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

BK STORE:
#6479

Davidson County DEEDWARR
Recvd: 12/27/00 11:56 6pgs
Fees:27.00 Taxes:3330.00
20001227-0126127

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	142/190

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

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County, Tennessee on the date hereof (including, without limitation, the tenancy of Belle Wedge, Ltd., its successors and assigns described in the Memorandum of Lease of record in said Register's Office in Book 7779, page 378, as assigned and assumed pursuant to the Assignment and Assumption of record in Book 8010, Page 58 in said Register's Office, as amended), 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

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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 25 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 25 day of October, 2000.

Mary Lee Stallings
My Commission CC840527
Expires July 6, 2003

Mary Lee Stallings
Notary Public
My Commission Expires:

STATE OF Tennessee)
COUNTY OF Davidson)

I, E. Rhett Sudbury, 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. Rhett Sudbury
Affiant-Grantee

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

Richard W. Sebastian
Notary Public
My Commission Expires: 5/30/2004

RICHARD W. SEBASTIAN NOTARY PUBLIC AT LARGE DAVIDSON COUNTY

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

LTIC File No. 45343
Store No. 6479

EXHIBIT "A"
LEGAL DESCRIPTION

LAND in Davidson County, Tennessee, being Lot No. 2, on the Plan of Bellevue Center, Section 2, as shown on plat of record in Plat Book 6900, page 854, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

BEING the same property conveyed to Nashville Family Restaurants Real Estate Joint Venture, by Deed of Record in Book 8488, page 513, Register's Office for Davidson County, Tennessee.

Together with a non-exclusive appurtenant easement as described in Book 6185, page 585; Book 7779, page 374; Book 8010, page 58; and as further set out in plan of record in Plat Book 4675, page 114, said Register's Office.