Box 36

This transfer is exempt from real property transfer tax under Section 1146(c) of the Bankruptcy Code

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

James J. Caserio
Altheimer & Gray
10 S. Wacker Drive, Suite 4000
Chicago, Illinois 60606

Davidson County DEEDQC
Recvd: 05/30/02 11:20 4pgs
Fees:22.00 Taxes:0.00
20020530-0065582

PREPARED BY:

Matthew A. Shebuski
Skadden, Arps, Slate, Meagher & Flom (Illinois)
333 West Wacker Drive
Chicago, Illinois 60606

QUITCLAIM DEED

Pursuant to this QUITCLAIM DEED dated as of the 17th day of May, 2002, SERVICE MERCHANDISE COMPANY, INC., a Tennessee corporation ("Grantor"), for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable consideration in hand paid, hereby REMISES, RELEASES AND FOREVER QUITCLAIMS to JLP-MADISON LLC, an Ohio limited liability company, all of Grantor's right, title and interest in and to the following described real property in the City of Madison, County of Davidson, State of Tennessee:

See Exhibit A attached hereto and made a part hereof.

together with Grantor's right, title and interest in and to all of the improvements located thereon, and together with all and singular the rights, privileges and appurtenances thereto in any manner belonging to said Grantor.

Grantor hereby makes no warranties of any kind or nature whatsoever with respect to the real property conveyed by this Quitclaim Deed, whether express or implied, any and all such warranties being expressly disclaimed.

[Signature Page Follows]

IN WITNESS WHEREOF, Grantor has caused this Quitclaim Deed to be executed as of the date first set forth above.

SERVICE MERCHANDISE COMPANY, INC.,
a Tennessee corporation

By:_____
Name: C. Steven Moore
Its: Chief Administrative Officer

Grantor's Address:

7100 Service Merchandise Drive
Brentwood, Tennessee 37027

STATE OF TENNESSEE)
) SS.
COUNTY OF Williamson)

On this 17th day of May, in the year 2002, before me, the undersigned, a Notary Public in and for said County and State, personally appeared C. Steven Moore, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.



Signature Deborah Kay Henry
Deborah Kay Henry Williamson Co of TENNESSEE
Name (Typed or Printed)
Notary Public in and for said County and State

I hereby swear or affirm that, to the best of affiant's knowledge, information and belief, the actual consideration for this transfer is $4,400,000 *.

Affiant

Subscribed and sworn to before me this 17th day of May, 2002.

Notary Public

My commission expires: 11/13/04

"OFFICIAL SEAL"
WAYNE KIRK BENNETT
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 11/13/2004

Mail Subsequent Tax Bills To: (new owner)

JLP-Madison LLC
1800 Moler Road
Columbus, Ohio 43207
Attention: Vice President, Real Estate

Map & Parcel
026-00-0 124.00

* Notwithstanding such amount, this transfer is exempt from real property transfer tax under Section 1146(c) of the Bankruptcy Code.

2130 NORTH GALLATIN PIKE, MADISON, TN (SMC #94)

EXHIBIT A

Land in Davidson County, Tennessee, being Lot No. 5 as shown on the Final Plat, Rivergate Properties Ltd., of record in Book 6250, page 919, in the Register's Office for Davidson County, Tennessee, described as follows:

Beginning at a nail set on the east right-of-way line of Conference Drive, a 60- foot road, at the northwest corner of Lot 4, Rivergate Properties, Ltd., as recorded in Plat Book 6250, page 919, R.O.D.C., Tennessee, and the southwest corner of the herein described tract; thence, with the east right-of-way line of Conference Drive North 26 deg. 00 min. 12 sec. West 15.03 feet to an existing tack in lead; thence, with the south boundary line of Lot 6, Rivergate Properties, Ltd., the proposed south right-of-way of Hendersonville By-Pass, State route 386, North 64 deg. 10 min. 45 sec. East 30.99 feet to an existing nail; thence, North 25 deg. 50 min. 50 sec. West 673.80 feet to an iron pin set; thence, North 35 deg. 21 min. 26 sec. East 135.00 feet to an iron pin set; thence, North 55 deg. 43 min. 02 sec. East 386.40 feet to an iron pin set; thence, with the west boundary line of the property of the State of Tennessee, State Route 386, South 26 deg. 24 min. 34 sec. East 413.88 feet to an existing iron pin; thence, with the north boundary line of Lot 4, Rivergate Properties, Ltd., South 64 deg. 09 min. 10 sec. West 149.96 feet; thence, South 25 deg. 50 min. 50 sec. East 440.10 feet to an existing iron pin; thence, South 59 deg. 38 min. 51 sec. West 211.24 feet to a nail set; thence, North 25 deg. 50 min. 18 sec. West 60.01 feet to a nail set; thence, South 64 deg. 09 min. 36 sec. West 175.00 feet to the point of beginning. Together with Easement(s) appurtenant thereto as set forth in Book 6859, page 802, and Book 7535, page 132, in said Register's Office.

Being the same property conveyed to Service Merchandise Company, Inc. by Deed from Rivergate Properties, Ltd., of record in Book 6859, page 796, in the Register's Office for Davidson County, Tennessee.

INCLUDED in said property description, but EXCLUDED THEREFROM, is that property taken for highway purposes by Consent Judgment and Final Decree in the Sixth Circuit Court for Davidson County, Tennessee, at Nashville, Docket No. 88C-322, State of Tennessee, Petitioner, v. Service Merchandise Company, Inc., et al., of record in Book 8583, page 787, in the Register's Office for Davidson County, Tennessee, described as follows:

EXCLUSION: "Beginning at a point 70.5 feet right of paper located centerline of Conference Drive at station 23+63.81; thence with the proposed margin of Conference Drive, South 25 deg. 41 min. 15 sec. East 82.10 feet to a point; thence South 21 deg. 54 min. 32 sec. East 182.10 feet to a point; thence South 24 deg. 21 min. 12 sec. East 421 feet, more or less, to a point in the Rivergate Properties east boundary; thence with the said east boundary, North 25 deg. 51 min. 03 sec. West 670 feet, more or less, to a point; thence North 35 deg. 22 min. 01 sec. East 25 feet, more or less, to the point of beginning, and containing 0.149 acres."