File 35
CTIC

1

Nashville, Tennessee

THIS INSTRUMENT PREPARED BY:

T. Craig Harmon, Esquire
McGuire, Woods, Battle & Boothe
One James Center
Richmond, Virginia 23219

Book 9519 Pg 782

SPECIAL WARRANTY DEED

THIS INDENTURE, made this 9th day of November, 1994, by and between **CIRCUIT CITY STORES, INC.**, a Virginia corporation, with its principal office in Richmond, Virginia, hereinafter called "Grantor"; and **LLOYD DRAPER, not in his individual capacity but solely as trustee of CCI Trust 1994 - I, a Delaware business trust**, whose post office address is c/o Wilmington Trust Company, Rodney Square North, 1100 North Market Street, Wilmington, DE 19890-0001, Attn: Corporate Trust Administration, hereinafter called Grantee.

W I T N E S S E T H:

That the said Grantor, for and in consideration of the sum of One Dollar ($1.00) cash and other good and valuable considerations to it in hand paid by the said Grantee the receipt of which is hereby acknowledged, has granted, bargained, sold, conveyed and does hereby grant, bargain, sell and convey unto said Grantee the premises described on Exhibit A attached hereto as a part hereof.

With the hereditaments, and appurtenances thereto appertaining, hereby releasing all claims to Homestead, Dower, and Curtesy therein, TO HAVE AND TO HOLD the said premises to the said Grantee, its successors and assigns forever.

The particular property herein conveyed is further subject to the easements, covenants, conditions and restrictions set out in Exhibit B, attached hereto.

The Grantor for itself, its successors and assigns, does hereby covenant with the said Grantee, its successors and assigns, that it is lawfully seized and possessed of said premises, has full power, authority, and right to sell and convey the same, and that said premises are free and unencumbered except as set out herein, and that it will forever warrant and defend the title thereto against the lawful claims of all persons claiming under it.

IN WITNESS WHEREOF, the said Grantor has caused these presents to be subscribed on the day and year first above written.

CIRCUIT CITY STORES, INC.

By: Philip J. Dunn
Philip J. Dunn
Treasurer

SEAL
CIRCUIT CITY STORES, INC. VIRGINIA

BOOK 9519 PG 783

STATE OF NEW YORK
COUNTY OF NEW YORK

Before me, the undersigned, a Notary Public of the State and County aforesaid, personally appeared Philip J. Dunn, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Treasurer of Circuit City Stores, Inc., a Virginia corporation, the within named bargainor, and that he as such Treasurer, being authorized so to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Treasurer.

WITNESS my hand and seal at office in New York, New York, this 8th day of November, 1994.

Notary Public

SHARIANNA M. FURMAN
Notary Public, State of New York
No. 01FU4827074
Qualified in Nassau County
Commission Expires September 30, 1996

My commission expires: 9/30/96

STATE OF TENNESSEE, DAVIDSON COUNTY

I, or we, hereby swear or affirm that the actual consideration for this transfer, or value of the property transferred, whichever is greater, is $3,650,000 which amount is equal to, or greater than, the amount which the property transferred would command at a fair voluntary sale.

Affiant

Subscribed and sworn to before me, the undersigned authority, this 9th day of November, 1994.

Notary Public

SHEILA A. RYDER, Notary Public
State of Ohio, Cuyahoga County
My commission expires March 23, 1995

My commission expires: _____

circuit\ccp6\deed.tn

Address New Owner and
Send Tax Bills to:
Lloyd Draper, Trustee
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Map 142
Parcel 311

NASHVILLE, TENNESSEE

EXHIBIT A

LEGAL DESCRIPTION

BEING a parcel of land in Nashville, First Civil District, Thirty-Fifth Councilmanic District, Davidson County, Tennessee, located on the easterly side of Coley Davis Road, south of U.S. Highway 70 South (Memphis Bristol Highway), being Lot No. 6 as shown on the Subdivision and PUD Boundary Plat, Resubdivision of Lots 3 and 4 Galleries at Bellevue, as of record in Book 7900, page 534, R.O.D.C., and being more particularly described as follows:

BEGINNING at a point in the southerly line of Lot No. 2 Galleries at Bellevue, Book 7900, page 272, R.O.D.C., said point being S 45° 46′ 19" E. 35.12 feet from the southwesterly corner of said Lot No. 2;

THENCE, leaving said line with a severance line S 57° 33′ 03" W 556.81 feet to a point in the easterly line of Bellevue Park;

THENCE, with said easterly line the following calls:

N 21° 51′ 00" W. 41.63 feet to a point;

N 15° 34′ 54" W, 102.63 feet to a point;

N 08° 54′ 39" W, 37.31 feet to a point;

THENCE, leaving said line with a severance line N 57° 33′ 03" E 305.91 feet to a point;

THENCE, continuing with said line N 32° 26′ 57" W, 171.98 feet to a point in the easterly right-of-way line of Coley Davis Road;

THENCE, with said line with a curve to the left 168.13 feet to a point, said curve having a central angle of 23° 34′ 42", a radius of 408.57 feet, a tangent of 85.27 feet and a chord of N 52° 45′ 42" E, 166.95 feet to a point;

THENCE, leaving said line with a severance line S 45° 39′ 57" E 244.88 feet to a point;

THENCE, continuing with said line S 44° 13′ 41" W, 51.00 feet to a point;

THENCE, continuing with said line and a portion of the southerly line of Lot No. 2 as shown on said plan of

the Galleries at Bellevue as of record in Book 7900, Page 272, R.O.D.C., S 45° 46' 19" E, 112.12 feet to the point of beginning.

