THIS INSTRUMENT PREPARED BY:
Ronald I. Feldman, Esquire
Husch Blackwell LLP
736 Georgia Avenue, Suite 300
Chattanooga, Tennessee 37402

Davidson County DEEDWARRSP
Recvd: 09/05/13 12:39 6 pgs
Fees:33.00 Taxes:32005.00
20130905-0093838

New Owner's Address:
KDI RiverGate Center, LLC
Two Live Oak Center
3445 Peachtree Road, Suite 465
Atlanta, Georgia 30326

Send Tax Bills To:
Same

Map Parcel No.
026-14-0-045

SPECIAL WARRANTY DEED

IN CONSIDERATION of One Dollar ($1.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **THE VILLAGE AT RIVERGATE LIMITED PARTNERSHIP**, a Delaware limited partnership ("Grantor"), does hereby sell, transfer and convey unto **KDI RIVERGATE CENTER, LLC**, a Georgia limited liability company ("Grantee"), certain real property located in Goodlettsville, Davidson County, Tennessee, more particularly described on Exhibit "A" attached hereto and made a part hereof. This conveyance is subject to the matters set forth on Exhibit "B" attached hereto and made a part hereof.

TO HAVE AND TO HOLD said property unto Grantee, its successors and assigns, forever in fee simple.

Grantor covenants that it is lawfully seized and possessed of said real property; that it has full power and lawful authority to sell and convey same; and the Grantor will forever warrant and defend the title to the real property herein conveyed against all persons claiming the same from, through or under it, but not further or otherwise.

IN WITNESS WHEREOF, Grantor has executed this conveyance this 30 day of August, 2013.

THE VILLAGE AT RIVERGATE LIMITED PARTNERSHIP, a Delaware limited partnership,
By Tenn-GP Holdings, LLC, a Tennessee limited liability company, Sole General Partner,
By CBL & Associates Limited Partnership, a Delaware limited partnership, Sole Member and Chief Manager,
By CBL Holdings I, Inc., a Delaware corporation, Sole General Partner

By _____
Name: Jeffery V. Curry, Esq.
Title: Chief Legal Officer

RTT
Legal

RiverGate Village
CHD-626294-3

STATE OF TENNESSEE)
COUNTY OF HAMILTON)

Before me, Connie Blair, of the state and county aforesaid, personally appeared Jeffrey V. Curry, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Chief Legal Officer of CBL Holdings I, Inc., a Delaware corporation, which is the Sole General Partner of CBL & Associates Limited Partnership, a Delaware limited partnership, which is the Sole Member and Chief Manager of Tenn-GP Holdings, LLC, a Tennessee limited liability company, which is the Sole General Partner of **THE VILLAGE AT RIVERGATE LIMITED PARTNERSHIP**, a Delaware limited partnership, the within named bargainor, and that he as such officer, being authorized so to do, executed the foregoing instrument for the purpose therein contained by personally signing the name of the corporation by himself as such officer on behalf of the within named bargainor.

WITNESS my hand and seal at office in Chattanooga, Tennessee this 29th day of August, 2013.

Connie D. Blair
Notary Public

My commission expires:

2-4-14

[Affix Notary Seal]

CONNIE D. BLAIR
STATE OF TENNESSEE NOTARY PUBLIC
HAMILTON COUNTY

STATE OF TENNESSEE)
COUNTY OF HAMILTON)

I hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $8,650,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Ronald D. Feldman
AFFIANT--Grantee

Subscribed and sworn to before me on this 29 day of August, 2013.

