ADDRESS NEW OWNER(s) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
BELLEVUE REDEVELOPMENT ASSOCIATES, LP, a Delaware limited partnership c/o Branch Properties, LLC 3340 Peachtree Road, Suite 600 Atlanta, GA 30326	Branch Properties, LLC 3340 Peachtree Road, Suite 600 Atlanta, GA 30326	#142-000-001.00 #142-000-297.00 #142-000-298.00 #142-000-301.00 #142-000-356.00 #128-000-152.00 #128-000-170.00

SPECIAL WARRANTY DEED

For the consideration of Ten Dollars ($10.00) and other valuable consideration, the receipt and adequacy of which are hereby acknowledged, **BELLEVUE DEVELOPMENT, LLC**, a Delaware limited liability company ("**Grantor**"), hereby conveys to **BELLEVUE REDEVELOPMENT ASSOCIATES, LP**, a Delaware limited partnership ("**Grantee**"), the real property ("**Real Property**") described on Exhibit A attached hereto, together with all rights and privileges appurtenant thereto;

SUBJECT TO those matters set forth on Exhibit B hereto.

TO HAVE AND TO HOLD the aforesaid real estate, together with all appurtenances and hereditaments thereunto appertaining, unto Grantee and its successors and assigns in fee simple forever. Grantor does hereby covenant with Grantee and its successors in interest to warrant and defend the Real Property against the lawful claims of all persons claiming by, through or under Grantor, except as may be stated on the attached Exhibit B.

Words and phrases herein, including acknowledgment hereof, shall be construed as in the singular or plural number, and as masculine or feminine gender, according to the context.

(Signature page follows)

Davidson County DEEDWARRSP
Recvd: 01/05/16 14:20 6 pgs
Fees:33.00 Taxes:58275.00
20160105-0000932

IN WITNESS WHEREOF, Grantor has caused its name to be signed to these presents on the 31 day of December, 2015.

BELLEVUE DEVELOPMENT, LLC,
a Delaware limited liability company

By: RPAI JV Nashville Bellevue, L.L.C.,
a Delaware limited liability
company, its sole member

By: IWR Protective Corporation,
a Delaware corporation, its sole
member

By: _____
Ann M. Sharp
Assistant Secretary

STATE OF ILLINOIS)
)
COUNTY OF DuPage)

Before me, a Notary Public in and for said County and State, personally appeared Ann M. Sharp, the Assistant Secretary of IWR Protective Corporation, a Delaware corporation, sole member of RPAI JV Nashville Bellevue, L.L.C., a Delaware limited liability company, sole member of BELLEVUE DEVELOPMENT, LLC, a Delaware limited liability company, and personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that as such Assistant Secretary she signed and delivered the said instrument pursuant to authority given by the corporation as his free and voluntary act, and as the free and voluntary act and deed of the corporation, for the uses and purposes therein set forth.

WITNESS my hand and Notarial Seal this 22nd day of December, 2015.

Kelly A McDonald
Notary Public

My commission expires:
5/7/2017

OFFICIAL SEAL
KELLY L MCDONALD
Notary Public - State of Illinois
My Commission Expires May 7, 2017

STATE OF GEORGIA)
COUNTY OF FULTON)

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS FIFTEEN MILLION SEVEN HUNDRED FIFTY THOUSAND AND NO/100 DOLLARS ($15,750,000.00).

BELLEVUE REDEVELOPMENT ASSOCIATES, LP,
a Delaware limited partnership

By: Branch Retail GP, LLC, a Georgia limited liability company, its general partner

By: Richard H. Lee
Name: Richard H. Lee
Title: Authorized Signatory

AFFIANT

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 30th DAY OF DECEMBER, 2015

Marianne Boggs

NOTARY PUBLIC

My Commission expires: 5-22-2018

MARIANNE BOGGS NOTARY PUBLIC FORSYTH CO., GEORGIA MY COMMISSION EXPIRES MAY 22 2018

Prepared by:

Sarah S. Shaw Esq.
Vedder Price P.C.
222 N. LaSalle Street, Ste. 2500
Chicago, Illinois 60601

EXHIBIT A

TO SPECIAL WARRANTY DEED

Lots 1, 2, 3, 4, 8 and 9 of the Final Subdivision Plat of One Bellevue Place (Formerly Lot Nos. 3, 4, 5, 8 & 9 of the First Revision Resubdivision of Lots 3, 4, 5, 6, 7 & 8 Bellevue Center of Record in Plat Book 7900, Page 473 and Part of Lot 1, and Lot 2 of the First Revision Bellevue Center of Record in Plat Book 6900, Page 718 and Lot Nos. 8 and 9 of the Resubdivision of Lot 8, Bellevue Center of Record in Inst. No. 20000518-0049868, R.O.D.C) of record in Instrument No. 20151218-0127344, R.O.D.C.

