THIS INSTRUMENT PREPARED BY:
STEWART & BLACK, ATTORNEYS
333 SOUTH GALLATIN ROAD
MADISON, TN 37115

ADDRESS NEW OWNER:

LUBY'S CAFETERIAS, INC.
P.O. Box 33069
San Antonio, Texas 78265

SEND TAX BILLS TO:

SAME

MAP/PARCEL NUMBER:

MAP 62, P/O PARCEL 23.02
(ASSESSED AS PARCEL 167)

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER, IS $1,087,605.00.

AFFIANT

Subscribed and sworn to me, this the 13 day of SEPTEMBER, 1995.

Notary Public
My commission expires: 5-11-96

DENISE C. ALLIS NOTARY PUBLIC AT LARGE SUMNER COUNTY, TENNESSEE

95 SEP 15 PM 12:23
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

IDENTIF. ▲ REFERENCE
100645

WARRANTY DEED

FOR AND IN CONSIDERATION OF THE SUM OF TEN AND no/100 ($10.00) DOLLARS, cash in hand paid and other good and valuable considerations, the receipt and sufficiency of which are hereby expressly acknowledged, WE, JIM B. SMITH, MARRIED, WILLIAM E. OAKES, MARRIED, CORINNE T. OAKES, UNMARRIED, ANITA O. TATE, UNMARRIED, AND DIANE O. FLUHR PASTORE, MARRIED, hereinafter referred to as GRANTORS, have this day bargained and sold, and do hereby transfer and convey unto the said LUBY'S CAFETERIAS, INC., hereinafter referred to as GRANTEE, ITS successors and assigns, certain real estate in DAVIDSON County, Tennessee, being more particularly described in Exhibit "A", which is attached hereto and incorporated herein by reference, together with all right, title and interest of GRANTORS in and to any easements and rights-of-way adjoining or abutting said real estate and any covenants and other rights appurtenant thereto (the "Property"). This conveyance of the "Property", and all covenants and warranties contained herein, are made expressly subject to the exceptions and other matters set forth in Exhibit "B", which is attached hereto and incorporated herein by reference, but otherwise GRANTORS are conveying the herein property in "as is" condition.

This is unimproved property Phase 5, Music Valley PUD, Nashville, TN.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest belonging to the said GRANTEE, its successors and assigns forever, WE covenant that WE ARE lawfully seized and possessed of said real estate in fee simple, have a good right to convey it, and that the same is unencumbered except to the extent otherwise set forth in Exhibit "B" hereto.

DOROTHY P. SMITH, wife of Jim B. Smith, JEANINE N. OAKES, wife of William E. Oakes, and CHARLES LOUIS PASTORE, JR., husband of Diane O. Fluhr Pastore, join in the herein conveyance for the sole purpose of conveying any right, title and interest they may have in and to the property described herein, marital or otherwise.

WE further covenant and bind OURSELVES AND OUR heirs and representatives, to warrant and forever defend the title to said GRANTEE, ITS successors and assigns, against the lawful claims of all persons.

WITNESS OUR HANDS this 13TH day of SEPTEMBER, 1995.

Jim B Smith
JIM B. SMITH

Dorothy P. Smith
DOROTHY P. SMITH

William E. Oakes
WILLIAM E. OAKES

Jeannine N. Oakes
JEANINE N. OAKES

Corinne T. Oakes
CORINNE T. OAKES

Anita O. Tate
ANITA O. TATE

Diane O. Fluhr Pastore
DIANE O. FLUHR PASTORE

Jeannine N. Oakes
Dolores C. Jany
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires June 23, 1997

CHARLES LOUIS PASTORE, JR.

STATE OF TENNESSEE :

COUNTY OF DAVIDSON :

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, JIM B. SMITH AND WIFE, DOROTHY P. SMITH, the within named BARGAINORS, with whom I am personally acquainted (or who proved TO ME upon satisfactory evidence), and who acknowledged that THEY executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at MADISON, Tennessee, on this the 13 day of SEPTEMBER, 1995.

Denise C. Allis
notary public

DENISE C. ALLIS NOTARY PUBLIC AT LARGE SUMNER COUNTY TENNESSEE

My commission expires: 5-11-96

STATE OF TENNESSEE :

COUNTY OF DAVIDSON :

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, WILLIAM E. OAKES AND WIFE, JEANINE N. OAKES, the within named BARGAINORS, with whom I am personally acquainted (or who proved TO ME upon satisfactory evidence), and who acknowledged that THEY executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at MADISON, Tennessee, on this the 13 day of SEPTEMBER, 1995.

Denise C. Allis
notary public

DENISE C. ALLIS NOTARY PUBLIC AT LARGE SUMNER COUNTY TENNESSEE

My commission expires: 5-11-96

STATE OF TENNESSEE :

COUNTY OF DAVIDSON :

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, CORINNE T. OAKES, the within named bargainor, with whom I am personally acquainted (or who proved TO ME upon satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at MADISON, Tennessee, on this the 13 day of September, 1995.

