PREPARED BY:

James S. Sager, Esq.
333 East Lake Street
Bloomingdale, IL 60108
630. 259-9000

MAIL TAX STATEMENTS TO:

BFS RETAIL & COMMERCIAL
OPERATIONS, LLC
333 East Lake Street
Bloomingdale, IL 60108
630.259.9000

Davidson County DEEDQC
Recvd: 01/09/02 15:59 4pgs
Fees:23.00 Taxes:4517.70



20020109-0003646

QUIT CLAIM DEED

44-1327X EXCHANGE ENTITY, LLC, a Minnesota limited liability company, (the "Grantor"), whose post office address is c/o First American Exchange Corporation of Minnesota, 1900 Midwest Plaza, 801 Nicollet Mall, Minneapolis, MN 55402-2504, Attention: David Hillert, for and in consideration of the sum of Ten and 00/100 Dollars ($10.00) and other good and valuable consideration to the undersigned in hand paid by Grantee herein named, the receipt of which is hereby acknowledged, **CONVEYS AND QUIT CLAIMS** unto **BFS RETAIL & COMMERCIAL OPERATIONS, LLC**, a Delaware limited liability company (the "Grantee"), having its principal office at 333 East Lake Street, Bloomingdale, Illinois 60108, the real property described on Exhibit A attached.

TO HAVE AND TO HOLD the above described premises together with all and singular the right and appurtenances thereto in any wise belonging unto said Grantee, and Grantee's successors and assigns, forever, "AS IS" and without warranty.

SUBJECT TO: real estate taxes and assessment not yet due and payable; any condition an accurate survey may show; easements, restriction, covenants, conditions and reservations of record; encroachments; and any zoning or governmental regulations now or hereafter in effect.

Address of Property: 1213 Broadway (Parcel #156) and
1221 Broadway
Nashville, TN 37203

Executed this 19th day of December, 2001

44-1327X EXCHANGE ENTITY, LLC, a Minnesota limited liability company

By: First American Exchange Corporation of Minnesota. a Minnesota corporation
Its Sole Member

By: _____
Jeffrey R. Peterson
Its: Vice President

By: _____
James L. Erickson
Its: Secretary and Treasurer

WITNESS:

Scott F. Helgerson

Lee W. Twite

By: _____

Attest: _____

STATE OF MINNESOTA)
) SS:
COUNTY OF HENNEPIN)

Before me, Susan P. Troje , a Notary Public in and for the above State and County, on this 19th day of December, 2001, personally appeared Jeffrey R. Peterson and James L. Erickson, Vice President and Secretary and Treasurer of First American Exchange Corporation of Minnesota, a Minnesota corporation as Sole Member of 44-1327X Exchange Entity, LLC, a Minnesota limited liability company and known to me to be the same persons who signed and acknowledged that they signed the foregoing instrument as Vice President and Secretary and Treasurer, respectively, of said Corporation as sole member of said limited liability company for and on behalf of the limited liability company, and that they executed the same as their free and voluntary act and deed and as the free and voluntary act and deed of the limited liability company, for the uses and purposes set forth in the instrument.

IN TESTIMONY WHEREOF, I have subscribed my signature and affixed my official seal on the day and year set forth above.

Susan P. Troje

Name SUSAN P. TROJE

My commission expires: Notary Public

[SEAL]

SUSAN P. TROJE
NOTARY PUBLIC-MINNESOTA
My Commission Expires Jan. 31, 2006

EXHIBIT A

Parcel 1

[Map-Parcel Number 093-09-0-15600]

Land in Davidson County, Tennessee, being the westerly one-half of Lot No. 34 on Plan of McNairy's West Nashville Lots, as of record in Book 9, pages 322 and 323, Register's Office for said County, and Minute Book "C", pages 136 and 137, Chancery Court at Nashville.

Said part of Lot No. 34 fronts fifty feet on the southerly side of Broad Street, or Broadway, and runs back between parallel lines 169 feet to an alley.

Being the same property conveyed to 44-1327X EXCHANGE ENTITY, LLC, a Minnesota limited liability company by that certain warranty deed granted by Donald W. Brickey and Frances Brickey recorded October 29, 2001 as Document 20011029-0117562.

Parcel 2

[Map-Parcel Number 093-09-155.00]

Land in Davidson County, Tennessee, being Lot No. 36 on the McNairy Plan of West Nashville Lots, a plan of which is recorded in Book 9, pages 322, Register's Office for Davidson County, Tennessee and Minute Book "C", page 136, Chancery Court in Nashville, Tennessee, described as follows:

Said Lot No. 36 fronts fifty feet on the southerly side of Broad Street and runs back between parallel lines 169 feet to an alley.

Being the same property conveyed to 44-1327X EXCHANGE ENTITY, LLC, a Minnesota limited liability company by that certain warranty deed granted by Donald W. Brickey and Frances Brickey recorded October 29, 2001 as Document 20011029-0117564.

Name and Address of Property Owner:
BFS Retail & Commercial Operations, LLC
333 East Lake Street
Bloomingdale, IL 60108

Property Address:
1213 Broadway and Tax Parcel #093-09-0-15600
1221 Broadway Tax Parcel #093-09-155.00
Nashville, TN 37203

Person Responsible for Taxes:
BFS Retail & Commercial Operations, LLC
333 East Lake Street
Bloomingdale, IL 60108

STATE OF TENNESSEE
COUNTY OF SHELBY

I hereby swear or affirm that the actual consideration for this transfer, or value of the property or interest in property transferred, whichever is greater is $1,221,000.00 which amount is equal to, or greater than, the amount which the property, or interest in property transferred, would command at a fair and voluntary sale.

Affiant

Sworn to and subscribed before me, a Notary Public, this 8th day of January, 2002.

Notary Public

My Commission Expires: 8/3/05

KIMBERLY A. ASHTON
NOTARY PUBLIC AT LARGE
MY COMM. EXP. 08-30-05
SHELBY CO., TN