THIS INSTRUMENT PREPARED BY
AND WHEN RECORDED RETURN TO:
Joseph Pulaski, Esq.
Weycer, Kaplan, Pulaski
& Zuber, P.C.
11 Greenway Plaza
1400 Summit Tower
Houston, Texas 77046

BOOK 10356 PG 106

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 18th day of February, 1997, by and between **GMRI, INC., a Florida corporation (formerly known as General Mills Restaurants, Inc.)** ("Grantor"), and **LANDRY'S SEAFOOD HOUSE - MEMPHIS, INC., a Tennessee corporation** ("Grantee");

WITNESSETH:

THAT, for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey, and confirm unto Grantee the real estate, situated and being in the City of Nashville, County of Davidson, State of Tennessee, described in Exhibit "A" attached hereto and incorporated herein by reference.

This being the same real estate conveyed to Grantor by Deed recorded in Book 9371, Page 639, Register's office for Davidson County, Tennessee.

General Mills Restaurants, Inc. did change its name to GMRI, Inc. by Amendment to its Articles Incorporation filed April 3, 1995, with the Secretary of State of Florida.

TO HAVE AND TO HOLD the aforesaid real estate together with all the appurtenances and hereditaments thereunto belonging or in anywise appertaining unto Grantee, its successors and assigns in fee simple forever;

AND Grantor does hereby covenant with Grantee that Grantor is lawfully seized in fee of the aforedescribed real estate; that Grantor has good right to sell and convey the same; that the same is unencumbered except for those matters set forth in Exhibit "B" attached hereto and incorporated herein by reference, to all of which this conveyance is expressly made subject; and that the title and quiet possession thereto Grantor will warrant and forever defend against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise.

The words "Grantor" and "Grantee" as used herein shall bean "Grantors" or "Grantees" if more than one person or entity is referred to, and pronouns shall be construed according to their gender and number according to the context thereof.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by and through its duly-authorized officer on the day and year first above written.

GMRI, INC., a Florida corporation
(formerly known as General Mills Restaurants, Inc.)

By: _____
Richard D. Halterman, Senior Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of February, 1997 by RICHARD D. HALTERMAN, the Senior Vice President of GMRI, INC., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

Glenda Diane Kelley (Signature)
_____ (Print or Type Name)
Notary Public _____ (Title or Rank)
_____ (Serial/Commission Number)
My Commission Expires:

(NOTARY'S SEAL)

GLENDA DIANE KELLEY
MY COMMISSION # CC317467 EXPIRES
September 21, 1997
BONDED THRU TROY FAIN INSURANCE, INC.

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RECORDING DATA ONLY

Property Address:

1919 Gallatin Pike Road
Nashville, Tennessee 37115

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $1,500,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Carl H Ouch
Affiant

Tax Identification No.:
034-02-105

SUBSCRIBED and SWORN TO before me this 21st day of February, 1997.

Kim Le Sate
~~Notary Public~~
Deputy Register

Name and Address of the Person or Entity Responsible for Payment of the Real Property Taxes:

Landry's Seafood House-Memphis, Inc.
1400 Post Oak Blvd., Suite 530
Houston, Texas 77056

~~My commission expires:~~ _____

EXHIBIT "A"

Land in Davidson County, Tennessee, being Lot 1 on the Resubdivision of Lots 1 and 2, Shepherd Hills, Section 1 as shown on Plat of record in Plat Book 7900, Page 709, Register's Office for Davidson County, Tennessee, said lot is described as follows:

Beginning at an iron rod situated in the southerly margin of Gallatin Pike, said point being the northeast corner of the Krispy Kreme Donut Corporation property of record in Deed Book 9372, Page 516, Register's Office for Davidson County, Tennessee;

Thence along said road; along a curve to the right, having a central angle of 02 degrees 19 minutes 21 seconds, a radius of 1909.86 feet, a tangent of 38.71 feet, a length of 77.42 feet, and having a chord which bears North 53 degrees 08 minutes 11 seconds East, a distance of 77.41 feet to an iron rod;

Thence, along said road, North 54 degrees 12 minutes 25 seconds East, a distance of 94.58 feet to an iron rod;

Thence, leaving said road, South 30 degrees 25 minutes 18 seconds East, a distance of 229.00 feet to an iron rod;

Thence, North 53 degrees 10 minutes 48 seconds East, a distance of 119.00 feet to an iron rod situated on the westerly margin of Shepherd Hills Drive;

Thence, along said road, South 27 degrees 40 minutes 16 seconds East, a distance of 112.39 feet to an iron rod;

