Davidson County DEEDWARRSP
Recvd: 09/05/13 12:50 13 pgs
Fees:68.00 Taxes:247900.00
20130905-0093854

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

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

Send Tax Bills To:

Same

Map Parcel No.
026-14-0-039
026-14-0-046
026-14-0-048
026-14-0-052.001
026-14-0-052.002
026-14-0-052.003
026-14-0-053
026-14-0-055
034-02-0-076.001
034-02-0-076.002

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, **RIVERGATE MALL LIMITED PARTNERSHIP**, a Delaware limited partnership ("Grantor"), does hereby sell, transfer and convey unto **KDI RIVERGATE MALL, 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 30th day of August, 2013.

RIVERGATE MALL 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

BLF
Legal

STATE OF TENNESSEE)
COUNTY OF HAMILTON)

Before me, Connie Blair, of the state and county aforesaid, personally appeared Jeffery 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 **RIVERGATE MALL 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 $67,000,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Ronald N. 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

(RiverGate Mall)

FEE PARCELS:

TRACT II

Land located in the Tenth Councilmanic District of Nashville, Davidson County, Tennessee, near Gallatin Pike and Rivergate Parkway, being Lot 5A on the Final Plat of Resubdivision Lot 5, Rivergate Mall Shopping Center of record in Plat Book 7900, Page 237, R.O.D.C. and being more particularly described as follows:

Beginning at a southeasterly corner of Lot 4 and a northeasterly corner of Lot 2 on the Final Plat of Resubdivision of Tracts C-2, D-2 and D-3, Rivergate Mall Shopping Center of record in Plat Book 6900, Page 279, R.O.D.C.;
Thence N15°30'00"E, 141.63 feet;
Thence S74°30'00"E, 262.00 feet;
Thence S15°30'00"W, 78.00 feet;
Thence S74°30'00"E, 73.00 feet;
Thence S15°30'00"W, 145.00 feet;
Thence N74°30'00"W, 73.00 feet;
Thence S15°30'00"W, 91.00 feet;
Thence N74°30'00"W, 262.00 feet;
Thence N15°30'00"E, 172.37 feet to the beginning.

Containing 92,853 Square Feet or 2.13 Acres, more or less.

TRACT IV

Land located in the Tenth Councilmanic District of Nashville, Davidson County, Tennessee, near Gallatin Pike and Rivergate Parkway, being Lot 3 on the Final Plat of Resubdivision of Tracts C-2, D-2 and D-3, Rivergate Mall Shopping Center of record in Plat Book 6900, Page 279, R.O.D.C. and being more particularly described as follows:

Beginning in the southerly boundary of Monarch, LLC property of record as Instrument No. 20020213-0019347, R.O.D.C. at a northeasterly corner of Realty Income Corporation property of record as Instrument No. 20040109-0004053, R.O.D.C.;
Thence S82°20'00"E, 424.00 feet;
Thence S07°40'00"W, 200.00 feet;
Thence N82°20'00"W, 424.00 feet;
Thence N07°40'00"E, 200.00 feet to the beginning.

Containing 84,800 Square Feet or 1.95 Acres, more or less.

TRACT V

Land located in the Tenth Councilmanic District of Nashville, Davidson County, Tennessee, near Gallatin Pike and Rivergate Parkway, being Tract D-1 on the Final Plat of Resubdivision of Tracts A-1, C-1, and D-1, Rivergate Mall Shopping Center of record in Plat Book 6900, Page 349, R.O.D.C. and being more particularly described as follows:

Beginning in the northerly right-of-way of Gallatin Pike at a northeasterly corner of Modernage, Inc. property of record in Deed Book 8231, Page 84, R.O.D.C.;
Thence N41°55'00"W, 298.00 feet;
Thence N74°30'00"W, 672.00 feet;
Thence S71°25'00"W, 304.92 feet to the easterly right-of-way of Two Mile Parkway;
Thence with said right-of-way N18°35'00"W, 70.00 feet to a southwesterly corner of 890 Rivergate, LLC property of record as Instrument No. 20060119-0007495, R.O.D.C.;
Thence with the boundary of said 890 Rivergate property as follows:
N71°25'00"E, 152.50 feet;
N15°30'00"E, 27.44 feet;
Northwesterly with a curve to the right 226.09 feet, said curve having a radius of 343.00 feet, a central angle of 37°46'00" and a chord of 222.02 feet at N57°37'00"W; S71°25'00"W, 34.15 feet to the easterly right-of-way of Rivergate Parkway;
Thence with said easterly right-of-way as follows:
N18°35'00"W, 43.00 feet;
N20°31'06"W, 54.55 feet;
N18°35'00"W, 174.97 feet;
Thence S74°30'00"E, 415.95 feet;
Thence N15°30'00"E, 618.96 feet;
Thence S74°30'00"E, 333.50 feet;
Thence S15°30'00"W, 229.00 feet;
Thence S74°30'00"E, 218.00 feet;
Thence N15°30'00"E, 80.73 feet;
Thence S74°30'00"E, 5.42 feet;
Thence N15°30'00"E, 22.77 feet;
Thence S74°30'00"E, 328.08 feet;
Thence S15°30'00"W, 723.27 feet;
Thence S41°55'00"E, 258.47 feet to the northerly right-of-way of Gallatin Pike;
Thence with said right-of-way southwesterly with a curve to the left 70.86 feet to the beginning, said curve having a radius of 985.00 feet, a central angle of 04°17'19" and a chord of 70.85 feet at S45°16'55"W.

