File box #52

4311S.TN

BOOK 7898 PAGE 338

SPECIAL WARRANTY DEED

Made July 25, 1989

By

Steak and Ale of Tennessee, Inc.

as Grantor,

9305 07/27 0101 03CHECK 3029.56

to

S & A Properties Corp.

as Grantee,

Unit No. 4311S

Address New Owner:	Send Tax Bills To:	Map-Parcel Number:
12404 Park Central Drive Dallas, TX 75251	Same, Attention: Legal Department	Map 120-1, Parcel 144

This Instrument was Prepared by and After Recording Should be Returned to:

Linda L. Walters, Esquire
Dechert Price & Rhoads
3400 Centre Square West
1500 Market Street
Philadelphia, PA 19102

5257 4

TENNESSEE REAL ESTATE TRANSFER

JUL 27 10 32 AM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

SPECIAL WARRANTY DEED

Made July 25, 1989 by STEAK AND ALE OF TENNESSEE, INC., a Nevada corporation, having an office at 12404 Park Central Drive, Dallas, Texas 75251 ("Grantor"), to S & A PROPERTIES CORP., a Delaware corporation ("Grantee").

TO WITNESS:

IN CONSIDERATION OF the sum of Nine Hundred Thirteen Thousand Two Hundred Dollars ($913,200.00) and other good and valuable consideration paid, or to be paid Grantor hereby grants and conveys with special warranty covenants unto Grantee, its successors and assigns, fee simple title to the premises (the "Property") consisting of (i) the parcel of land described on Exhibit "A" attached hereto (the "Land"), (ii) all buildings, structures and other improvements constructed upon the Land (collectively, the "Improvements"), (iii) all easements, rights and appurtenances relating to the Land and the Improvements, and (iv) all equipment, machinery, fixtures, and other items of real property, including all components thereof, now or hereafter located in, on and used in connection with, the Improvements or necessary to the operation or maintenance thereof, which are now or hereafter owned by Grantor, including, without limitation, all furnaces, boilers, heaters, electrical equipment, heating, plumbing, ventilating, refrigerating, water disposal, air-cooling and air-conditioning apparatus, sprinkler systems and fire and theft protection equipment and which constitute real estate under the laws of the state where the Land is located, together with all replacements, modifications, alterations and additions thereto.

TO HAVE AND TO HOLD the Property together with all appurtenances and hereditaments thereunto belonging or in any way appertaining to Grantee, its successors and assigns, forever.

GRANTOR covenants and binds itself and its successors to warrant specially and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful claims of all persons claiming through and under Grantor, but not further or otherwise.

IN WITNESS WHEREOF, Grantor has caused this Deed to be duly executed and delivered to the Grantee on the date first above written.

STEAK AND ALE OF TENNESSEE, INC.

By: _____
Name: MARCI M. MCLEAN
Title: Senior Vice President

STATE OF NEW YORK :
ss.
COUNTY OF New York :

Personally appeared before me, a Notary Public, Marci M. McLean with whom I am personally acquainted, and who acknowledged that (s)he executed the within instrument for the purposes therein contained, and who further acknowledged that (s)he is the Senior Vice President of Steak and Ale of Tennessee, Inc., a Nevada corporation, and is authorized by the corporation to execute this instrument on behalf of the corporation.

WITNESS my hand, at office, this 25 day of July, 1989.

_____ [Seal]
Notary Public

HOWARD S. SCHRADER
Notary Public, State of New York
No. 24-4862716
Qualified in Kings County
Commission Expires May 27, 1990

My commission expires:
5/27/90

STATE OF NEW YORK :
COUNTY OF New York: ss.

The actual consideration or value (whichever is greater) for this transfer is $913,200.00.

Affiant (an agent or representative of the Grantee herein)

Subscribed and sworn to before me, this 25 day of July, 1989.

