BOX 36

(3)

This instrument was prepared by:

Truong Nguyen, Esquire
Lowndes, Drosdick, Doster, Kantor
& Reed, P.A.
450 South Orange Avenue, Suite 800
Orlando, Florida 32801

Davidson County DEEDQC
Recvd: 09/27/01 14:32 4pgs
Fees:22.00 Taxes:0.00
20010927-0104764

Address of New Owner:	Send Tax Bill to:	Map-Parcel No.
BELLEVUE PLACE ASSOCIATES, G.P 201 Summit View Drive, Suite 110 Brentwood, Tennessee 37027	Same Address	142-215

QUIT-CLAIM DEED

THIS QUIT-CLAIM DEED, executed this 20th day of September, 2001, by W XI/SMC REAL ESTATE LLC, a Delaware limited liability company, by RE-STORES, INC., a Maryland corporation, its manager, whose address is 450 South Orange Avenue, Suite 900, Orlando, Florida 32801 (hereinafter referred to as the "Grantor") to BELLEVUE PLACE ASSOCIATES, G.P., a Georgia general partnership, whose address is 201 Summit View Drive, Suite 110, Brentwood, Tennessee 37027 (hereinafter referred to as the "Grantee");

WITNESSETH:

THAT Grantor, for and in consideration of the sum of TEN AND NO/100 DOLLARS ($10.00) in hand paid by Grantee, the receipt whereof is hereby acknowledged, does hereby remise, release and quit-claim unto Grantee forever, all the right, title, interest, claim and demand which Grantor has in and to the following described lot, piece or parcel of land, situate, lying and being in Davidson County, Tennessee, to wit:

SEE ATTACHED LEGAL DESCRIPTION

TO HAVE AND TO HOLD the same, together with all and singular the appurtenances thereunto belonging or in anywise appertaining, and all the estate, right, title, interest, lien, equity

and claim whatsoever of Grantor, either in law or equity, to the only proper use, benefit and behalf of Grantee forever.

IN WITNESS WHEREOF, Grantor has caused these presents to be executed in manner and form sufficient to bind it as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

Kella Schaible
Print Name: Kella Schaible

Linda S. Girard
Print Name: LINDA S. GIRARD

W XI/SMC REAL ESTATE LLC,
a Delaware limited liability company

By: RE-Stores, Inc., a Maryland corporation, its Manager

By: K B. Habicht
Name: Kevin B. Habicht
Title: Executive Vice President

Address:
450 South Orange Avenue, Suite 900
Orlando, Florida 32801

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20th day of September, 2001 by Kevin B. Habicht, as Executive Vice President of RE-STORES, INC., a Maryland corporation, as Manager of W XI/SMC REAL ESTATE LLC, a Delaware limited liability company, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

(NOTARY SEAL)

Kella Schaible
MY COMMISSION # CC988149 EXPIRES
March 11, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

Kella Schaible
Notary Public Signature

Kella Schaible
Typed or Printed Notary Name
Notary Public-State of Florida
Commission No.: _____
My Commission Expires: _____

STATE OF FLORIDA
COUNTY OF ORANGE

The actual consideration or value, whichever is greater, for this transfer is $0.

K B. Habicht

Kevin B. Habicht, Affiant
as Executive Vice President of RE-Stores, Inc., the
Manager of W XI/SMC Real Estate LLC, Grantor

Subscribed and sworn to before me this 20th day of September, 2001.
My commission expires: 3/11/05

Kella Schaible

Notary Public

Kella Schaible
MY COMMISSION # CC988149 EXPIRES
March 11, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

914264/77963/493508.1

EXHIBIT "A"

Land in Davidson County, Tennessee, being known as the Resubdivision of Bellevue Shopping Center, Phase II, Final Plat of Lots 1, 2 and 3, Bellevue Place of record in Instrument No. 20010921-0102676, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at an iron pin in the southerly margin of U.S. Highway 70S, said pin being the northwesterly corner of the herein described lot and the northeasterly corner of the Bellevue Village Shopping Center, LLC as recorded in Deed Book 9559, Page 719.

Thence, along the right-of-way of the said Highway 70S, S72 degrees 14'00" E. 353.18 feet to an iron pin;

Thence, S12 degrees 20'32" W. 687.47 feet to an iron pin in the northerly line of River Plantation of record in Plat Book 4675, Page 127;

Thence, with the line of River Plantation N87 degrees 18'08" W, 429.92 feet to a concrete monument;

Thence N36 degrees 50'56" W. 331.64 feet to the southwest corner of this tract in the line of Home Depot;

Thence, with the Galleries at Bellevue of record in Plat Book 7900, Page 272, N37 degrees 09'34" E. 450.03 feet to a p.k. nail;

Thence, S72 degrees 14'02" E. 227.27 to an iron pin;

Thence, N17 degrees 46'23" E. 207.95 to the point of beginning containing 10.56 acres, as shown by survey made by James Allen Crawford, III, Registered Land Surveyor, Tennessee License No. 1455, Crawford Land Surveyors, P.C., 1929 21st Avenue, South, Nashville, Tennessee 37212 bearing Project No. 01110-2(L).

Being the same property conveyed to W XI/SMC Real Estate LLC, a Delaware limited liability company, by Special Warranty Deed from Service Merchandise Company, Inc., a Tennessee corporation, of record in Book 11654, page 229, Register's Office for Davidson County, Tennessee.