File box #52

4315B.TN

BOOK 7898 PAGE 344

SPECIAL WARRANTY DEED

Made July 25, 1989

By

Steak and Ale of Tennessee, Inc.

as Grantor,

to

S & A Properties Corp.

as Grantee,

Unit No. 4315B

Address New Owner:	Send Tax Bills To:	Map-Parcel Number:
12404 Park Central Drive Dallas, TX 75251	Same, Attention: Legal Department	Map 106-1, Parcel 143

5257 5

IDENTIFICATION

JUL 27 10 33 AM '89

FELIX Z. WILSON II REGISTER

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

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 One Million Six Hundred Forty-Nine Thousand Dollars ($1,649,000.00) 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: MARCUS G. MOLA
Title: Senior Vice President

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

Personally appeared before me, a Notary Public, _____ Howard M. Nolan 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 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

My commission expires:
5/27/90

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

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

The actual consideration or value (whichever is greater) for this transfer is $1,649,000.00.

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. 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

Unit #4315/B

Exhibit "A"

LEGAL DESCRIPTION OF REAL ESTATE LOCATED IN DAVIDSON COUNTY, TENNESSEE

Being a parcel of land lying in Davidson County, Tennessee, and being Lot No. 1 on the Plan of Spartan Industries Shopping Center as of record in Plat Book 5200, Page 152, Register's Office of Davidson County, Tennessee, and being bounded on the west and south by First American National Bank, on the north by Murfreesboro Pike and on the east by Bass Nashville Airport and being more particularly described as follows:

Beginning at an iron pin corner common with First American National Bank in the south right-of-way line of Murfreesboro Pike, said point being 465.00 feet, more or less, east of the east right-of-way return of Murfreesboro Pike at Foothill Drive;

Thence, with the south right-of-way of Murfreesboro Pike South 50 deg 15 min 00 sec East 150.00 feet iron pin corner common with Bass Nashville Airport;

Thence, with Bass Nashville Airport, South 39 deg 38 min 00 sec West 150.00 feet to an iron pin corner common with First American National Bank;

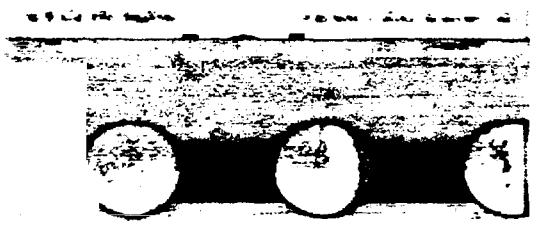
Thence, with First American National Bank the following bearings and distances:
Thence, North 50 deg 15 min 00 sec West 150.31 feet to an iron pin;
Thence, North 39 deg 45 min 00 sec East 150.00 feet to the point of beginning.

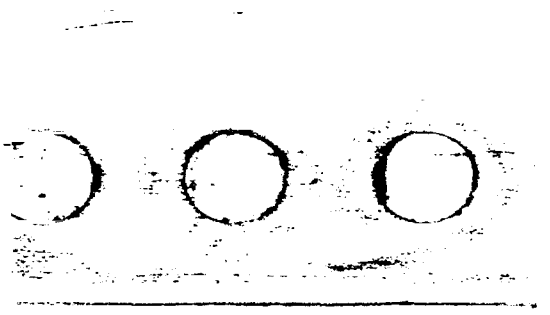
TOGETHER WITH the rights contained in that certain Exclusive Parking Easement recorded in Deed Book 5417, page 443 in the Register's Office, Davidson County, Tennessee

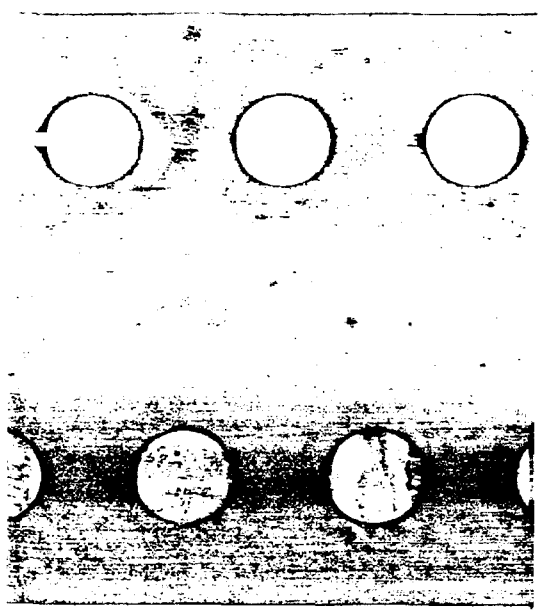
BEING the same Property conveyed to Grantor by deed dated June 18, 1981 from Taro Properties Incorporated of record in Book 5762, page 264&c. in the Register's Office, Davidson County, Tennessee.

This Property is improved property known as: 975 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 349

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
1649000.00
CON TX 5441.70
PRFEE 1.00
WDEED 15.00
TOTAL 5457.70
CHECK 5457.70

07/27/89 01 10:35 0001 9306

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

5.2575.

IDENTIFICATION REFERENCE

JUL 27 10 33 AM '89

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 232927