Denise C. Allis
notary public

DENISE C. ALLIS NOTARY PUBLIC AT LARGE SUMNER COUNTY TENNESSEE

My commission expires: 5-11-96

STATE OF TENNESSEE :

COUNTY OF DAVIDSON :

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, ANITA O. TATE, the within named BARGAINORS, with whom I am personally acquainted (or who proved TO ME upon satisfactory evidence), and who acknowledged that SHE executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at MADISON, Tennessee, on this the 13 day of SEPTEMBER, 1995.

Denise C. Allis
notary public

DENISE C. ALLIS NOTARY PUBLIC AT LARGE SUMNER COUNTY TENNESSEE

My commission expires: 5-11-96

STATE OF TENNESSEE :

COUNTY OF DAVIDSON :

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, DIANE O. FLUHR PASTORE AND HUSBAND, CHARLES LOUIS PASTORE, JR., the within named BARGAINORS, with whom I am personally acquainted (or who proved TO ME upon satisfactory evidence), and who acknowledged that THEY executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at MADISON, Tennessee, on this the ____ day of SEPTEMBER, 1995.

notary public

My commission expires:_____

DIANE O. FLUHR PASTORE & CHARLES LOUIS PASTORE JR HAVE APPEARED BEFORE ME ON THIS SEPT. 12. 1995 IN THE STATE OF NEW JERSEY COUNTY OF MONMOUTH.

DOLORES C. JANY
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires June 23, 1997

Dolores C. Jany

STATE OF NEW JERSEY :

COUNTY OF MONMOUTH :

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, DIANE O. FLUHR PASTORE AND HUSBAND, CHARLES LOUIS PASTORE, JR., the within named bargainors, with whom I am personally acquainted (or who proved TO ME upon satisfactory evidence), and who acknowledged that they executed the within instrument for the purposes therein contained.

WITNESS my hand and official seal at MIDDLETOWN, NEW JERSEY, on this the 12th day of September, 1995.

Dolores C. Jany

notary public

My commission expires:

DOLORES C. JANY
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires June 23, 1997

DOLORES C. JANY NOTARY PUBLIC NEW JERSEY

EXHIBIT 'A'

BEING Phase 5 on the Final Plat of Music Valley P.U.D., of record in Plat Book 7900, page 887, Register's Office for Davidson County, Tennessee, more particularly described as per the Survey of Dale & Associates, Allen R. Trumbo, Registered Land Surveyor No. 1127, dated July 5, 1995, and last revised July 28, 1995, as follows:

Beginning at an iron rod situated in the common line between Phase Five as shown on the Final Plat of Music Valley P.U.D., of record in Plat Book 7900, page 887, R.O.D.C., Tennessee, and the property conveyed to Lodgings, Inc., of record in Book 6953, page 939, R.O.D.C., Tennessee, said point also being located in the westerly margin of Music Valley Drive; thence, with the westerly margin of Music Valley Drive, along a curve to the right, having a central angle of 06 degrees 17 minutes 10 seconds, a radius of 1938.95 feet, a length of 212.73 feet, a chord which bears S 23 degrees 09 minutes 10 seconds E, for a distance of 212.73 feet to a point; thence, leaving said road, along the center of a 50—foot non exclusive ingress and egress easement having a central angle of 26 degrees 52 minutes 15 seconds, a radius of 217.06 feet, a length of 101.80 feet, a chord which bears S 88 degrees 44 minutes 31 seconds W, for a distance of 100.87 feet to a point; thence, N 77 degrees 49 minutes 31 seconds W, a distance of 160.08 feet to a point; thence, around a curve to the left, having a central angle of 60 degrees 52 minutes 58 seconds, a radius of 200.00 feet, a length of 212.52 feet, a chord which bears S 71 degrees 44 minutes 01 seconds W, for a distance of 202.66 feet to a point; thence, leaving said easement, N 48 degrees 42 minutes 26 seconds W, a distance of 61.04 feet to an iron rod situated in the easterly line of phase one as shown on the aforementioned subdivision plat of Music Valley P.U.D.; thence, along said line, N 10 degrees 55 minutes 22 seconds E, a distance of 270.00 feet to an iron rod in the southerly line of the aforementioned Lodgings, Inc., property; thence S 77 degrees 48 minutes 57 seconds E, a distance of 369.19 feet to the point of beginning and containing 2.20 acres of land, more or less.