Containing 812,785 Square Feet or 18.66 Acres, more or less.

TRACT VI

Land located in the Tenth Councilmanic District of Nashville, Davidson County, Tennessee, near Gallatin Pike and Rivergate Parkway, being Lot 4 on the Final Plat of 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 in the northerly right-of-way of Gallatin Pike at a southwesterly corner of Lot 1 on the Final Plat of First Revision, Section One, Rivergate East of record in Plat Book 6900, Page 334, R.O.D.C.;
Thence with said right-of-way as follows:
S50°09'56"W, 451.94 feet;
Southwesterly with a curve to the right 193.30 feet, said curve having a radius of 2,835.00 feet, a central angle of 03°54'24" and a chord of 193.26 feet at S52°07'08"W;
Thence N18°42'00"W, 608.80 feet;
Thence N07°48'00"E, 423.61 feet;
Thence S22°29'41"E, 618.28 feet;
Southeasterly with a curve to the left 8.13 feet, said curve having a radius of 5.00 feet, a central angle of 93°10'19" and a chord of 7.29 feet at S69°04'50"E;
Thence N64°20'00"E, 205.22 feet;
Southeasterly with a curve to the right 165.44 feet, said curve having a radius of 125.00 feet, a central angle of 75°49'56" and a chord of 153.63 feet at S77°45'02"E;
Thence S 39°50'04"E, 91.67 feet to the beginning.

Containing 249,017 Square Feet or 5.72 Acres, more or less.

TRACT VII

Land located in the Tenth Councilmanic District of Nashville, Davidson County, Tennessee near Gallatin Pike and Rivergate Parkway, being Lot 5 on the Final Plat of Resubdivision Lot 5, Rivergate Mall Shopping Center of record in Plat Book 7900, Page 237, R.O.D.C. and being more particularly described as follows:

Beginning at an iron pin in the northerly right of way line of Gallatin Pike (said right of way being 150 feet in width) said point being northeasterly 140 feet, more or less, from the centerline, as extended, of Shepherd Hills Drive (said Drive having a right of way 50 feet in width), said point being the southwesterly corner of Lot No. 4 as shown on the plan of Rivergate East, Section One, First Revision, as of record in Book 6900, Page 334, R.O.D.C., as conveyed to Nashland Associates by Deed of record in Book 6321, Page 99, R.O.D.C and the southeasterly corner of the herein described parcel;

Thence with said right-of-way southwesterly with a curve to the right 93.76 feet, said curve having a radius of 2,835.00 feet, a central angle of 01°53'42" and a chord of 93.76 feet at S55°01'11"W.
Thence N18°42'00"W, 635.08 feet;
Thence N16°26'00"W, 422.00 feet;

Thence N27°00'00"W, 102.82 feet;
Thence S15°30'00"W, 602.06 feet;
Thence N74°30'00"W, 328.08 feet;
Thence N15°30'00"E, 22.17 feet;
Thence S74°30'00"E, 15.58 feet;
Thence N15°30'00"E, 57.00 feet;
Thence N74°30'00"W, 21.00 feet;
Thence N15°30'00"E, 13.51 feet;
Thence S74°30'00"E, 13.33 feet;
Thence N15°30'00"E, 25.67 feet;
Thence N74°30'00"W, 13.33 feet;
Thence N15°30'00"E, 23.17 feet;
Thence S74°30'00"E, 42.00 feet;
Thence N15°30'00"E, 355.38 feet;
Thence S74°30'00"E, 206.04 feet;
Thence N15°30'00"E, 91.00 feet;
Thence S74°30'00"E, 73.00 feet;
Thence N15°30'00"E, 145.00 feet;
Thence N74°30'00"W, 73.00 feet;
Thence N15°30'00"E, 11.00 feet;
Thence S74°30'00"E, 73.32 feet;
Thence S07°40'00"W, 66.33 feet;
Thence S27°00'00"E, 160.51 feet;
Thence S22°00'00"E, 430.00 feet;
Thence S18°42'00"E, 608.80 feet to the beginning.

