-of-way of Cane Ridge Road (as dedicated for relocation) from the intersection formed by the northerly line of said right-of-way of Cane Ridge Road (as dedicated for relocation) and the northwesterly line of the right-of-way of Bell Road if said lines of said rights-of-way were extended to form an angle instead of a curve; running thence north 60°40' east a distance of 35.36 feet to a point; running thence north 15°40' east a distance of 95.69 feet to a point; running thence north 29°20' west a distance of 35.36 feet to a point; running thence westerly and northwesterly along a curve to the right having a radius of 1,100 feet and a central angle of 06°33'12" a distance of 125.82 feet to a point; running thence north 14°38' east a distance of 663.15 feet to a point; running thence south 75°22' east a distance of 104 feet to a point; running thence north 14°38' east a distance of 48 feet to a point; running thence south 75°22' east a distance of 314 feet to a point; running thence south 14°38' west a distance of 97.2 feet to a point; running thence south 75°22' east a distance of 50 feet to a point; running thence south 30°22' east a distance of 60 feet to a point; running thence south 75°22' east a distance of 40 feet to a point; running thence south 14°38' west a distance of 265 feet to a point; running thence south 75°22' east a distance of 30 feet to a point; running thence south 14°38' west a distance of 319.57 feet to a point; running thence westerly and northwesterly along a curve to the right having a radius of 600 feet and a central angle of 07°14'12" a distance of 75.78 feet to a point; running thence north 74°20' west a distance of 259.59 feet to a point; running thence south 60°40' west a distance of 35.36 feet to a point, running thence south 15°40' west a distance of 99.77 feet to a point; running thence south 29°40' east a distance of 35.36 feet to a point on the northerly line of said right-of-way of Cane Ridge Road (as dedicated for relocation); running thence north 76°40'25" west along the northerly line of said right-of-way of Cane Ridge Road (as dedicated for relocation) a distance of 120.11 feet to the Point of Beginning; being shown as the Allied Site, containing 9.14 acres, more or less, on the plat of survey to which reference is made for all purposes, entitled "Survey of the Entire Premises" prepared by Barge, Waggoner, Sumner & Cannon, dated November 9, 1976.

Being the same property conveyed to Hickory Hollow Mall, Inc. a Georgia corporation, as to an undivided fifty percent (50%) interest, and Interal Company, a Tennessee corporation, as to an undivided fifty percent (50%) interest by deed from Cousins Properties of Tennessee, Inc., a Georgia corporation of record in book 4920, page 916, and Quitclaim Deed in Book 4920, page 933, said Register's Office.

Together with:

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, being a portion of Lot No. 4 as shown on the Plan of Hickory Hollow Mall, Section One as of record in Book 5050, Page 25, R.O.D.C.*, and being more particularly described as follows:

BEGINNING at a point in the westerly margin of Bell Road, said point being northeasterly 546.31 feet from the northerly margin of Hickory Hollow Parkway;

THENCE, with the southerly line of said Lot 4 the following calls:

N 28° 34' 33" W, 108.55 feet to a point;

S 64° 20' 50" W, 54.92 feet to a point;

with a curve to the right 356.06 feet to the true point of beginning of the herein described parcel, said curve having a central angle of 34° 04' 58", a radius of 600.00 feet, a tangent of 183.90 feet, and a cnord of S 81° 20' 52" W, 350.86 feet;

THENCE, with the common line between Lot 4 and Lot 2 of said Plan, N 14° 38' 00" E, 319.47 feet to a point;

THENCE, N 75° 22' W, 30.00 feet to a point;

THENCE, N 14° 38' E, 163.54 feet to a point;

THENCE, severing Lot 4, S 75° 22' 00" E, 135.24 feet to a point in the westerly line of Lot 3 of said plan;

THENCE, with said westerly line and severing Lot No. 4, S 14° 38' W, 461.75 feet to a point in the southerly line of Lot No. 4;

THENCE, with said southerly line and a curve to the right 107.51 feet to the point of beginning, said curve having a central angle of 10° 16' 00", a radius of 600.00 feet, a tangent of 53.90 feet, and a chord of N 86° 47' 05" W, 107.37 feet;

Containing 54,793 square feet or 1.26 acres, more or less.

BARGE, WAGGONER, SUMNER AND CANNON
File 10693-01
October 31, 1989
Revised September 26, 1990

* and a portion of Lot 2 as shown on Resubdivision of Lots 2 & 4, Section One Hickory Hollow Mall as of record Book 7900, Page 258, R.O.D.C.

