MAP-PARCEL NUMBERS:
92-16-72

PREPARED BY:
Mark A. Todd, Esq.
Jenkens & Gilchrist
3200 Allied Bank Tower
Dallas, Texas 75202

ADDRESS OF NEW OWNER:
RepublicBank Dallas,N.A.
P. O. Box 655961
Dallas, Texas 75265-5961

SEND TAX BILLS TO:
RepublicBank Dallas, N.A.
P. O. Box 655961
Dallas, Texas 75265-5961

SPECIAL WARRANTY DEED

BOOK 7307 PAGE 456

THE STATE OF TENNESSEE §
§ KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF DAVIDSON §

THAT ALICE G. RUSSELL ("Grantor"), an individual resident of Davidson County, Tennessee, for and in consideration of the sum of TEN DOLLARS ($10.00) and other good and valuable consideration to it in hand paid by FIRST REPUBLICBANK DALLAS, N.A. ("Grantee"), a national banking association, whose address is Pacific and Ervay Streets, P.O. Box 225961, Dallas, Texas 75265, the receipt and sufficiency of which is hereby acknowledged and confessed, has GRANTED, BARGAINED, SOLD and CONVEYED, and by these presents does hereby GRANT, BARGAIN, SELL and CONVEY, unto Grantee all of the following described real property in Davidson County, Tennessee, together with all of Grantor's right, title and interest, if any, in and to all improvements and fixtures located thereon, and all and singular the benefits, privileges, easements, tenements, hereditaments and appurtenances thereon or in anyway appertaining thereto, and any and all right, title and interest of Grantor in and to adjacent roads and rights-of-way, (said real property, improvements, rights and appurtenances being herein collectively referred to as the "Property"), to wit:

Land in Davidson County, Tennessee, being Lot No. 40 on the Plan of Williams Subdivision of lot 159 of the Boyd Home Tract, as of record in Book 161, page 42, Register's Office for said County.

Said Lot No. 40 fronts 77.21 feet on the northwesterly side of Broadway, formerly Broad Street, and extends back 247.20 feet on the southwesterly line with the northeasterly margin of a 15 foot alley and 224.36 feet more or less on the northeasterly line to an alley measuring 74.99 feet thereon.

Being the same property conveyed to William J. Russell and wife, Alice Russell, by deed from Lillian S. Almond and husband, William F. Almond, of record in Book 2335, page 467, Register's Office for Davidson County, Tennessee; the said William J. Russell having since died.

By its acceptance of this Special Warranty Deed, Grantee intends for the fee simple estate conveyed hereby to merge with the leasehold estate existing by virtue of that certain Lease Agreement (the "Lease") dated August 10, 1966, executed by and between William J. Russell, and wife, Alice G. Russell, as lessors, and Jas. A. Baker, as lessee, recorded in Book 4237, page 21, Register's Office of Davidson County, Tennessee, said Lease having been assigned by Jas. A. Baker to Katherine L. Hume and J. L. Spurlock, by instrument recorded in Book 4282, page 656, Register's Office of Davidson County, Tennessee, and further assigned by Katherine L. Hume to J. L. Spurlock, by instrument recorded in Book 4969, page 712, Register's Office of Davidson County, Tennessee, and further assigned by J. L. Spurlock to Ireland's Restaurants, Inc., by instrument recorded in Book 4969, page 725, Register's Office of Davidson County, Tennessee, and further assigned by Ireland's Restaurants, Inc. to Quinn-L Corporation by instrument recorded in Book 5290, page 535, Register's Office of Davidson County, Tennessee, said Lease being

supplemented by that certain Supplement to Lease Agreement (the "Supplement to Lease Agreement"), dated November 9, 1968, executed by and between William J. Russell and wife, Alice G. Russell, as lessor, and Katherine L. Hume and J. L. Spurlock, as lessee, recorded in Book 5777, page 143, Register's Office of Davidson County, Tennessee, said Lease being extended by that certain Notice of Exercise executed by Quinn-L Corporation to Alice G. Russell, dated January 31, 1985, recorded in Book 6493, page 725, Register's Office of Davidson County, Tennessee, whereby Quinn-L Corporation, as lessee, exercised the option to extend the terms of such Lease to December 31, 2016, and as assigned by that certain Assignment of Lease dated September 5, 1986, executed by Quinn-L Corporation to and in favor of RepublicBank Dallas, N.A., the predecessor in interest to Grantee, recorded in Book 7025, Page 8, Register's Office, Davidson County, Tennessee.

This conveyance is made subject to the exceptions set forth on Exhibit "A", attached hereto and made a part hereof for all purposes, but only to the extent they are valid, subsisting and affect or relate to the Property.

TO HAVE AND TO HOLD the Property together with all and singular the rights and appurtenances thereto in anyway belonging unto Grantee, its successors and assigns, forever, and Grantor does hereby bind herself, and her heirs, personal representatives, successors and assigns, to WARRANT AND FOREVER DEFEND, all and singular the Property subject as aforesaid, unto Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under Grantor, but not further or otherwise.

IN WITNESS WHEREOF, this Special Warranty Deed has been executed by Grantor on the 23rd day of July, 1987.

GRANTOR:

Alice G. Russell

STATE OF TENNESSEE §
§
DAVIDSON COUNTY §

On this 23rd day of July, 1987, before me personally appeared ALICE G. RUSSELL, to me known (or proved to me on the basis of satisfactory evidence) to be the person described in and who executed the foregoing instrument, and acknowledged that she executed the foregoing instrument as her free act and deed.

Notary Public

My Commission Expires:

10-24-88

EXHIBIT "A"

1. General or special taxes and assessments required to be paid in the year 1987 and subsequent years, not yet due and payable.

2. Deed of Trust dated November 16, 1983 executed by Nashville/SML, Inc., Centre Limited Partnership to Curtis R. Hawley, Trustee, of record in Book 6177, page 109, as amended by instrument recorded in Book 6626, page 885 and as amended by instrument recorded in Book 6721, page 766, Register's Office of Davidson County, Tennessee, to secure to RepublicBank Dallas, N.A. an indebtedness represented by a promissory note in the amount of $2,400,000.00, and any other sums which may be and become payable under the terms thereof, including but not limited to principal, interest and service fees.

3. Extension Agreement to Deed of Trust of record in Book 6680, page 235, Register's Office of Davidson County, Tennessee.

4. Michael E. Goldstein appointed as Successor Trustee by Appointment of Substitute Trustee of record in Book 6852, page 372, Register's Office of Davidson County, Tennessee.

5. Financing Statement of record in Book 6182, page 918, Register's Office of Davidson County, Tennessee.

6. Restrictive covenants contained in instrument of record in Book 5777, page 156, Register's Office of Davidson County, Tennessee.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $282,500.00.

Nelle S. Hunt
Affiant

Subscribed and sworn to before me, this the 24th day of July, 1987.

Notary Public

My Commission expires: March 11, 1991

4973

IDENTIFICATION REFERENCE

JUL 27 1 53 PM '87

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 7307 PAGE 459

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
		28,500.00-	CASH	
		791.00	CHECK	
		.50	MISC	
		9.00	REC	
			CHECK 800.00-	
		467SAU772787	DW	.01

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

4 9 7 1 3

IDENTIFICATION REFERENCE

JUL 27 1 54 PM '87

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 108551