Being a portion of the same property in which a two–thirds (2/3) undivided interest was conveyed to Oakes & Smith Realty Co., Inc., and a one–third (1/3 undivided interest was conveyed to Eldon W. Smith by Warranty Deed from Fannie Miller, of record in Book 4546, page 287, Register's Office for Davidson County, Tennessee. Oakes & Smith Realty Co., Inc., subsequently conveyed its two–thirds undivided interest to A.V. Oakes and Jim B. Smith. Eldon W. Oakes subsequently died intestate, his one–third (1/3) undivided interest having been inherited by Mary Margaret Oakes, Ellen Lisa Oakes and Rita Oakes Price. A.V. Oakes died testate and by his will of record in Will Book 48, page 132, County Court Clerk's Office of Williamson County, Tennessee and further of record in Book 6436, page 190, Register's Office for Davidson County, Tennessee, his undivided one–third (1/3) interest was devised to Corinne T. Oakes, the said Corinne T. Oakes having disclaimed and renounced a 43/95 percent interest in said one–third (1/3) interest by executing and filing a Disclaimer of Interest in Decedent's Estate with the County Court of Williamson County, Tennessee, said instrument being of record in Book 6438, page 196, Register's Office for Davidson County, Tennessee resulting in this one–third (1/3) interest vesting 56.05 percent in Corinne T. Oakes and 43.95 percent of said one–third (1/3) interest in William E. Oakes, Anita O. Tate and Diane O. Fluhr Pastore. Mary Margaret Oakes, Rita Oakes Price and Ellen Lisa Oakes conveyed their one–third (1/3) interest to William E. Oakes by Warranty Deed of record in Book 9450, page 691, said Register's Office, all resulting in the fee ownership being now vested as follows: One–third (1/3) undivided interest in Jim B. Smith; one–third (1/3) undivided interest in William E. Oakes; and a one–third (1/3) undivided interest in Corinne T. Oakes (56.05%) and William E. Oakes, Anita O. Tate and Diane O. Fluhr Pastore (43.95%).

TOGETHER WITH ALL RIGHTS OF GRANTEE IN AND TO THOSE CERTAIN RESTRICTIVE COVENANTS AS SET FORTH IN BOOK 9796, PAGE 78, REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE RELATING TO THE ADJOINING PHASE 4.

EXHIBIT 'B'

1. Real property taxes for 1996 and all future years.

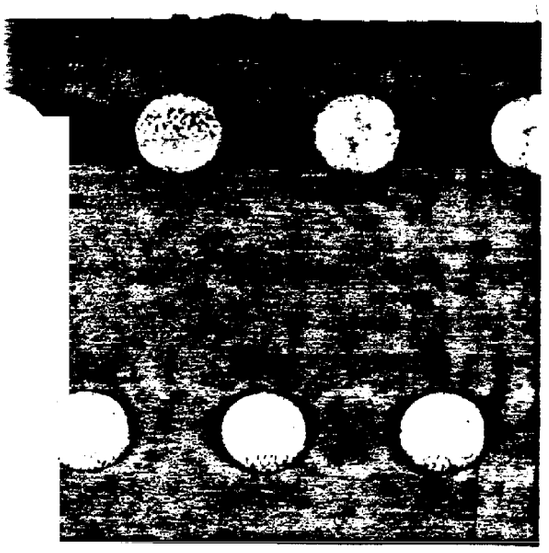
2. All matters set forth on the Plan of record in Plat Book 7900, page 887, said Register's Office, including any and all easements, setback lines, as shown thereon and all notes contained thereon.

3. Declaration of Easements, Covenants, Conditions, Restrictions and Owners Association for Music Valley Planned Unit Development, of record in Book 9582, page 690, said Register's Office.

4. Deeds to Department of Water and Sewerage Services for water lines and sanitary sewers of record in Book 4842, page 164, and Book 4842, page 181, said Register's Office.

5. All matters as shown on Boundary and Topographic Survey of Dale & Associates, Allen R. Trumbo, Registered Land Surveyor, No. 1127, dated July 5, 1995, and last revised July 28, 1995.

4485 09/15 0101 03CHECK 4049.14



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

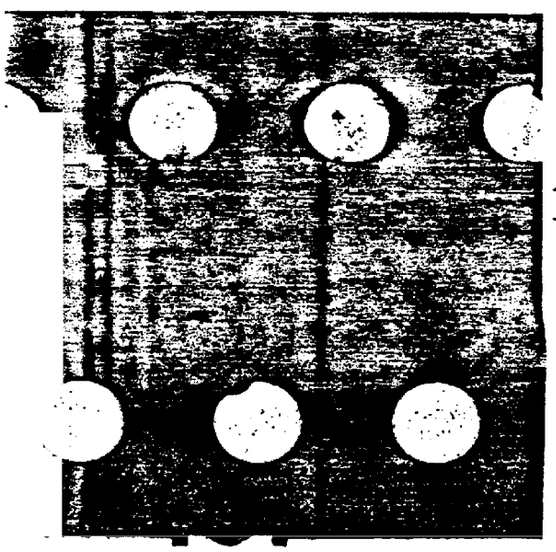
RECEIVED OF _____

FOR _____

BOOK 9796 PG 90

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



CAMT
~~1087605.00~~
RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

CON TX	4024.14
PRFEE	1.00
WDEED	24.00
TOTAL	4049.14
CHECK	4049.14

09/15/95 01 12:25 0001 4485

0100645
IDENTIF. ↑ REFERENCE

95 SEP 15 PM 12:23
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 953340