45348 js

This Instrument Prepared By:
Matthew P. Huggins
Miller & Martin
Suite 1000
Volunteer State Life Building
832 Georgia Avenue
Chattanooga, Tennessee 37402-2289

BK STORE:
#6975

Davidson County DEEDWARR
Recvd: 12/27/00 11:19 6pgs
Fees:27.00 Taxes:3330.00
20001227-0126093

Name and Address of New Owner:	**Send Tax Bills To:**	**Map and Parcel No.:**
E.R. Smith Real Estate, LLC c/o Southdown Corporation 500 Wilson Pike Circle Suite 100 Brentwood, Tennessee 37027	E.R. Smith Real Estate, LLC c/o Southdown Corporation 500 Wilson Pike Circle Suite 100 Brentwood, Tennessee 37027	105-10/180

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION OF Ten Dollars ($10.00) and other good and valuable consideration, the receipt and legal sufficiency of all of which hereby are acknowledged, **NASHVILLE FAMILY RESTAURANTS REAL ESTATE JOINT VENTURE,** a Florida general partnership (herein "Grantor"), does hereby bargain, sell, transfer and convey unto **E.R. SMITH REAL ESTATE, LLC**, a Tennessee limited liability company (herein "Grantee"), the property described on **Exhibit "A"** attached hereto and made a part hereof.

TO HAVE AND TO HOLD the same unto Grantee, its successors and assigns, forever in fee simple.

Grantor covenants that it has full power and lawful authority to sell and convey the real estate and, subject to all matters of public record in the Register's Office of Davidson

County, Tennessee on the date hereof and the tenancy of Nashville Foods Joint Venture, its successors and assigns, pursuant to an unrecorded lease, it will warrant and defend the title against all persons claiming the same by, through or under it, but not further or otherwise.

IN WITNESS WHEREOF, Grantor has executed this instrument on the 7th day of ~~October~~ November, 2000.

NASHVILLE FAMILY RESTAURANTS REAL ESTATE JOINT VENTURE, a Florida general partnership

By: **CNL INCOME AND GROWTH FUND I, LTD.**, a Florida limited partnership, general partner

By: **CNL GROWTH CORP.**, a Florida corporation and its general partner

By: _____
Robert A. Bourne, President

By: **CNL INCOME AND GROWTH FUND II, LTD.**, a Florida limited partnership, general partner

By: **CNL GROWTH CORP.**, a Florida corporation and its general partner

By: _____
Robert A. Bourne, President

STATE OF Florida)
COUNTY OF Orange)

Before me, a Notary Public in and for the state and county aforesaid, personally appeared Robert A. Bourne, to me known (or proved to me on the basis of satisfactory evidence) to be the President of CNL Growth Corp., a Florida corporation and the general partner of CNL Income & Growth Fund I, Ltd. ("CNLIGF"), a Florida limited partnership, a general partner of NASHVILLE FAMILY RESTAURANTS REAL ESTATE JOINT VENTURE, the within named bargainor, who acknowledged that he executed the foregoing instrument for the purposes therein contained on behalf of said corporation, in its capacity as a general partner of CNLIGF, in its capacity as a general partner of Grantor.

WITNESS my hand at office this 25th day of October, 2000.

Mary Lee Stallings
My Commission CC840527
Expires July 6, 2003

Mary Lee Stallings
Notary Public
My Commission Expires:

STATE OF Florida)
COUNTY OF Orange)

Before me, a Notary Public in and for the state and county aforesaid, personally appeared Robert A. Bourne, to me known (or proved to me on the basis of satisfactory evidence) to be the President of CNL Growth Corp., a Florida corporation and the general partner of CNL Income & Growth Fund II, Ltd. ("CNLIGF"), a Florida limited partnership, a general partner of NASHVILLE FAMILY RESTAURANTS REAL ESTATE JOINT VENTURE, the within named bargainor, who acknowledged that he executed the foregoing instrument for the purposes therein contained on behalf of said corporation, in its capacity as a general partner of CNLIGF, in its capacity as a general partner of Grantor.

WITNESS my hand at office this 25th day of October, 2000.

Mary Lee Stallings
Notary Public
My Commission Expires:

Mary Lee Stallings
My Commission CC840527
Expires July 6, 2003

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

I, E. Holt Smith, hereby swear or affirm that, to the best of my knowledge, information and belief, the actual consideration for this transfer, or the value of the property transferred, whichever is greater, is $900,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

E. Holt Smith
Affiant-Grantee

Subscribed and sworn to before me this 26th day of October, 2000.

RICHARD W. SEBASTIAN NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

NOTARY PUBLIC
AT LARGE
Richard W. Sebastian
My Commission Expires
May 30, 2004
STATE OF TENNESSEE

Notary Public
My Commission Expires: 5/30/2004

LTIC File No.45348
Store No. 6975

EXHIBIT "A"
LEGAL DESCRIPTION

A tract of land in the Seventeenth Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee being parcel 180 on Tax Map 105-10 and being the westerly remaining part of Lot 101 and the southwesterly 41.5 feet of Lot 100, Waverly Land Company's Plan of Lots called "Waverly Place" as of record in Book 57, page 95, Register's Office for Davidson County (R.O.D.C.), Tennessee (part of lots appear to be taken for right-of-way of 8th Avenue South) and being more particularly described as follows:

Beginning at an iron rod (new) on the westerly right-of-way line of 8th Avenue South (as widened) at the present common corner of Lots 101 and 102 "Waverly Place"; said iron pin being South 00 deg. 02' 49" West, 274.00 feet from a point at the southerly end of the southwesterly return curve at 8th Avenue South and Wedgewood Avenue (formerly called Acklen Avenue) as measured along the westerly right-of-way line of 8th Avenue South; thence,

1. With the common line between Lots 101 and 102, North 88 deg. 43' 45" West, 198.53 feet to an iron rod (new) on the easterly right-of-way line of Alley No. 661; thence,

2. With the easterly right-of-way line of Alley No. 661 (being 15 feet wide), North 01 deg. 18' 57" East, 181.50 feet to an iron rod (old) at the southwesterly corner of the Exxon Corporation, as of record in Deed Book 2092, page 75, R.O.D.C., Tennessee; thence,

3. With the common line of Exxon and the herein-described tract, South 88 deg. 43' 02" East, 194.52 feet to an iron rod (old) on the westerly right-of-way line of 8th Avenue South (as widened); thence,

4. With the westerly right-of-way line of 8th Avenue South (as widened), South 00 deg. 02' 49" West, 181.50 feet to the Point of Beginning and containing 35,665 square feet or 0.819 acres, more or less.

BEING the same property conveyed to Nashville Family Restaurants Real Estate Joint Venture, by Deed of Record in Book 8464, page 138, Register's Office for Davidson County, Tennessee.