CONTAINING 124,979 square feet or 2.87 acres, more or less.

BEING the same property conveyed to Circuit City Stores, Inc. by deed from BMP-Bellevue L.P., a Tennessee Limited Partnership, of record in Book 9214, page 955, Register's Office for Davidson County, Tennessee.

TOGETHER WITH appurtenant easements established by (a) Joint Access and Utility Easement by and between The Bellevue Galleries, L.P., a Tennessee limited partnership, Service Merchandise Company, Inc., a Tennessee corporation, and Stewart F. Kresge, Trustee, of record in Book 8293, page 3, said Register's Office; as amended by Amendment to Joint Access and Utility Easement, of record in Book 8323, page 82, and as further amended by Amendment to Accessory Agreement, of record in Book 8323, page 200, in said Register's Office; (b) Reciprocal Easement and Operation Agreement by and between The Bellevue Galleries, L.P., and Home Depot, U.S.A., Inc., of record in Book 8323, page 183, said Register's Office; as amended by Amendment to Reciprocal Easement and Operation Agreement, of record in Book 8394, page 993, and further amended by Memorandum of Agreement by and between The Bellevue Galleries, L.P., and Toys "R" Us, Inc., a Delaware corporation, of record in Book 8395, page 6, said Register's Office; as further amended by Second Amendment of Reciprocal Easement and Operation Agreement, of record in Book 9214, page 962, in said Register's Office; and (c) Reciprocal Easement, Maintenance, Indemnity and Restriction Agreement, of record in Book 9241, page 985, in said Register's Office.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Subject to the following matters shown on the Plan of record in Book 7900, Page 534, in said Register's Office: an owner's certificate, 20' sewer easements, a 15' drainage easement; public utility easement and drainage easements; and a 10' water line easement, as shown on the survey dated August 8, 1994, last revised October 28, 1994, prepared by Barge, Waggoner, Sumner and Cannon.

2. Easement for sewer line granted to Harpeth Valley Utilities District dated April 23, 1985, recorded October 3, 1985, of record in Book 6673, Page 43, in said Register's Office.

3. Joint Access and Utility Easement by and between The Bellevue Galleries, L.P., a Tennessee limited partnership, Service Merchandise Company, Inc., a Tennessee corporation, and Stewart F. Kresge, Trustee, of record in Book 8293, Page 3, said Register's Office; as amended by Amendment to Joint Access and Utility Easement of record in Book 8323, Page 82, and as further amended by Amendment to Accessory Agreement of record in Book 8323, Page 100, in Said Register's Office. (Applies only to Easement Tracts.)

4. Reciprocal Easement and Operation Agreement by and between The Bellevue Galleries, L.P. and Home Depot, U.S.A., Inc. of record in Book 8323, Page 183, said Register's Office; as amended by Amendment to Reciprocal Easement and Operation Agreement of record in Book 8394, Page 993, and further amended by Memorandum of Agreement by and between The Bellevue Galleries, L.P., and Toys "R" Us, Inc., a Delaware corporation, of record in Book 8395, Page 6, said Register's Office; as further amended by Second Amendment of Reciprocal Easement and Operation Agreement, of record in Book 9214, Page 962, in said Register's Office.

5. Declaration of Restrictive Covenants by and between The Bellevue Galleries, L.P. and Taco Bell Corp., a California corporation, of record in Book 8399, Page 88, and Book 8399, Page 90, in said Register's Office.

6. Terms and provisions of Ground Lease and Declaration of Easements, Covenants and Restrictions of record in Book 8323, Page 111, in said Register's Office.

7. Reciprocal Easement, Maintenance, Indemnity and Restriction Agreement, of record in Book 9214, Page 985, Register's Office for Davidson County, Tennessee.

8. Matters shown on Survey of Barge, Sumner, Waggoner & Cannon, dated August 8, 1994, last revised October 28, 1994 as

follows: 20′ sanitary sewer easements; a 10′ water line easement; a 15′ drainage easement and various utility lines.

u(7763):\circuit\ccp6\perexc.tn

08735
IDENTIFICATION REFERENCE
94 NOV 14 PM 3:01
REGISTER
DAVIDSON COUNTY, TN.

3780 11/14 0101 03CHECK 13530.00



OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

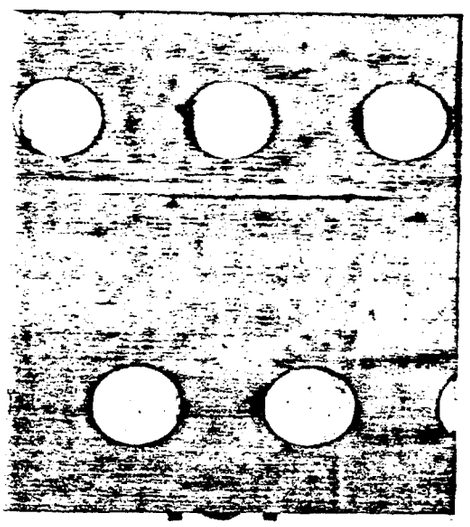
RECEIVED OF _____

FOR _____

BOOK 9519 PG 788

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID



	CAMT
	3650000.00
	CO TX 13505.00
	PRFEE 1.00
	WDEED 24.00
	TOTAL 13530.00
	CHECK 13530.00
11/14/94 01	15:02 0001 3780

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

08735
IDENTIF. ^ REFERENCE

94 NOV 14 PM 3:01
FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 853860