Containing 250,998 Square Feet or 5.76 Acres, more or less.

TRACT IX

Land located in the Tenth Councilmanic District of Nashville, Davidson County, Tennessee, near Gallatin Pike and Rivergate Parkway, being Lot 6 on the Final Plat of Resubdivision of Tracts C-2, D-2 and D-3, Rivergate Mall Shopping Center of record in Plat Book 6900, Page 279, R.O.D.C. and being more particularly described as follows:

Beginning at a northeasterly corner of Tract A-2 on the Final Plat of First Revision, Section One, Rivergate East of record in Plat Book 6900, Page 334, R.O.D.C.;
Thence N82°20'00"W, 225.53 feet;
Thence N07°40'00"E, 227.00 feet;
Thence S82°20'00"E, 226.05 feet;
Thence S07°48'00"W, 227.00 feet to the beginning.

Containing 51,255 Square Feet or 1.18 Acres, more or less.

TRACT X

Land located in the Tenth Councilmanic District of Nashville, Davidson County, Tennessee, near Gallatin Pike and Rivergate Parkway, being part of Lot 3 on the Final Plat of 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 in the westerly right-of-way of Conference Drive at a northeasterly corner of Wolfgang Sauermann, et al property of record in Deed Book 10802, Page 792, R.O.D.C.;
Thence with said westerly right-of-way as follows:
S59°33'38"E, 113.37 feet;
S25°41'43"E, 217.75 feet;
S27°58'08"E, 282.76 feet to a northeasterly corner of Dayton-Hudson Corporation property of record in Deed Book 5580, Page 988, R.O.D.C.;
Thence with the boundary of said Dayton-Hudson property as follows:
N82°13'00"W, 122.86 feet;
N37°12'00"W, 127.28 feet;
N82°12'00"W, 120.43 feet;
S52°48'00"W, 98.39 feet;
Thence N07°48'00"E, 299.80 feet;
Thence N82°12'55"W, 191.01 feet to a southeasterly corner of the aforementioned Wolfgang Sauermann property;
Thence with the boundary of said property N64°22'05"E, 244.15 feet to the beginning.

Containing 101,795 Square Feet or 2.34 Acres, more or less.

Being the same property conveyed to Rivergate Mall Limited Partnership by Nashland Associates of record in Book 11005, Page 408, R.O.D.C.

EASEMENT PARCELS:

TOGETHER WITH EASEMENTS APPURTENANT TO SAID PROPERTY PURSUANT TO THAT CERTAIN OPERATION AGREEMENT OF RECORD IN BOOK 4432, PAGE 137, AS AMENDED IN FIRST AMENDMENT TO OPERATION AGREEMENT OF RECORD IN BOOK 4523, PAGE 322, BY TERM AGREEMENT RECORDED IN BOOK 4626, PAGE 605, AND BY SECOND AMENDMENT TO OPERATION AGREEMENT OF RECORD IN BOOK 5254, PAGE 124, BY THIRD AMENDMENT TO OPERATION AGREEMENT OF RECORD IN BOOK 7184, PAGE 989 AS RE-RECORDED IN BOOK 7296 PAGE 957, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, BY FOURTH AMENDMENT TO OPERATION AGREEMENT OF RECORD AS INSTRUMENT NO. 20030915-0135253, AND BY FIFTH AMENDMENT TO OPERATING AGREEMENT RECORDED AS INSTRUMENT NO. 20090723-0069160, REGISTERS OFFICE FOR DAVIDSON CO., TN.

TOGETHER WITH EASEMENTS APPURTENANT TO SAID PROPERTY AS SET FORTH IN DEED OF DECLARATION OF RECORD IN BOOK 4386, PAGE 523, AS AMENDED IN FIRST AMENDMENT TO DEED OF DECLARATION OF RECORD IN BOOK 4523, PAGE 322, BY TERM AGREEMENT RECORDED IN BOOK 4626, PAGE 605, SECOND AMENDMENT TO DEED OF DECLARATION OF RECORD IN BOOK 5254, PAGE 146,

THIRD AMENDMENT TO DEED OF DECLARATION OF RECORD IN BOOK 5254, PAGE 164 BY FOURTH AMENDMENT TO DEED OF DECLARATION IN BOOK 7185 PAGE 44 AS RE-RECORDED IN BOOK 7297 PAGE 12, AND BY FIFTH AMENDMENT TO DEED OF DECLARATION OF RECORD AS INSTRUMENT NO. 20030915-0135252, REGISTERS OFFICE FOR DAVIDSON CO., TN.