Connie D. Blair
Notary Public

[Affix Notary Seal]

CONNIE D. BLAIR
STATE OF TENNESSEE NOTARY PUBLIC
HAMILTON COUNTY

My Commission Expires:

2-4-14

EXHIBIT "A"

LEGAL DESCRIPTION

(Village at RiverGate)

FEE PARCEL:

Tract VIII

BEING LAND IN NASHVILLE, SECOND CIVIL DISTRICT, TENTH COUNCILMANIC DISTRICT, DAVIDSON COUNTY, TENNESSEE, LOCATED NORTH OF GALLATIN PIKE AND WEST OF CONFERENCE DRIVE AND BEING A PORTION OF LOT 1 AS SHOWN ON THE FIRST REVISION, SECTION ONE, RIVERGATE EAST OF RECORD IN PLAT BOOK 6900, PAGE 334, R.O.D.C. AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A NEW IRON PIN AT THE NORTHERLY TERMINUS OF A CURVE RETURN OF THE NORTHWESTERLY INTERSECTION OF GALLATIN PIKE AND CONFERENCE DRIVE;

THENCE, ALONG SAID CURVE, 39.27 FEET TO A NEW IRON PIN IN THE NORTHERLY RIGHT-OF-WAY LINE OF GALLATIN PIKE, SAID CURVE HAVING A CENTRAL ANGLE OF 90°00'00", A RADIUS OF 25.00 FEET, A TANGENT OF 25.00 FEET AND A CHORD OF S05°09'56"W, 35.36 FEET;

THENCE, ALONG SAID NORTHERLY RIGHT-OF-WAY LINE AND WITH THE SOUTHERLY LINE OF SAID LOT 1, S50°09'56"W, 288.93 FEET TO A NEW IRON PIN;

THENCE, LEAVING SAID NORTHERLY RIGHT-OF-WAY LINE AND CONTINUING WITH THE SOUTHERLY LINE OF SAID LOT 1 AND WITH A NORTHERLY LINE OF PROPERTY CONVEYED TO NASHLAND ASSOCIATES BY DEED OF RECORD IN BOOK 6321, PAGE 99, R.O.D.C. THE FOLLOWING CALLS:

N39°50'04"W, 91.67 FEET TO A NEW IRON PIN AT THE BEGINNING OF A CURVE TO THE LEFT; ALONG SAID CURVE TO THE LEFT, 165.44 FEET TO A NEW IRON PIN, SAID CURVE HAVING A CENTRAL ANGLE OF 75°49'56", A RADIUS OF 125.00 FEET, A TANGENT OF 97.37 FEET AND A CHORD OF N77°45'02"W, 153.63 FEET; S64°20'W, 205.22 FEET TO A NEW IRON PIN AT THE BEGINNING OF A CURVE TO THE RIGHT; ALONG SAID CURVE TO THE RIGHT, 8.13 FEET TO A NEW IRON PIN IN THE WESTERLY LINE OF SAID LOT 1, SAID CURVE HAVING A CENTRAL ANGLE OF 93°10'19", A RADIUS OF 5.00 FEET, A TANGENT OF 5.29 FEET AND A CHORD OF N69°04'50"W, 7.29 FEET;

THENCE, ALONG THE WESTERLY LINE OF SAID LOT 1 AND WITH THE EASTERLY LINE OF SAID NASHLAND PROPERTY, N22°29'41"W, 148.72 FEET TO A NEW IRON PIN IN THE SOUTHERLY BOUNDARY OF LOT NO. 2;
THENCE, WITH SAID SOUTHERLY BOUNDARY N64°20'E, 172.85 FEET TO A NEW IRON PIN IN THE EASTERLY BOUNDARY OF SAID LOT NO. 2;
THENCE, WITH SAID EASTERLY BOUNDARY THE FOLLOWING CALLS:
N07°48'E, 280.58 FEET TO A NEW IRON PIN;
S82°12'E, 18.00 FEET TO A NEW IRON PIN;
N07°48'E, 145.00 FEET TO A NEW IRON PIN;
N54°05'E, 58.16 FEET TO A NEW IRON PIN;
N07°48'E, 278.79 FEET TO A NEW IRON PIN IN THE WESTERLY RIGHT-OF-WAY LINE OF CONFERENCE DRIVE;

THENCE, ALONG SAID WESTERLY RIGHT-OF-WAY LINE THE FOLLOWING CALLS: S27°58'08"E, 54.54 FEET TO A NEW IRON PIN; S25°40'E, 703.45 FEET TO A NEW IRON PIN AT THE BEGINNING OF A CURVE TO THE LEFT; THENCE, ALONG SAID CURVE TO THE LEFT, 66.76 FEET TO THE POINT OF BEGINNING, SAID CURVE HAVING A CENTRAL ANGLE OF 14°10'04", A RADIUS OF 270.00 FEET, A TANGENT OF 33.55 FEET AND A CHORD OF S32°45'02"E, 66.59 FEET.

