This transfer is exempt from real property transfer tax under Section 1146(c) of the United States Bankruptcy Code by order of the United States Bankruptcy Court for the Middle District of Tennessee, Nashville District

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

Stephan L. Cutler, Esq.
Klehr, Harrison, Harvey, Branzburg & Ellers, LLP
260 South Broad Street
Philadelphia, PA 19102-5003

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 9th day of August, 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 SM NEWCO ANTIOCH, LLC, a Delaware limited liability company, all of Grantor's right, title and interest in and to the following described real property in the City of Antioch, 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]

Davidson County DEEDQC
Recvd: 08/13/02 09:36 3pgs
Fees:17.00 Taxes:0.00
20020813-0097663

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: Senior Vice President

Grantor's Address:

7100 Service Merchandise Drive
Brentwood, Tennessee 37027

STATE OF Tennessee)
) SS.
COUNTY OF Williamson)

On this 5th day of August, 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.

NOTARY PUBLIC WILLIAMSON CO. TENN.

Signature: Tracey L. Hyans
Tracey L. Hyans
Name (Typed or Printed)
Notary Public in and for said County and State

Commission Expires: July 24, 2006

New owner

Mail Subsequent Tax Bills To:

SM Newco Antioch, LLC
7100 Service Merchandise dr
Brentwood TN, 37027
Attention: _____

Tax Assessor's Map and Parcel Numbers Map 163-0, Parcel 249

5301 HICKORY HILL PARKWAY, ANTIOCH, TN (SMC #186)

EXHIBIT A

LEGAL DESCRIPTION

Land in Davidson County, Tennessee, being bounded on the south by L & N Railroad, on the west by Bell Road, and on the north by Hickory Hollow Parkway, and further being Planned Commercial Tract B-1 as shown on the Plan of Hickory Hollow, Section Two (Revised), of record in Book 5200, page 34, as amended in Book 5262, page 215, Register's Office for Davidson County, Tennessee, more particularly described according to a survey of Barge, Waggoner, Sumner & Cannon (unrecorded), dated July 28, 1977, (File No. 4420-18), as follows: Beginning at the intersection of the northerly right-of-way of L & N Railroad with the easterly right-of-way of Bell Road; thence North 46 deg. 38 min. 55 sec. East, 487.91 feet to a point; thence with a curve to the right having a central angle of 0 deg. 59 min. 33 sec., a radius of 2,790.00 feet, 48.33 feet to a point of compound curvature; thence continuing with a curve to the right having a central angle of 89 deg. 13 min. 21 sec., a radius of 50.00 feet, 77.86 feet to a point in the southerly right-of-way of Hickory Hollow Parkway; thence with said Parkway, South 43 deg. 08 min. 11 sec. East, 457.00 feet to a point; thence South 46 deg. 51 min. 49 sec. West, 448.46 feet to a point in the northerly right-of-way of L & N Railroad; thence with said Railroad right-of-way, 50 feet from and parallel to the centerline of said Railroad, North 58 deg. 18 min. 50 sec. West, 523.67 feet to the point of beginning, and containing 6.00 acres, more or less, according to said survey.

Being the same property conveyed to Service Merchandise Company, Inc., a Tennessee corporation, by Special Warranty Deed from Hickory Hollow Mall, Inc., a Georgia corporation, and Intereal Company, a Tennessee corporation, together doing business as Hickory Hollow Associates, a joint venture, of record in Book 5270, page 363, in the Register's Office for Davidson County, Tennessee.

Commonly Known As: 5301 Hickory Hill Parkway, Antioch, TN