Prepared by and after
recording return to:
Paul J. Huff, Jr., Esq.
Skadden, Arps, Slate, Meagher & Flom (Illinois)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606

#985B Nashville, TN

Instr:200003280031187 Page: 1 OF 4
REC'D FOR REC 03/28/2000 1:45:06PM
RECORD FEE: $19.00
M. TAX: $0.00 T. TAX: $629.00

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transaction is $ 170,000.00.

Affiant

Subscribed and sworn to before me this 24 day of ~~December~~ MARCH, 1999.

Notary Public

My Commission Expires:

JILL L. ROLLER NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

Jill L. Roller
My Commission Expires
Jan. 27, 2001

Mortgagee: None

Address of New Owner:	Send Tax Bills to:	Map-Parcel No(s).:
Michael T. Dorris 739 Harpeth Trace Drive Nashville, TN 37221	SAME	133-6-273 6DA-84639

SPECIAL WARRANTY DEED

THIS INDENTURE, made as of this 13th day of December, 1999, by and between SERVICE MERCHANDISE COMPANY, INC., a Tennessee corporation ("Grantor"), and MICHAEL T. DORRIS, an individual having his principal address at 739 Harpeth Trace Drive, 37221 ("Grantee").

WITNESSETH, that Grantor, for, and in consideration of the sum of TEN DOLLARS and NO/100 ($10.00), in hand paid by Grantee, the receipt whereof is hereby acknowledged, and pursuant to authority of the Board of Directors of Grantor by these presents does REMISE, RELEASE, ALIEN and CONVEY unto Grantee, and to its successors and assigns, FOREVER, pursuant to that certain Order, Pursuant To 363(B), Authorizing And Approving The Sale Of Certain Property (Debtor Parcel #985B), Located In Nashville, Tennessee, Subject To Higher And Better Offers, And Granting Related Relief, In re: Service Merchandise Company, Inc., et al., Debtors, Case No. 399-026-49, all of the following described real estate situated in the County of Davidson, State of Tennessee, known and described as follows, to wit:

See legal description attached hereto as Exhibit A and made a part hereof.

Together with all and singular the hereditaments and appurtenances thereunto belonging, or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim or demand whatsoever, of Grantor, either in law or equity, of, in and to the above described premises, with the hereditaments and appurtenances along with (a) all buildings, structures, fixtures and other

improvements located thereon, (b) any interest of Grantor in the streets adjacent thereto and (c) all easements, rights of way, servitudes and other rights appurtenant thereto. TO HAVE AND TO HOLD the said premises as above described, with the appurtenances, unto Grantee, its successors and assigns forever.

And Grantor, for itself, and its successors, does covenant, promise and agree, to and with Grantee, its successors and assigns, that it, and its predecessor corporations by merger, consolidation, change of name, etc., have not done or suffered to be done, anything whereby the said premises hereby granted are, or may be, in any manner encumbered or charged, except as herein recited; and that the said premises against all persons lawfully claiming, or to claim the same, by, through or under it, it WILL WARRANT AND DEFEND, subject to the following: Permitted Exceptions as defined in that certain Asset Purchase Agreement dated November 4, 1999, by and between Grantor and Grantee, to the extent (and only to the extent) that the same are now in effect and affect said real estate or parts thereof.

THE COVENANTS OF SPECIAL WARRANTY are hereby expressly limited to the acts of Grantor and its predecessor corporations by merger, consolidation, change of name, etc. (but not acts of predecessor grantors) during the time which it (and such predecessor corporations) has (have) been holder of record of the title to the above described real estate.

WITNESS THE SIGNATURE of Grantor this 13th day of December, 1999.

GRANTOR

SERVICE MERCHANDISE COMPANY, INC.,
a Tennessee corporation

By: _____
Name: C. Steven Moore
Title: Senior Vice President

WITNESSES

Sandy Duncan, Executive assistant

_____

ACKNOWLEDGMENT

STATE OF TENNESSEE)
) SS.
COUNTY OF DAVIDSON)

BEFORE ME, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared C. Steven Moore with whom I am personally acquainted, or proved to me on the basis or satisfactory evidence, and who, upon oath, acknowledged himself to be the Senior Vice President of SERVICE MERCHANDISE COMPANY, INC., the within named grantor, a corporation, and that as such Senior Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such Senior Vice President.

WITNESS my hand and seal, this 7th day of ~~December, 1999.~~ March, 2000

[SEAL]

Sandra J. Pierce
NOTARY PUBLIC

My Commission Expires: 11-22-2000

EXHIBIT A

Lot 40-A Allied Industrial Park Section 13, a Resubdivision of Lot 40, Section 13, Allied Industrial Park of record in Plat Book 6050, page 29, Register's Office for Davidson County, Tennessee. Containing approximately 1.18 Acres on McNally Drive in Nashville, Davidson County, Tennessee.

Being the same property conveyed to Service Merchandise Company, Inc., a Tennessee Corporation by deed from James T. Redd and Carl P. Gardner of record in Book 8327, Page 752, Register's Office for Davidson County, Tennessee.