Thence, along said road, along a curve to the left, having a central angle of 08 degrees 06 minutes 31 seconds, a radius of 449.44 feet, a tangent of 31.86 feet, a length of 63.61 feet and having a chord which bears South 36 degrees 28 minutes 56 seconds East, a distance of 63.55 feet to an iron rod;

Thence, leaving said road, South 53 degrees 41 minutes 26 seconds West, a distance of 154.60 feet to an iron rod;

Thence, South 68 degrees 52 minutes 53 seconds West, a distance of 91.60 feet to an iron rod;

Thence, South 64 degrees 23 minutes 00 seconds West, a distance of 66.90 feet to an iron rod;

Thence, North 27 degrees 17 minutes 31 seconds West, a distance of 369.66 feet to the point of beginning and containing 90,686.51 square feet or 2.082 acres of land more or less.

Being the same property conveyed to General Mills Restaurants, Inc. of record in Deed Book 9371, Page 639 in the Register's Office for Davidson County, Tennessee. General Mills Restaurants, Inc. changed its name to GMRI, Inc. on April 3, 1995.

EXHIBIT "B"

1. A 10 foot public utility easement along Gallatin Pike as shown by plat of record (the "Recorded Plat") in Book 7900, Page 709, as amended in Book 9487, Page 990, Register's office for Davidson County, Tennessee.

2. A 50 foot minimum setback along Gallatin Pike as shown on Recorded Plat.

3. A detention easement at the rear of said of said lot as shown on Recorded Plat.

4. A 10 foot public utility and drainage easement along the rear and in the northeasterly portion of said lot as shown on Recorded Plat.

5. A proposed 20 foot sanitary sewer easement as shown on Recorded Plat.

6. Reservation of easement for sewer line set out in Deed of Record in Book 9371, Page 639, Register's office for Davidson County, Tennessee.

7. Taxes not yet due and payable.

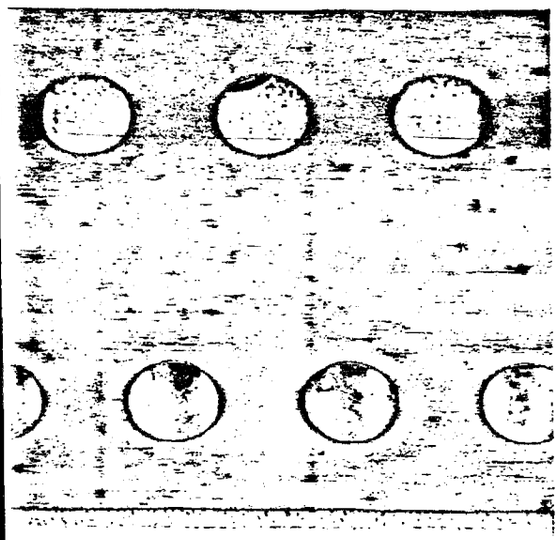
8. Deed of Conveyance recorded at Book 9608, Page 380, Register's Office in Davidson County.

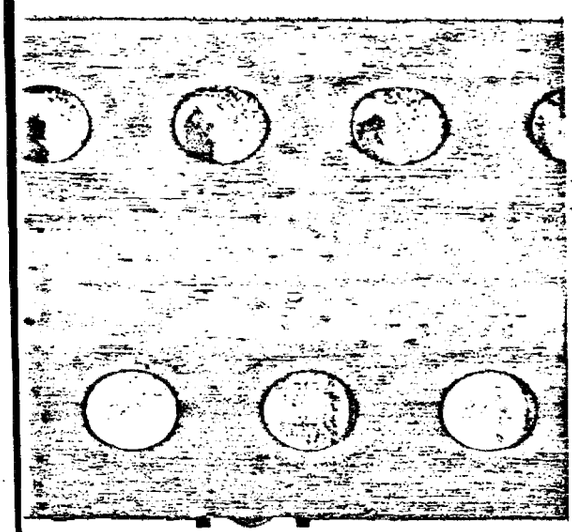
8692 02/21 0101 03CHECK 5567.00

0275198

IDENTIFICATION REFERENCE

PICK-UP





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

RECEIVED OF _____

FOR _____

BOOK 10356 PG 110

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
1500000.00
CON TX 5550.00
PRFEE 1.00
WDEED 16.00
TOTAL 5567.00
CHECK 5567.00

02/21/97 01 15:30:0001 0572

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0275198
IDENTIF. & REFERENCE

97 FEB 21 PM 3:24

No. 1119131