Karen Johnson Davidson County
Batch # 1380793 DEEDWARRSP
02/13/2026 02:29:17 PM 5 pgs
Fees: $28.00 Taxes: $30,710.00
20260213-0011828

(Space Reserved)

Prepared By:
Penney Property Sub Holdings LLC
6501 Legacy Drive, Suite B100
Plano, TX 75024
Attn: Yvette Ramos Wade

Upon recording return to:
Merus LLC
302 W. Third St., Suite 300
Cincinnati, OH 45202
Attn: Legal Services

Mail Tax Bill to:
Rivergate MP Holdings LLC
c/o Merus LLC
302 W. Third St., Suite 300
Cincinnati, OH 45202
Attn: Asset Management

Tax Parcels: 02614002600, 02614002800 and 02614005600

SPECIAL WARRANTY DEED

THE STATE OF TENNESSEE '
' KNOW ALL PERSONS BY THESE PRESENTS:
COUNTY OF DAVIDSON '

That **PENNEY PROPERTY SUB HOLDINGS LLC**, a Delaware limited liability company, having a mailing address of 2401 S. Stemmons Freeway, Suite 400, Lewisville, TX 75067, Attention: Real Estate Counsel ("Grantor"), in consideration of the sum of TEN DOLLARS ($10.00) and other good and valuable consideration to it in hand paid by **RIVERGATE MP HOLDINGS LLC,** an Ohio limited liability company, having a mailing address of c/o Merus LLC 302 W. Third St., Suite 300, Cincinnati, Ohio 45202, Attn: Legal Services ("Grantee"), the

receipt and sufficiency of which are hereby acknowledged, has GRANTED, BARGAINED, SOLD and CONVEYED and by these presents does GRANT, BARGAIN, SELL and CONVEY unto Grantee that parcel of land situated in Davidson County, Tennessee particularly described on Exhibit "A" attached hereto and incorporated herein for all purposes, together with any and all improvements located thereon (collectively "Property"). This is improved Property, commonly known as part of 1000 Rivergate Pkwy, Goodlettsville, TN.

This conveyance of the Property is made by Grantor and accepted by Grantee in its AS IS, WHERE IS condition and is unencumbered, except for applicable ordinances, zoning and building regulations; easements, restrictions, covenants, conditions and limitations of record affecting title as of the date hereof; and the current year real estate taxes, not yet due and payable.

TO HAVE AND TO HOLD the Property, subject to the matters herein set forth, together with all and singular the rights and appurtenances thereto in anywise belonging, unto Grantee, its successors and assigns forever; and Grantor does hereby bind itself, its successors and assigns, to WARRANT AND FOREVER DEFEND, all and singular, the Property unto Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same, or any part thereof, by, through or under Grantor, but not otherwise.

Dated as of the 13th day of February, 2026.

[SIGNATURE PAGE FOLLOWS]

SIGNATURE PAGE
FOR
SPECIAL WARRANTY DEED
FROM
PENNEY PROPERTY SUB HOLDINGS LLC
TO
RIVERGATE MP HOLDINGS LLC

EXECUTED on the date of acknowledgment below.

PENNEY PROPERTY SUB HOLDINGS LLC,
a Delaware limited liability company

By: _____
Name: Nancy Benson
Its: Vice President

STATE OF TEXAS)
)SS.:
COUNTY OF COLLIN)

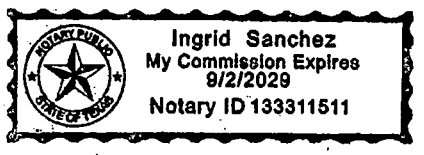
On this the 21 day of January, 2026, before me, a Notary Public duly authorized in and for the such County in the State aforesaid to take acknowledgments, personally appeared Nancy Benson, to me known and known to me to be a vice president of PENNEY PROPERTY SUB HOLDINGS LLC, a Delaware limited liability company, and acknowledged that as such officer, being authorized so to do, s/he executed the foregoing instrument on behalf of such limited liability company by subscribing the name of such limited liability company by her/himself as such officer and caused the seal of such limited liability company to be affixed thereto, as her/his free and voluntary act, and as the free and voluntary act of such limited liability company, for the uses and purposes therein set forth.

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

My Commission Expires:

9/2/2029

Ingrid Sanchez
Notary Public, State of Texas



OATH OF CONSIDERATION

STATE OF OHIO }
COUNTY OF HAMILTON }

I HEREBY SWEAR OR AFFIRM THAT, TO THE BEST OF MY KNOWLEDGE, INFORMATION, AND BELIEF, THE ACTUAL CONSIDERATION FOR THIS TRANSFER OR VALUE OF THE PROPERTY TRANSFERRED, WHICHEVER IS GREATER, IS **$8,300,000.00**, WHICH AMOUNT IS EQUAL TO OR GREATER THAN THE AMOUNT WHICH THE PROPERTY WOULD COMMAND AT A FAIR AND VOLUNTARY SALE.

AFFIANT:

RIVERGATE MP HOLDINGS LLC,
an Ohio limited liability company
By: Merus LLC, an Ohio limited liability company, its Manager

By: _____
Name: Stephanie P. Gaither
Title: EVP & COO, Real Estate

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 27 DAY OF January, 2026.

_____
NOTARY PUBLIC

My Commission expires: 9/1/2030

EMILY LUCAS
Notary Public, State of Ohio
Commission #: 2020-RE-819258
My Commission Expires 09-01-2030

EXHIBIT "A"

PROPERTY DESCRIPTION

Land in Davidson County, Tennessee being known as Lots 1, 2, and 4 of the plan of Rivergate Mall Shopping Center, Resubdivision Tracts C-2, D-2, and D-3 of record in Plat Book 6900, Page 279, in the Register's Office for Davidson County, to which plat reference is hereby made for a more complete description.

Being the same property conveyed to Penney Property Sub Holdings, LLC, a Delaware limited liability company by Special Warranty Deed from J. C. Penney Corporation, Inc., a Delaware corporation of record in Instrument No. 202012230152941; and by Correction Special Warranty Deed of record in Instrument No. 202210250115666, in the Register's Office of Davidson County, Tennessee.

INCLUDED in the above described property but EXPRESSLY EXCLUDED is the following:

Lot 4B of the Resubdivision of Lot 4 Rivergate Mall Shopping Center, a subdivision in the City of Goodlettsville, TN, as per plat of record recorded January 18, 2023, in Davidson County, Tennessee, as Document No. 202301180003948.

Such excluded property being the same property conveyed to BJ Rivergate, LLC, a Georgia limited liability company, by Special Warranty Deed from Penney Property Sub Holdings LLC, a Delaware limited liability company, of record in Instrument No. 202301200004788, in the Register's Office of Davidson County, Tennessee.