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, being a portion of Lot No. 2 as shown on the Plan of Hickory Hollow Mall, Section One, as of record in Book 5050, Page 25, R.O.D.C.*, and being more particularly described as follows:

BEGINNING at the point of intersection of the westerly margin of Bell Road and the northerly margin of Hickory Hollow Parkway;

THENCE, with said northerly margin the following calls:

N 40° 23' 25" W, 48.19 feet to a point;

with a curve to the left 407.36 feet to a point, said curve having a central angle of 27° 27' 31", a radius of 850.00 feet and a tangent of 207.67 feet and a chord of N 54° 07' 10" W, 403.47 feet;

N 76° 40' 25" W, 120.11 feet to a point;

THENCE, leaving said margin with the westerly line of said Lot No. 2 the following calls:

N 60° 40' 00" E, 35.36 feet to a point;

N 15° 40' 00" E, 95.69 feet to a point;

N 29° 19' 18" W, 35.36 feet to a point;

with a curve to the right in a westerly direction 124.96 feet to a point, said curve having a central angle of 06° 30' 31", a radius of 1,100 feet, a tangent of 62.55 feet, and a chord of N 71° 04' 45" W, 124.89 feet;

THENCE, with the common line between Lot 2 and Lot 4, N 14° 38' 00" E, 527.26 feet to a point, said point being the true point of beginning of the herein described parcel;

THENCE, continuing with said common line the following calls:

N 14° 38' 00" E, 136.00 feet to a point

S 75° 22' 00" E, 104.00 feet to a point;

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* and a portion of Lot 1, as shown on Resubdivision of Lots 2 & 4, Section One Hickory Hollow Mall as of record Book 7900, Page 258, R.O.D.C.

Save & Except:

N 14° 38' 00" E, 48.00 feet to a point;

S 75° 22' 00" E, 314.00 feet to a point;

S 14° 38' 00" W, 97.20 feet to a point;

S 75° 22' 00" E, 50.00 feet to a point;

S 30° 22' 00" E, 60.00 feet to a point

S 75° 22' 00" E, 40.00 feet to a point;

S 14° 38' 00" W, 101.46 feet to a point;

THENCE, with a severance line through said Lot No. 2 the following calls:

N 75° 22' 00" W, 398.46 feet to a point;

N 14° 38' 00" E, 57.09 feet to a point;

N 75° 22' 00" W, 151.96 feet to the point of beginning.

Containing 103,566 square feet or 2.38 acres, more or less.

BARGE, WAGGONER, SUMNER AND CANNON
File 10693-01
October 31, 1989
Revised September 26, 1990

Being the same property conveyed from Alstores Realty Corporation to Cain-Sloan, Inc. by deed from Alstores Realty Corporation dated April 8, 1991, of record in Book 8347, Page 917, Register's Office for Davidson County, Tennessee; TOGETHER WITH the property conveyed from Nashland Associates to Cain-Sloan, Inc. by deed from Nashland Associates dated May 22, 1991, of record in Book 8377, Page 434, Register's Office for Davidson County, Tennessee; SAVE AND EXCEPT the property conveyed from Cain-Sloan, Inc. to Nashland Associates by deed from Cain-Sloan, Inc. dated May 22, 1991, of record in Book 8377, Page 427, Register's Office for Davidson County, Tennessee.

And as further described by the boundary survey prepared by Dale & Associates and dated January 9, 2012, as follows:

PROPERTY DESCRIPTION – MAP 163, PARCEL 222

Land being located in the 5th Civil District of Davidson County, Tennessee. Also being Parcel No. 222 on Davidson County Tax Map 163. The survey shown hereon was surveyed by Dale and Associates, Inc. on December 22, 2011. And being more particularly described by metes and bounds as follows:

Commencing at a point situated in the westerly margin of Bell Road and the northerly margin of Hickory Hollow Parkway, thence, in a westerly direction, 575' +/- along the northerly margin of Hickory Hollow Parkway to the point of beginning of the tract herein described tract, marked by an iron rod found, (North=625025.0019, East=1774117.6665);

Thence, leaving said road, North 61 degrees 19 minutes 30 seconds East, a distance of 35.27 feet (North=625041.9253, East=1774148.6098) to an iron rod set;

Thence, North 16 degrees 23 minutes 59 seconds East, a distance of 95.69 feet (North=625133.7222, East=1774175.6267) to an iron rod found;

Thence, North 28 degrees 35 minutes 19 seconds West, a distance of 35.36 feet (North=625164.7710, East=1774158.7064) to an "X" in top of the curb;

Thence, along a curve to the right, having a central angle of 11 degrees 25 minutes 56 seconds, a radius of 1100.00 feet, a tangent of 110.11 feet, a length of 219.49 feet, and having a chord which bears North 67 degrees 53 minutes 02 seconds West, a distance of 219.12 feet (North=625247.2670, East=1773955.7072) to a Mag Nail set;

Thence, North 15 degrees 21 minutes 59 seconds East, a distance of 534.08 feet (North=625762.2550, East=1774097.2342) to an iron rod set in the asphalt;

Thence, South 74 degrees 38 minutes 01 seconds East, a distance of 17.39 feet (North=625757.6468, East=1774114.0025) to an iron rod set in asphalt;

