OATH OF CONSIDERATION FORM

The following oath of consideration is required on all deeds transferring property:

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Davidson County DEEDWARRSP
Recvd: 02/26/16 08:42 9 pgs
Fees:48.00 Taxes:10538.31
20160226-0018224

The actual consideration or true value, whichever is greater for this transfer is $2,848,192.00.

Benton E. Kramer
Affiant

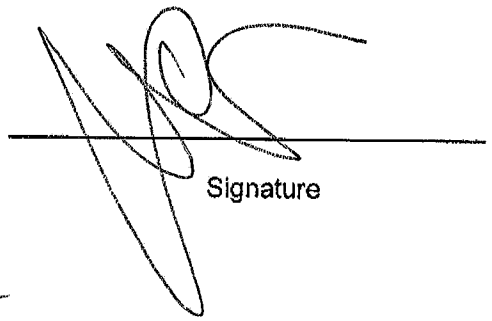
Subscribed and sworn before me, this 24th day of February, 2016.

Notary

NOTARIAL SEAL
STATE OF OHIO

BETH L. DREITLER, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

I, Debbie Franco, 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.

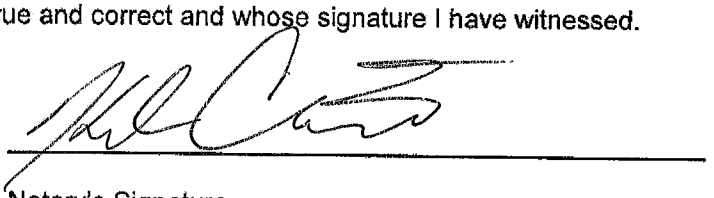


Signature

State of Connecticut

County of Fairfield

Personally appeared before me, Kate Chirico, a notary public for this county and state, (name of person making certification) 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: August 31, 2020

Notary's Seal (If on paper)

(3) All electronic documents eligible for registration pursuant to this subsection are validly registered when accepted for recording by the county register. Electronic documents registered by county registers prior to July 1, 2007 shall be considered validly registered with or without the certification provided in subdivision (2).

Prepared by:
Coventry Real Estate Advisors, LLC
1 East 52nd Street, 4th Floor
New York, NY 10022
Attn: Rebecca Clareman

SPECIAL WARRANTY DEED

Address New Owner(s):
Antioch TN LLC
PO Box 24550
Columbus Ohio, 43224

Send Tax Bills To:
Antioch TN LLC
PO Box 24550
Columbus Ohio, 43224

Map-Parcel Numbers:
16300024900

Record and return to:
Greenberg Traurig, LLP
77 West Wacker Drive
Suite 3100
Chicago, IL 60601
Attn: Andrew T. White

SPECIAL WARRANTY DEED

For the consideration of the sum of Ten and No/100 Dollars ($10.00), **SM Newco Antioch, LLC**, a Delaware limited liability company ("Grantor"), having an office at c/o Coventry Advisors, 1 East 52nd Street, 4th Floor, New York, NY 10022, does hereby convey to **Antioch TN LLC**, a Delaware limited liability company ("Grantee"), having an office at c/o Schottenstein Property Group, 4300 E. 5th Avenue, Columbus, Ohio 43219, tel: (614) 499-6868, all of Grantor's right, title and interest in and to the following described real property (the "Property") situated in Davidson County, State of Tennessee together with all improvements thereon and all of Grantor's interest in any rights and privileges appurtenant thereto:

SEE **EXHIBIT "A"** ATTACHED HERETO AND BY THIS REFERENCE MADE A PART HEREOF

SUBJECT TO the matters identified on **EXHIBIT "B"** attached hereto and made a part hereof.

AND GRANTEE, from and after the date hereof, shall be responsible for the payment of taxes at the Property.

AND GRANTOR hereby binds itself and its successors to warrant and defend the title against all of the acts of Grantor and no other, subject to the matters set forth above.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed this 29th day of January, 2016.

GRANTOR:

SM NEWCO ANTIOCH, LLC,
A Delaware limited liability company

By: _____
Peter Henkel, its President

STATE OF New York }
}ss
COUNTY OF New York }

On January 28, 2016, before me, Allison Bignelli (here insert name and title of the officer), personally appeared Peter Henkel, proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of New York that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature _____

ALLISON HAYLEY BIGNELLI
Notary Public - State of New York
NO. 01BI6179371
Qualified in Kings County
My Commission Expires Dec 24, 2019

(This area for official notarial seal)

EXHIBIT A
to Special Warranty Deed

Legal Description

(Taken from Quitclaim Deed at Instrument No. 20020813-0097663):

THE FOLLOWING DESCRIBED REAL PROPERTY IN THE CITY OF ANTIOCH, COUNTY OF DAVIDSON, STATE OF TENNESSEE:

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING BOUNDED ON THE SOUTH BY L & N RAILROAD, ON THE WEST BY BELL ROAD, AND ON THE NORTH BY HICKORY HOLLOW PARKWAY, AND FURTHER BEING PLANNED COMMERCIAL TRACT B-1 AS SHOWN ON THE PLAN OF HICKORY HOLLOW, SECTION TWO (REVISED), OF RECORD IN BOOK 5200, PAGE 34 , AS AMENDED IN BOOK 5262, PAGE 215, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, MORE PARTICULARLY DESCRIBED ACCORDING TO A SURVEY OF BARGE, WAGGONER, SUMNER & CANNON (UNRECORDED), DATED JULY 28, 1977, (FILE NO. 4420-18), AS FOLLOWS: BEGINNING AT THE INTERSECTION OF THE NORTHERLY RIGHT-OF-WAY OF L & N RAILROAD WITH THE EASTERLY RIGHT-OF-WAY OF BELL ROAD; THENCE NORTH 46 DEG. 38 MIN. 55 SEC. EAST, 487.91 FEET TO A POINT; THENCE WITH A CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 0 DEG. 59 MIN. 33 SEC., A RADIUS OF 2,790.00 FEET, 48.33 FEET TO A POINT OF COMPOUND CURVATURE; THENCE CONTINUING WITH A CURVE TO THE RIGHT HAVING A CENTRAL ANGLE OF 89 DEG. 13 MIN. 21 SEC., A RADIUS OF 50.00 FEET, 77.86 FEET TO A POINT IN THE SOUTHERLY RIGHT-OF-WAY OF HICKORY HOLLOW PARKWAY; THENCE WITH SAID PARKWAY, SOUTH 43 DEG. 08 MIN. 11 SEC. EAST, 457.00 FEET TO A POINT; THENCE SOUTH 46 DEG. 51 MIN. 49 SEC. WEST, 448.46 FEET TO A POINT IN THE NORTHERLY RIGHT-OF-WAY OF L & N RAILROAD; THENCE WITH SAID RAILROAD RIGHT-OF-WAY, 50 FEET FROM AND PARALLEL TO THE CENTERLINE OF SAID RAILROAD, NORTH 58 DEG. 18 MIN. 50 SEC. WEST, 523.67 FEET TO THE POINT OF BEGINNING, AND CONTAINING 6.00 ACRES, MORE OR LESS, ACCORDING TO SAID SURVEY.

BEING THE SAME PROPERTY CONVEYED TO SM NEWCO ANTIOCH, LLC, A DELAWARE LIMITED LIABILITY COMPANY, BY QUITCLAIM DEED FROM SERVICE MERCHANDISE COMPANY, INC., OF RECORD IN INSTRUMENT NO. 20020813-0097663, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

EXHIBIT B TO DEED

(PERMITTED EXCEPTIONS)

1. All taxes for 2016 and subsequent years, which are a lien not yet payable

2. Rights of upper and lower riparian owners in and to the free and unobstructed flow of the water extending through the subject property, without diminution.

3. Minerals of whatsoever kind, subsurface and surface substances, including but not limited to kaolin, coal, lignite, oil, gas, uranium, clay, rock, sand and gravel in, on, under and that may be produced from the subject property, together with all rights, privileges, and immunities relating thereto whether or not listed herein. No representation is made as to the present ownership of any such interests.

4. Declaration of Protective covenants for Hickory Hollow, recorded March 18, 1977, in Deed Book 5125, Page 769, in the Register's Office of Davidson County, Tennessee. Amendment to Declaration of Protective Covenants for Hickory Hollow, recorded on August 30, 1977, in Deed Book 5189, Page 947, aforesaid records. Amendment to Declaration of Protective Covenants for Hickory Hollow, recorded September 14, 1978, in Deed Book 5337, Page 933, aforesaid records. Restated and Amended Declaration of Protective Covenants for Hickory Hollow, recorded on May 30, 1979, in Deed Book 5441, Page 968, aforesaid records. Amended Declaration to Restated and Amended Declaration of Protective Covenants for Hickory Hollow, recorded on September 9, 1981, in Deed Book 5792, Page 491, aforesaid records. Second Amendment to Restated and Amended Declaration of Protective Covenants for Hickory Hollow, recorded on October 15, 1982, in Deed Book 5951, Page 26, aforesaid records. Third Amendment to Restated and Amended Declaration of Protective Covenants for Hickory Hollow, recorded on February 24, 1983, in Deed Book 6011, Page 163, aforesaid records. Quitclaim Assignment and Assumption of Operating Agreements, recorded August 13, 2002, in Instrument No. 20020813-0097664, aforesaid records.

5. Right of Way to Louisville and Nashville Railroad Company, recorded October 4, 1977, in Deed Book 5205, Page 190, in the Register's Office of Davidson County, Tennessee.

6. Easement Deed in favor of Qwest Communications International, Inc., et al, by Court Order in Settlement of Landowner Action, recorded February 28, 2012, in Instrument No. 20120228-0017172, in the Register's Office of Davidson County, Tennessee.

7. Matters as shown on plat of survey recorded in Plat Book 5200, Page 34, in the Register's Office of Davidson County, Tennessee, and amendment to Plat of Second Revision Section Two, Hickory Hollow Mall, in Deed Book 5262, Page 215, aforesaid records.

8. Matters as shown on ALTA/ACSM Land Title Survey prepared by Bock and Clark, dated November 6, 2015 and last revised January 7, 2016 under Job No. 201504037, to wit:

a. Walk extends across property line