After recording return to:
Commonwealth Land Title Company
1700 Pacific Avenue, Suite 4740
Dallas, Tx. 75201
ATTN: D. Cole 97071153MC

BOOK 10545 PG 93

THE STATE OF TEXAS)
COUNTY OF BEXAR)

The actual consideration or value, whichever is greater for this transfer is $2,596,507.14

William E. Robson, Affiant

Subscribed and sworn to before me this 15th day of May, 1997.

Notary Public

CAROLYN J. STEELE
Notary Public State of Texas
My Commission Expires 11-21-97

This instrument prepared by:

James R. Hale
Cauthorn Hale Hornberger Fuller
Sheehan & Becker Incorporated
700 N. St. Mary's Street, Suite 620
San Antonio, Texas 78205

Address new owner as follows:	Send Tax Bills to:	Map-Parcel Numbers:
Luby's Restaurants Limited Partnership 2211 Northeast Loop 410 P. O. Box 33069 San Antonio, Texas 78265-3069	Same	Map 62 Parcel _____

SPECIAL WARRANTY DEED

For and in consideration of Ten Dollars, cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, LUBY'S CAFETERIAS, INC., a Delaware corporation, herein called "Grantor," has bargained and sold, and by these presents does transfer and convey, unto LUBY'S RESTAURANTS LIMITED PARTNERSHIP, a Texas limited partnership, herein called "Grantee," and its successors and assigns, the real property described in Exhibit "A" attached hereto and made a part hereof, together with any and all improvements located thereon and any and all tenements, hereditaments, appurtenances and rights appurtenant thereto (the "Property").

The Property is improved property, located at 2510 Music Valley Drive, Nashville, Tennessee.

THIS CONVEYANCE IS SUBJECT to (i) any valid and subsisting easements, restrictions, covenants, conditions and encumbrances applicable to the Property appearing of record in Davidson County, Tennessee, (ii) ad valorem taxes for the year 1997 and subsequent years, and (iii) any existing building and zoning ordinances.

TO HAVE AND TO HOLD the Property unto Grantee, its successors and assigns, forever; and Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it; and Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the Property to Grantee, its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but no other.

Dated as of the 1st day of February, 1997.

LUBY'S CAFETERIAS, INC.

By: _____
William E. Robson, Executive
Vice President-Operations

THE STATE OF TEXAS :

COUNTY OF BEXAR :

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared William E. Robson, with whom I am personally acquainted, and who upon oath acknowledged himself to be Executive Vice President-Operations of Luby's Cafeterias, Inc., the within named bargainor, a corporation, and that he as such Executive Vice President-Operations being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as its Executive Vice President-Operations.

Witness my hand and seal on this the 15th day of July, 1997.

Carolyn J. Steele
Notary Public, State of Texas
My commission expires: 11-21-97

CAROLYN J. STEELE
Notary Public State of Texas
My Commission Expires 11-21-97

0331034

IDENTIF. ➔ REFERENCE

97 JUL 29 AM 9:18

FELIX [illegible] REGISTER
DAVIDSON COUNTY, TN.

2510 Music Valley Drive
Nashville, Tennessee

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.

SAVE AND EXCEPT the parcel of land described in Exhibit "B" attached hereto and made a part hereof, which parcel was conveyed to The Metropolitan Government of Nashville and Davidson County, Tennessee, by Right-of-Way Deed dated August 14, 1996.

TOGETHER WITH all rights of Luby's Cafeterias, Inc. existing under and by virtue of Declaration of Covenants and Restrictions Applicable to Phase 4, Music Valley P.U.D., dated September 13, 1995, recorded in Book 9796, page 78, Register's Office for Davidson County, Tennessee.

AND BEING a portion of the property conveyed to Luby's Cafeterias, Inc. by Warranty Deed dated September 13, 1995, recorded in Book 9796, page 84, Register's Office for Davidson County, Tennessee.

EXHIBIT "B"

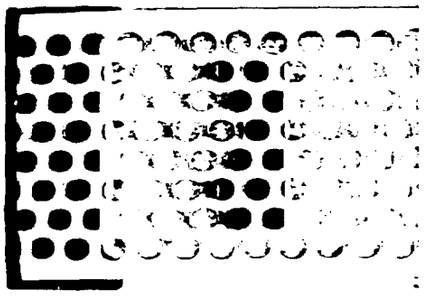
(Excluded Parcel)

RIGHT-OF-WAY

Said right-of-way acquisition is part of Luby's Cafeteria, property as of record in Deed Book 9796, Page 84, and is more particularly described as follows:

BEGINNING at a point in the existing westerly right-of-way of Music Valley Drive approximately at Station 40+28, 32.67 feet left of the survey centerline as shown on Project 94-R-1, Music Valley Drive Right-of-Way Plan; said point being the southeasterly corner of the Luby's Cafeteria property recorded in Deed Book 9796, Page 84, of the Register's Office for Davidson County, Tennessee; said property being shown as Parcel 162 on Map 62, in the Davidson County Property Assessor's Office;
THENCE, with the common line of said Luby's Cafeteria property and Clayton Locklin, Trustee property, with a curve to the right having a central angle of 04° 48' 53", a radius of 217.06 feet, for an arc length of 18.24 feet to a point;
THENCE, leaving said common line, and with said proposed right-of-way along a curve to the left having a central angle of 05° 13' 31", a radius of 2,351.99 feet, for an arc length of 214.50 feet to a point in the common line of Lodgings Inc. and Luby's Cafeteria;
THENCE, with said common line, South 78° 40' 32" East, 19.95 feet to a point in the existing westerly right-of-way of Music Valley Drive;
THENCE, with said existing right-of-way, along a curve to the right having a central angle of 06° 05' 58", a radius of 1,938.36 feet, for an arc length of 206.35 feet to the Point of Beginning and containing therein 3,632.20 square feet or 0.083 acres, more or less.

9712 07/29 0101 03CHECK 9624.08



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

RECEIVED OF _____

FOR _____

BOOK 10545 PG 97

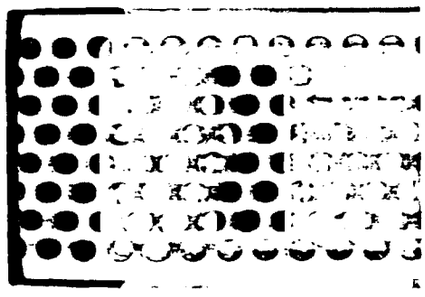
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT
2596507.14
CON TX 9607.08
PRFEE 1.00
WDEED 16.00
TOTAL 9624.08
CHECK 9624.08

07/29/97 01 09:17 0001 9712

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0331034
IDENTIF. ← REFERENCE

97 JUL 29 AM 9:18
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1179357