BEING THE SAME PROPERTY CONVEYED TO BELLEVUE DEVELOPMENT, LLC BY DEED FROM BELLEVUE PROPERTIES, LLC OF RECORD IN INSTRUMENT NO. 200712200146326, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

BEING THE SAME PROPERTY CONVEYED TO BELLEVUE DEVELOPMENT, LLC BY DEED FROM BELLEVUE PARCEL II, LLC OF RECORD IN INSTRUMENT NO. 200712200146328, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

BEING THE SAME PROPERTY CONVEYED TO BELLEVUE DEVELOPMENT, LLC BY DEED FROM BELLEVUE PARCEL LLC OF RECORD IN INSTRUMENT NO. 200712200146327, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

BEING THE SAME PROPERTY CONVEYED TO BELLEVUE DEVELOPMENT, LLC BY DEED FROM MACY'S RETAIL HOLDINGS, INC. OF RECORD IN INSTRUMENT NO. 201412310119336, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

BEING THE SAME PROPERTY CONVEYED TO BELLEVUE DEVELOPMENT, LLC BY DEED FROM CHARLES D. FROST AND WIFE, ESTHER L. FROST OF RECORD IN INSTRUMENT NO. 200712200146332, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

BEING THE SAME PROPERTY CONVEYED TO BELLEVUE DEVELOPMENT, LLC BY DEED FROM DILLARD TENNESSEE OPERATING LIMITED PARTNERSHIP OF RECORD IN INSTRUMENT NO. 200712200146331, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

EXHIBIT B

TO SPECIAL WARRANTY DEED

1. Any mineral or mineral rights leased, granted or retained by current or prior owners.

2. Taxes and assessments for the year 2016 and subsequent years, not yet due and payable.

3. Liability as to taxes resulting from supplemental, revised or correction assessments pursuant to the provisions of Tenn Code Ann 67-5-603, et seq.

4. Liability as to taxes resulting from rollback and/or greenbelt taxes pursuant to the provisions of Tenn Code Ann 67-5-1001, et seq.

5. Grant of Easement for Sewer Line of record in Book 6551, page 981, in the Register's Office for Davidson County, Tennessee, as approximately shown on the plat of Subdivision of One Bellevue Place recorded as Instrument no. 20151218-0127344, R.O.D.C. Davidson County, Tennessee records.

6. Declaration of Covenants, Conditions & Restrictions as set forth in Deed of record in Book 6551, page 988, in the Register's Office for Davidson County, Tennessee.

7. Agreement of record in Book 6630, page 313, in the Register's Office for Davidson County, Tennessee.

8. Easements as set forth in Warranty Deed of record in Instrument No. 200205220062445, in the Register's Office for Davidson County, Tennessee.

9. Restrictions and easements as set forth in Deed of record in Book 9585, page 430, in the Register's Office for Davidson County, Tennessee.

10. Lack of access to and from a controlled access highway, I-40.

11. Grant of Curb Cut(s) and Access Easement of record in Instrument No. 200004060034886, in the Register's Office for Davidson County, Tennessee. (Affects Lot 3 on the plat of Subdivision of One Bellevue Place recorded in Instrument No. 20151218-0127344, R.O.D.C., Davidson County, Tennessee records.

12. Declaration of Restrictions and Covenants for Stormwater Facilities and Systems of record in Instrument No. 201511170116639, in the Register's Office for Davidson County, Tennessee.

13. Matters of record as shown on Plat of record for One Bellevue Place, as recorded in Instrument No. 20151218-0127344, R.O.D.C., Davidson County, Tennessee records.

TRUE COPY CERTIFICATION

I, Jay H. Smith, 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 Tennessee:

County of Davidson:

Personally appeared before me, Denise C. Allis-Wilburn, a notary public for this county and state, Jay H. Smith, who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Denise C. Allis Wilburn
, Notary Public

My commission Expires: 9-10-18
(affix Notary seal)

DENISE C. ALLIS-WILBURN
STATE OF TENNESSEE
NOTARY PUBLIC
DAVIDSON COUNTY
MY COMMISSION EXPIRES 9-10-2018