CONTAINING 285,466 SQUARE FEET, OR 6.55 ACRES, MORE OR LESS.

BEING THE SAME PROPERTY CONVEYED TO THE VILLAGE AT RIVERGATE LIMITED PARTNERSHIP BY NASHLAND ASSOCIATES BY DEED RECORDED IN BOOK 11005, PAGE 425 IN THE R.O.D.C.

EASEMENT PARCELS:

TOGETHER WITH EASEMENTS APPURTENANT TO SAID PROPERTY AS SET FORTH IN EASEMENT AGREEMENT IN BOOK 5581 PAGE 20, AS AMENDED BY BOOK 7185 PAGE 125 AND RE-RECORDED IN BOOK 7297 PAGE 105 IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

TOGETHER WITH EASEMENTS APPURTENANT TO TRACT VIII AS SET FORTH IN EASEMENT AGREEMENT IN BOOK 5581, PAGE 1, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

This is improved property known as 1000 Two Mile Parkway, Goodlettsville, Tennessee 37072.

EXHIBIT "B"

TITLE EXCEPTIONS

(Village at RiverGate)

1. Taxes and assessments for the year 2013 and subsequent years.

2. All matters as shown on the plat of record in Plat Book 6900, page 334, Register's Office for Davidson County, Tennessee.

3. Reciprocal Easement Agreement of record in Book 5581, Page 20, Register's Office for Davidson County, Tennessee, as amended by First Amendment to Reciprocal Easement Agreement of record in Book 7185, page 125, and re-recorded in Book 7297, page 105, said Register's Office, as amended by Second Amendment to Reciprocal Easement Agreement of record in Instrument No. 20121009 0092585, said Register's Office, as amended by Third Amendment to Reciprocal Easement Agreement of record in Instrument No. 2012009 0092586, said Register's Office.

4. Water Line Agreement of record in Book 5305, page 800, Register's Office for Davidson County, Tennessee, as assigned in Book 6321, page 178, said Register's Office.

5. Easements as set forth in the instrument of record in Book 6321, page 61, and Book 6321, page 79, Register's Office for Davidson County, Tennessee.

6. Clearance Permits of record in Book 986, page 330 and Book 986, page 336, Register's Office for Davidson County, Tennessee.

7. Restrictions as contained in Book 4560, page 515, Register's Office for Davidson County, Tennessee.

8. Easements as set forth in the instrument of record in Book 5581, page 1, Register's Office for Davidson County, Tennessee.

9. Terms and provisions of the Memorandum of Lease in favor of Jo Ann Stores, Inc. of record in Instrument No. 20120507 0039511, Register's Office for Davidson County, Tennessee.

10. Matters disclosed by ALTA/ACSM Land Title Survey, dated July 2, 2013, last revised and updated August 26, 2013, prepared by Barge Waggoner Sumner & Cannon, Inc., under the certification and seal of Judy L. Judson, Registered Land Surveyor No. 1935.

True Copy Certification

I, Richard J. Carter, Jr., 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 is a true and correct copy of the original document executed and authenticated according to law.

Signature

State of Georgia

County of Cobb

Personally appeared before me, Kimberly T. Branch [Name of Notary], a notary public for this county and state, Richard J. Carter, Jr. 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: 1/5/2016

Notary Seal

Kimberly T Branch
NOTARY PUBLIC
Cobb County, GEORGIA
My Commission Expires
01/05/2016