Thence, South 15 degrees 21 minutes 59 seconds West, a distance of 23.24 feet (North=625735.2376, East=1774107.8441) to an iron rod set in asphalt;

Thence, South 74 degrees 38 minutes 01 seconds East, a distance of 227.63 feet (North=625674.9175, East=1774327.3365) to an point;

Thence, South 15 degrees 21 minutes 59 seconds West, a distance of 57.09 feet (North=625619.8684, East=1774312.2081) to a point inside of building;

Thence, South 74 degrees 38 minutes 01 seconds East, a distance of 533.70 feet (North=625478.4424, East=1774826.8287) to an iron rod set in asphalt;
Thence, South 15 degrees 21 minutes 59 seconds West, a distance of 461.86 feet (North=625033.0978, East=1774704.4408) to a Mag Nail set;

Thence, along a curve to the right, having a central angle of 17 degrees 34 minutes 26 seconds, a radius of 600.00 feet, a tangent of 92.74 feet, a length of 184.03 feet, and having a chord which bears North 82 degrees 21 minutes 04 seconds West, a distance of 183.31 feet (North=625057.4969, East=1774522.7605) to an iron rod found;

Thence, North 73 degrees 35 minutes 07 seconds West, a distance of 259.68 feet (North=625130.8803, East=1774273.6609) to an iron rod found;

Thence, South 61 degrees 29 minutes 47 seconds West, a distance of 35.28 feet (North=625114.0435, East=1774242.6559) to an iron rod found;

Thence, South 16 degrees 23 minutes 59 seconds West, a distance of 90.81 feet (North=625026.9276, East=1774217.0167) to an iron rod disturbed;

Thence, South 29 degrees 06 minutes 59 seconds East, a distance of 35.41 feet (North=624995.9886, East=1774234.2488) to an iron rod situated in the northerly margin of Hickory Hollow Parkway;

Thence, along said road, North 76 degrees 01 minutes 30 seconds West, a distance of 120.14 feet to the point of beginning and containing 9.143 acres or 398,252.214 square feet of land.

The above description was prepared by Dale and Associates based on a boundary survey dated January 9, 2012.

Being the same property conveyed to Dillard Tennessee Operating Limited Partnership of record in Deed Book 9944, Page 65, in the Register's Office for Davidson County, Tennessee.

Exhibit B

Permitted Exceptions

1. Operating Agreement of record in Book 5098, Page 17, in the Register's Office for Davidson County, Tennessee ("Register's Office"), as affected by: Supplemental Operating Agreement of record in Book 5098, Page 101, in the Register's Office; Supplemental Operating Agreement of record in Book 5098, Page 111, in the Register's; Supplemental Operating Agreement of record in Book 5098, Page 143, in the Register's Office; First Amendment to Operating Agreement of record in Book 5318, Page 780, in the Register's Office; First Amendment to Supplemental Operating Agreement of record in Book 5318, Page 885, in the Register's Office; First Amendment to Supplemental Operating Agreement of record in Book 5318, Page 890, in the Register's Office; First Amendment to Supplemental Operating Agreement of record in Book 5318, Page 907, in the Register's Office; Second Amendment to Operating Agreement of record in Book 8416, Page 738, in the Register's Office; Supplemental Operating Agreement of record in Book 5318, Page 810, in the Register's Office; Assignment and Assumption of Operating Agreement of record in Book 9944, Page 72, in the Register's Office; and Third Amendment to Operating Agreement of record as Instrument No. 20120118-0005031 in the Register's Office. (9-18)

2. Deed of Declaration of record in Book 5091, page 533 in the Register's Office, as amended by: First Amendment to Deed of Declaration of record in Book 5249, Page 450, in the Register's Office; and Second Amendment to Deed of Declaration of record in Book 5318, Page 762, in the Register's Office. (19-21)

3. Amended and Restated Declaration of Protective Covenants for Hickory Hollow of record Book 5441, Page 963; amended in Book 5792, page 491; Book 5951, Page 26; Book 6011, Page 163; and Book 6095, Page 948; and Book 6321, Page 311, in the Register's Office. (22)

4. Subject to all matters shown on the Plan of record in Plat Book 5050, Page 25 and Plat Book 7900, Page 258, Register's Office. (23)

5. Deeds of conveyance of water mains of record in Book 5204, Page 63; Book 5206, Page 686; Book 5408, Page 648; Book 5387, Page 847; Book 5387, 852; and Book 5387, 882, in the Register's Office. (24)

6. Deeds of conveyance of sewer lines of record in Book 5387, Page 872; Book 5387, Page 877; Book 5387, Page 887; and Book 5387, Page 892, in Register's Office. (25)

7. Easement for sanitary sewers and/or storm drainage of record in Book 8024, Page 634, in the Register's Office. (26)

8. Overhead Line Easement of record in Book 6025, Page 813, in the Register's Office. (27)

9. Certain unrecorded agreements previously disclosed to Grantee.