Notary Public [Seal]

HOWARD S. SCHRAGER
Notary Public, State of New York
No. 24-4862716
Qualified in Kings County
Commission Expires May 27, 1990

My commission expires:
5/27/90

Unit #4311/S

Exhibit "A"

LEGAL DESCRIPTION OF REAL ESTATE
LOCATED IN DAVIDSON COUNTY, TENNESSEE

Being Lot No. 1 on the Plan of Glengarry Park Commercial Development, Section III, as of record in Book 4300, Page 9, as revised in Book 4300, Page 51, Register's Office of Davidson County, Tennessee, and described as follows:

Beginning at an iron pin corner common with Sixth NCS Realty Company in the south right-of-way line of Murfreesboro Pike, said point being 210 feet West of the centerline of Glengarry Drive;

Thence, with Sixth NCS Realty Company, South 41 deg 11 min 00 sec West 200.00 feet to an iron pin corner common with Consolidated Capital Properties III;

Thence, with Consolidated Capital Properties III, South 41 deg 14 min 00 sec West 43.90 feet to an iron pin corner;
Thence, North 48 deg 56 min 00 sec West 149.97 feet to an iron pin corner common with Third National Bank, Trustee;

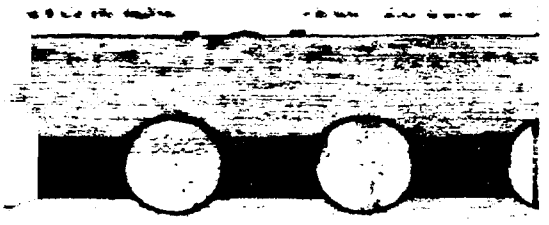
Thence, with Third National Bank, Trustee North 41 deg 11 min 00 sec East 226.20 feet to an iron pin in the south right-of-way line of Murfreesboro Pike;

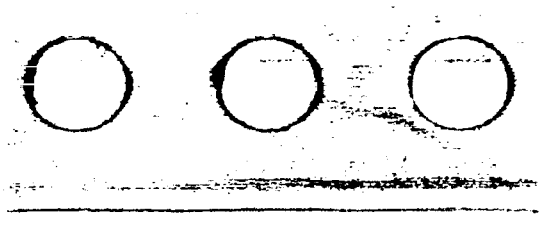
Thence, with the south right-of-way line Murfreesboro Pike the following bearings and distances:
Thence, South 48 deg 49 min 00 sec East 24.80 feet to an iron pin;
Thence, North 86 deg 11 min 00 sec East 25.46 feet to an iron pin;
Thence, South 48 deg 49 min 00 sec East 107.20 feet to the point of beginning.

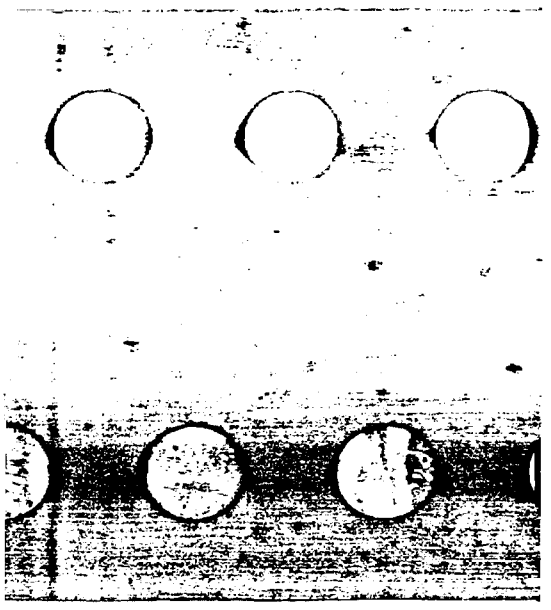
BEING the same Property conveyed to Grantor by deed dated December 18, 1975 from United National Corporation of record in Book 4983, page 576&c. in the Register's Office, Davidson County, Tennessee.

This Property is improved property known as: 1183 Murfreesboro Pike, Nashville, Tennessee.

RECORDER'S MEMO
Legibility of Writing, Typing or Printing in this Document Unsatisfactory When Received.







OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 7898 PAGE 343

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL
				CAMT 913200.00
				CON TX 3013.56
				PRFEE 1.00
				WDEED 15.00
				TOTAL 3029.56
				CHECK 3029.56

07/27/89 01 10:34 0001 9305

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

5.2574

IDENTIFICATION REFERENCE

JUL 27 10 32 AM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY

No. 232926