Box 37
LL

BOOK 10491 PG 83

MAIL TAX STATEMENTS TO:
CNL American Properties Fund, Inc.
400 E. South Street, Suite 500
Orlando, FL 32801
Map and Parcel No. 132-15-58

THIS INSTRUMENT PREPARED BY:
Edward S. Rusky, Esq.
525 Market Street, Suite 1560
San Francisco, California 94105

97 MAY 12 PM 3:38
FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. ▲ REFERENCE
03155 18

SPECIAL WARRANTY DEED

THIS INDENTURE made this 28 day of May, 1997, between **HOULIHAN'S RESTAURANTS, INC.**, a Delaware corporation, formerly known as **GILBERT/ROBINSON, INC.**, a Delaware corporation, First Party, and CNL American Properties Fund, Inc., a Maryland corporation, Second Party;

WITNESSETH:

THAT SAID FIRST PARTY, for and in consideration of the sum of TEN AND NO/100 ($10.00) DOLLARS, and other good and valuable consideration, to it in hand paid by said Second Party, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does by these presents grant, bargain, sell and convey unto Second Party, the real property described as follows:

See Exhibit "A" attached hereto and made a part hereof

TO HAVE AND TO HOLD the same unto the Second Party, his heirs, successors and assigns, together with all of the rights and interest thereunto belonging, in fee simple.

The First Party covenants that it is lawfully seized in fee simple of the premises; that it has a good and lawful right to sell and convey the same; and that said property is free and clear and unencumbered, subject to the provisions hereinafter contained; and any and all other matters herein recited, as follows:

See Exhibit "B" attached hereto and made a part hereof

The First Party further covenants that it will warrant and defend the title to said premises unto the Second Party, his heirs, successors and assigns, against the lawful claims of all parties claiming by, through, or under the First Party, but no further or otherwise.

Whenever in this instrument a pronoun is used it shall be construed to represent either singular or plural, or the masculine, feminine or neuter gender, as the case may demand.

IN WITNESS WHEREOF, the said First Party has caused this instrument to be executed the day and year first above written.

HOULIHAN'S RESTAURANTS, INC., a Delaware corporation

By:_____
Name: Frederick R. Hipp
Its: President

BOOK 10491 PG 85

STATE OF MISSOURI)
COUNTY OF Jackson)

I, the undersigned, a Notary Public in and for said State and County, hereby certify that Frederick R. Hipp, whose name as President of Houlihan's Restaurants, Inc., a Delaware corporation, is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he/she, as such officer and with full authority, executed the same voluntarily for and as the act of said Corporation.

Given under my hand and seal on this the 28th day of May, 1997.

Judith A. Waugh
NOTARY PUBLIC

JUDITH A. WAUGH
Notary Public - Notary Seal
STATE OF MISSOURI
Jackson County
My Commission Expires June 16, 1997

TN

EXHIBIT A

DARRYL'S #1827/Nashville, Davidson County, Tennessee.

Land in Davidson County, Tennessee, being Lot No. 2, on the Plan of South Plaza, as shown on plat of record in Plat Book 5200, page 289, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more particular description, and being more particularly described according to the Survey as folows:

Being a parcel of land in Nashville, First Civil District, Thirty-Third Councilmanic District, Davidson County, Tennessee, located between Sidco Drive and Interstate 65, north of Harding Place, being Lot 2, shown on South Plaza, of record in Book 5200, Page 289, Register's Office Davidson County, Tennessee and being more particularly described as follows:

BEGINNING at an iron pin in the westerly right-of-way of Sidco Drive said pin being northerly 300.19 feet as measured along said right-of-way from the northerly right-of-way of Harding Place, said pin is further described as being the southeasterly corner of the herein described parcel and the northeasterly corner of Lot 1 shown on said South Plaza:

THENCE, leaving said right-of-way of Sidco Drive, with the common boundary between said Lots 1 and 2, S 86° 32' 00" W, 35.00 feet to an iron pin;

THENCE, at right angles and continuing with said common boundary, S 03° 28' 00" E, 30.00 feet to an iron pin;

THENCE, at right angles and continuing with said common boundary, S 86° 32' 00" W, 219.47 feet to an iron pin;

THENCE, at right angles and continuing with said common boundary N 03° 28' 00" W, 9.00 feet to an iron pin;

THENCE, at right angles and continuing with said common boundary S 86° 32' 00" W, 35.78 feet to an iron pin in the easterly right-of-way of Interstate 65;

THENCE, leaving said Lot 2 and with said right-of-way of Interstate 65, N 08° 27' 00" W, 190.72 feet to a concrete monument, the southwest corner to Lot 3 shown on South Plaza;

THENCE, leaving said Interstate 65 with the common boundary between said Lots 2 and 3, N 86° 32' 00" E, 308.22 feet to an iron pin in the westerly right-of-way of said Sidco Drive;

THENCE, leaving the southwesterly corner of said Lot 3 and with the right-of-way of said Sidco Drive, S 02° 59' 00" E, 169.01 feet to an iron pin, the point of beginning.

Being the same property conveyed to Gilbert/Robinson, Inc., by deed of record in Book 6723, page 391, and Book 8824, page 328, Register's Office for Davidson County, Tennessee.

GRANTEE CERTIFICATION BOOK 10491 PG 87

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever greater, is $ 1,157,476.24

CNL AMERICAN PROPERTIES FUND, INC., a Maryland corporation

AFFIANT

Subscribed and sworn to before me this 4 day of JUNE, 1997

NOTARY PUBLIC

NOTARY PUBLIC STATE OF FLORIDA
ELLA SLESNICK
My Commission CC554530
Expires Jul. 21, 2000

Exhibit "B"
Permitted Exceptions
TN 827, Davidson County, TN

BOOK 10491 PG 88

- 1997 Real Property Taxes, a lien not yet due and payable. Any supplemental assessment by correction pursuant to the provisions of T.C.A. 67-5-603 et seq.

- All matters shown on the Plat recorded in Book 5200, page 289 and the Survey (the "Survey") prepared by Barge, Waggoner, Sumner & Cannon, File No. 7166-13, last revised on May 22, 1997, including but not limited to:

  a) 20' Sewer Easement adjacent to Sidco Drive.
  b) 15' Minimum Building Setback adjacent to Sidco Drive.
  c) 5' x 20' Utility Anchor Easement at the northeast corner of the subject property.
  d) 10' Public Utility and Drainage Easement and 15' Minimum Building Setback along the rear adjacent to I-65.
  e) Non-exclusive Easement for parking on paved parking areas.
  f) Access limited to a drive at the southeast corner of property entering Sidco Drive.
  g) Lack of direct access to controlled access highway along the westerly boundary line of Lot 2 of record in State of Tennessee vs. Rogers Caldwell, Trustee Final Judgment as of record in Book 3990, page 364 and 371, said Register's Office.
  h) Restrictions as contained in Owners Certificate included on the Plat.
  i) Telephone, sewer and water lines as shown on the Survey.

- Declaration of easements and restrictions as set forth in Book 5675, page 699, Register's Office for Davidson County, Tennessee.

- Water Main Easement as set forth in Book 5866, page 4, Register's Office for Davidson County, Tennessee.

2593 06/12 0101 03CHECK 4307.67

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

RECEIVED OF _____

FOR _____ BOOK 10491 PG 89

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
				CAMT 1157476.24
				CON TX 4282.67
				PRFEE 1.00
				WDEED 24.00
				TOTAL 4307.67
				CHECK 4307.67
			06/12/97 01	15:39 0001 2593

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

03155I8
IDENTIF. # REFERENCE

97 JUN 12 PM 3:38
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1162487