THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC (DWS)
AmSouth Center
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-3001

SPECIAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
SB Properties, LP 5328 Heatherwood Drive Brentwood, Tennessee 37027-4387	Blockbuster of TN, Ltd. Store #91814-104 P.O. Box 381288 Germantown, TN 38183-1288	Map 135, Parcel 396

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, BLOCKBUSTER OF TENNESSEE, LTD, a Tennessee limited partnership (the "Grantor"), has bargained and sold, and by these presents does hereby transfer and convey, unto SB PROPERTIES, LP, a Tennessee limited partnership (the "Grantee"), its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, being more particularly described on Exhibit A attached hereto.

Without limiting the foregoing, said property is conveyed subject to the matters described on Exhibit B attached hereto.

TO HAVE AND TO HOLD said land with the appurtenances, hereditaments, estate, title, and interest thereto belonging to Grantee, its successors and assigns, forever.

Grantor further covenants and binds itself to warrant and forever defend the title to said land to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor (excluding claims arising out of the matters set forth on Exhibit B), but not further or otherwise.

Whenever used herein, the singular shall include the plural and the plural the singular and the use of any gender shall be applicable to all genders.

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Davidson County DEEDWARR
Recvd: 07/26/02 13:24 4pgs
Fees:23.00 Taxes:3330.00
20020726-0089970

IN WITNESS WHEREOF, the undersigned has executed this instrument to be executed as of the _____ day of June, 2002.

BLOCKBUSTER OF TENNESSEE, LTD
a Tennessee limited partnership

By: Southern Stores Video, Inc.
Its general partner

Robert L. Wenner, Secretary-Treasurer

STATE OF TENNESSEE)
COUNTY OF SHELBY)

Personally appeared before me, the undersigned, a Notary Public, Robert L. Wenner, with whom I am personally acquainted, who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Secretary-Treasurer of Southern Stores Video, Inc., the general partner of Blockbuster of Tennessee, Ltd., a Tennessee limited partnership, and is authorized by the partnership to execute this instrument on behalf of the partnership.

WITNESS my hand, at office, this 26th day of June, 2002.

Notary Public

DIANE H. SULLIVAN NOTARY PUBLIC AT LARGE SHELBY COUNTY, TENN.

My Commission Expires: Nov. 16, 2002

STATE OF TENNESSEE)
COUNTY OF Williamson)

The actual consideration for this transfer or value of property conveyed (whichever is greater) is $ 900,000.00.

Affiant

Sworn to and subscribed before me this 28 day of June, 2002.

Notary Public

GEORGE R. WOODS JR. NOTARY PUBLIC SUMNER COUNTY, TN EXP. 3/8/05

My Commission Expires: _____

2

EXHIBIT A
PROPERTY DESCRIPTION

Being a tract of land lying in Nashville, Davidson County, Tennessee, also being Lot Two on the Final Plat of Commercial P.U.D. No. 117-85-P Crossgate Village, as of record in Plat Book 9700, page 410, at the Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Commencing at an existing iron rod at the intersection of the southerly property line of the property of Johnny J. Baskin as of record in Deed Book 5335, Page 898, Register's Office for Davidson County, Tennessee and the westerly right-of-way line of Murfreesboro Road, width varies:

thence with the westerly right-of-way line of Murfreesboro Road South 17 degrees 44 minutes 25 seconds East, 510.28 feet to an iron rod set; said iron rod being the true point of beginning;

thence continuing with the westerly right-of-way line of Murfreesboro Road South 17 degrees 44 minutes 25 seconds East, 55.26 feet to an iron rod set in the westerly right-of-way line of Shumate Lane, 54 feet in width;

thence leaving the westerly right-of-way line of Murfreesboro Road with the westerly right-of-way line of Shumate Lane along a curve to the right, with an arc length of 46.97 feet, the radius of which is 30.00 feet, the central angle of which is 89 degrees 42 minutes 06 seconds, the chord of which is South 27 degrees 06 minutes 38 seconds West, 42.32 feet to an iron rod set;

thence along a curve to the left, with an arc length of 105.51 feet, the radius of which is 90.00 feet, the central angle of which is 67 degrees 10 minutes 12 seconds, the chord of which is South 38 degrees 22 minutes 35 seconds West, 99.57 feet to an iron rod set;

thence South 04 degrees 47 minutes 19 seconds West, 77.54 feet to an iron rod set at a corner common with the property of Crossgate Associates, L.P., as of record in Deed Book 10448, Page 388, Register's Office for Davidson County, Tennessee, also being Lot One on said Final Plat of Commercial P.U.D. No. 117-85-P Crossgate Village;

thence leaving the westerly right-of-way line of Shumate Lane with the easterly property line of Crossgate Associates, L.P., along a curve on the right, with an arc length of 57.28 feet, the radius of which is 35.00 feet, the central angle of which is 93 degrees 45 minutes 51 seconds, the chord of which is South 51 degrees 40 minutes 15 seconds West, 51.10 feet to an iron rod set;

thence North 81 degrees 26 minutes 50 seconds West, 128.24 feet to an iron rod set;

thence North 08 degrees 33 minutes 10 seconds East, 193.57 feet to an iron rod set;

thence North 72 degrees 15 minutes 25 seconds East, 219.27 feet to the point of beginning, containing 42.682 square feet (0.980 acres more or less), as surveyed by R. Scott Cherry, Tennessee Registered Surveyor No. 1512, of Cherry Land Surveying, dated December 22, 1998.

Being the same property conveyed to Blockbuster of Tennessee, Ltd., a Tennessee limited partnership by Special Warranty Deed from Crossgate Associates, L.P., a Georgia limited partnership of record in Book 11628, page 87, in the Register's Office of Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes for the year 2002 and subsequent years, a lien but not yet due and payable.

2. Subject to all matters as shown on the plat of record in Plat Book 9700, page 410, Crossgate Village, said Register's Office, including any and all revisions, corrections and/or amendments thereto of record.

3. Subject to clearance permit regarding the right to trim and cut trees around telephone and telegraph lines conveyed by A.B. Wright, Mrs. J.A. Wright and Mrs. Lillie L. Wright to Southern Bell Telephone and Telegraph Company, dated February 28, 1940, of record in Book 1117, page 400, Register's Office for Davidson County, Tennessee.

4. Subject to Right of Way for a public highway conveyed by Right of Way Deed from A.B. Wright and Lillie L. Wright to the State of Tennessee, for the use and benefit of the Department of Highways and Public Works dated November 18, 1958, of record in Book 2905, page 409, aforesaid Register's Office.

5. Subject to Easements and Rights retained in ordinance abandoning a portion of Shumate Lane in Metro Council Bill No. 086-1289.

6. Subject to Plan of record in Book 9700, Page 410

7. Subject to Conveyance of Sewer mains in Book 11444, Page 180.

8. Subject to Declaration of Easements, Covenants and Restrictions in Book 11444, Page 947.

9. Subject to Amendment to Declaration of Easements, Covenants and Restrictions in Book 11628, Page 77.