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:

Ankur Gupta, Esq.
Winston & Strawn
35 West Wacker Drive, Suite 4200
Chicago, Illinois 60601

PREPARED BY:

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

Davidson County DEEDQC
Recvd: 02/10/03 14:54 3pgs
Fees:17.00 Taxes:0.00
20030210-0018263

QUITCLAIM DEED

Pursuant to this QUITCLAIM DEED dated as of the 3rd day of ~~November~~ December, 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 LTCB NASHVILLE, 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 Nashville, 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 15th day of November, 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 Tracy J. Lyons
Tracy J. Lyons
Name (Typed or Printed)
Notary Public in and for said County and State

My Commission Expires: July 24, 2006

Address of new owner, and send tax bills to:
SM LTCB Nashville, LLC
c/o Developers Diversified Realty Corp.
3300 Enterprise Parkway
Beachwood, OH 44122

Map 133-9, Parcel 14
Map 133-10, Parcels 23, 36 & 37

433-435 MCNALLY DRIVE, NASHVILLE, TN (SMC #985)

EXHIBIT A
Legal Description

TRACT 1:

A tract of land lying in the 28th Councilmanic District of Nashville, Davidson County, Tennessee, being more particularly described as follows:

BEGINNING at the Northwest corner of Lot 47, Section #18 of "Allied Industrial Park" of record in Plat Book 4885, page 167, Register's Office for Davidson County, Tennessee.

Thence South 23 degrees 57'42" East, 272.74 feet to a point;
Thence North 83 degrees 33'03" West, 521.26 feet to a point;
Thence North 13 degrees 02'27" West, 69.18 feet to a point;
Thence North 76 degrees 55'58" East, 183.79 feet to a point;

Thence with a curve to the left, said curve having a radius of 1349.10 feet, a distance of 257.50 feet to the Point of Beginning. Based on a survey dated 03-06-91, #91-031, prepared by Michael V. Holmes & Associates, Inc.

Being the same property conveyed to Service Merchandise Company, Inc., a Tennessee corporation, by deed from R.L. Eatherly recorded in Book 8336, page 366, Register's Office for Davidson County, Tennessee.

TRACT 2:

Beginning at a point in the southerly margin of McNally Drive, 842.17 feet from the westerly margin of Nolensville Road, thence, leaving said drive, S 13°04' E, 69.13 feet to a point; thence, S 83°37'45" E, 668.00 feet to a point; thence, S06°22'15" W, 335.00 feet to a point in the northerly margin of the L&N Railroad; thence, along said railroad, N83°37'45"W, 1413.90 feet to a point; thence N02°39'00"E, 262.85 feet to a point in the southerly margin of McNally Drive; thence, with McNally Drive, S87°21'00"E, 274.89 feet to a point, the beginning of a curve to the left; thence, with said curve to the left having a central angle of 15°43'00" a radius of 116.80 feet and a distance of 306.35 feet to a point; thence, N76°56'00"E, 176.55 feet to the point of beginning, containing 456,969 square feet or 10.491 acres.

Being the same property conveyed to Service Merchandise Company, Inc., a Tennessee corporation, by deed from FAISUE, a partnership, recorded in Book 6362, page 78, Register's Office for Davidson County, Tennessee.