TOGETHER WITH EASEMENTS APPURTENANT TO SAID PROPERTY AS SET FORTH IN EASEMENT AGREEMENT IN BOOK 7185 PAGE 132 AS RE-RECORDED IN BOOK 7297 PAGE 112, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

TOGETHER WITH EASEMENTS APPURTENANT TO SAID PROPERTY AS SET FORTH IN EASEMENT AGREEMENT IN BOOK 8514 PAGE 164 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

(RiverGate Mall)

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, Plat Book 7900, page 237, Plat Book 6900, page 279 and Plat Book 6900, page 349, Register's Office for Davidson County, Tennessee.

3. Memorandum of Operating Agreement of record in Book 4432, page 137, Register's Office for Davidson County, Tennessee, as amended by Amendment to Deed of Declaration and First Amendment of Operating Agreement of record in Book 4523, page 322, said Register's Office, as assigned by Assumption Agreement of record in Book 4622, page 457, said Register's Office, as amended by a Term Agreement of record in Book 4626, page 605, said Register's Office, as amended by Second Amendment to Operating Agreement and Memorandum of Operating Agreement of record in Book 5254, page 124, said Register's Office, as amended by Third Amendment of Operating Agreement of record in Book 7184, page 989 and re-recorded in Book 7296, page 957, said Register's Office, as amended by Fourth Amendment to Operating Agreement of record in Instrument No. 200309150135253, said Register's Office, as amended by Fifth Amendment to Operating Agreement of record in Instrument No. 20090723-0069160, said Register's Office.

4. Restrictions and Easements as set forth in the Deed of Declaration of record in Book 4386, page 523, Register's Office for Davidson County, Tennessee, as amended in First Amendment to Deed of Declaration of record in Book 4523, page 322, said Register's Office, as amended by a Term Agreement of record in Book 4626, page 605, said Register's Office, as amended by Second Amendment to Deed of Declaration of record in Book 5254, page 146, said Register's Office, as amended by Third Amendment to Deed of Declaration of record in Book 5254, page 164, said Register's Office, as amended by Fourth Amendment to Deed of Declaration of record in Book 7185, page 44, as re-recorded in Book 7297, page 12, said Register's Office, as amended by Fifth Amendment to Deed of Declaration of record in Instrument No. 20030915-0135252, said Register's Office

5. Terms and provisions of the Memorandum of Lease by and between Nashland Associates and Sears, Roebuck and Company of record in Book 7185, page 153, as re-recorded in Book 7297, page 133, Register's Office for Davidson County, Tennessee.

6. Terms and provisions of the Memorandum of Lease in favor of Horizon Restaurant Group, Inc. of record in Instrument No. 20020605-0068336, Register's Office for Davidson County, Tennessee.

7. Terms and provisions of the Memorandum of Lease in favor of Chick-Fil-A, Inc. of record in Instrument No. 20020326-0036667, Register's Office for Davidson County, Tennessee.

8. 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. 20121009-0092586, said Register's Office.

9. 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.

10. Easement Agreement of record in Book 7185, page 132, as re-recorded in Book 7297, page 112, Register's Office for Davidson County, Tennessee.

11. Easement Agreement of record in Book 8514, page 164, Register's Office for Davidson County, Tennessee.

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

13. Easements as set forth in Book 653, page 56, Book 2485, page 253 and Book 2485, page 257, Register's Office for Davidson County, Tennessee.

14. Public Utility Easement of record in Book 4659, page 966, Register's Office for Davidson County, Tennessee.

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

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

17. Easement for Sanitary Sewers, Storm Drainage, Water Mains, Force Mains and Appurtenances of record in Instrument No. 20010615-0063734, Register's Office for Davidson County, Tennessee.

18. Easement for Ingress/Egress of record in Instrument No. 20060119-0007494, Register's Office for Davidson County, Tennessee.

19. Storm Water Detention Agreement of record in Instrument No. 20020211-0017926, Register's Office for Davidson County, Tennessee.

20. Joint Driveway and Drainage Easement of record in Instrument No. 20020326-0036666, Register's Office for Davidson County, Tennessee.

21. Underground Utility Cable Easement of record in Book 11162, page 564, Register's Office for Davidson County, Tennessee.

22. Terms and provisions of the Memorandum of Lease in favor of Eastwynn Theatres, Inc. of record in Instrument No. 20100610-0045098, Register's Office for Davidson County, Tennessee.

23. Matters disclosed by ALTA/ACSM Land Title Survey, dated February 17, 1992, 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