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CSS

Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers
Rhea Building, LLC, Music City, LLC, and CEG, LLC Attn: Sean R. Callen 230 Habersham Street Savannah, GA 31401	Same	93-6-2/67
This instrument prepared by: Boult, Cummings, Conners & Berry (CSS) P.O. Box 198062, Nashville, Tennessee 37219		

SPECIAL WARRANTY DEED

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are acknowledged, C & F PARTNERS ("Grantor") has bargained and sold, and hereby transfers and conveys to RHEA BUILDING, LLC, a Georgia limited liability company, an undivided 25% interest; MUSIC CITY, LLC, a Georgia limited liability company, an undivided 66.667% interest; and CEG, LLC, a Georgia limited liability company, an undivided 8.333% interest, as tenants in common ("**Grantees**"), their successors and assigns, certain land in Davidson County, Tennessee, being more particularly described in Exhibit A attached hereto and incorporated herein by reference (the "**Property**").

TO HAVE AND TO HOLD the Property with all appurtenances, estate, title, and interest thereto belonging to Grantees, their successors and assigns, forever.

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real estate taxes for 2002, a lien but not yet due and payable, which have been assumed by Grantees.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $2,955,000.00.

Sean Callen Managing Member RHEA Building LLC
Affiant

Subscribed and sworn to before me this 23rd day of May, 2002.

Dolley N. Renfroe
Notary Public
My Commission Expires: 7-27-02

NOTARY PUBLIC DOLLEY N. RENFROE LARGE DAVIDSON COUNTY, TN

Davidson County DEEDWARR
Recvd: 06/05/02 12:22 4pgs
Fees:23.00 Taxes:10933.50
20020605-0068176

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2. Declaration of Reciprocal Easements of record in Book 5927, page 130, as amended by Amendment to Declaration of Reciprocal Easements of record in Book 6719, page 559, Register's Office for Davidson County, Tennessee.

3. Terms and conditions of Lease with O'Charley's, Inc., a memorandum of which is of record in Book 9523, page 666, Register's Office for Davidson County, Tennessee.

4. Terms and conditions of Lease with Rosey's, Inc., d/b/a/ The Melting Pot of Nashville, Inc., a memorandum of which is of record in Book 9495, page 787, Register's Office for Davidson County, Tennessee.

5. Terms and conditions of Lease with Leisure Entertainment Corporation, a memorandum of which is of record in Book 9552, page 515, Register's Office for Davidson County, Tennessee.

6. Deed of Trust in favor of SouthTrust Bank dated July 27, 2001, of record as Instrument No. 20010806-0083732, Register's Office for Davidson County, Tennessee.

7. UCC-1 Financing Statement of record as Instrument No. 20010806-0083733.

8. Residential leases with a term of one (1) year or less in favor of various individuals.

Grantor covenants with Grantees that the Property is free from all encumbrances made by Grantor, except as may be set forth herein.

Grantor further covenants to warrant and forever defend the title to the Property to Grantees, their successors and assigns against the lawful claims of all persons claiming by, through, or under Grantor.

This is improved property, known as 166 Second Avenue North, Nashville, Tennessee.

Executed this 25 day of May, 2002.

C & F PARTNERS

By: _____

Title: General Partner

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STATE OF Florida)
COUNTY OF Orange)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Jerry Free, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be a general partner of C & F Partners, the within named bargainor, a general partnership, and that he as such general partner being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the general partnership by himself as general partner.

Witness my hand and seal, at office in ~~Nashville, Tennessee~~ Apopka, Florida, this the 28th day of May, 2002.

DEXTER GOPAUL
MY COMMISSION # CC 979418
EXPIRES: November 12, 2004
Bonded Thru Notary Public Underwriters

NOTARY PUBLIC
My Commission Expires: 11-12-04

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EXHIBIT A
LEGAL DESCRIPTION

Land in Davidson County, Tennessee, being parts of Lots Nos. 12 and 13 on the Plan of the Original Town of Nashville, not of record, as described as follows:

> Beginning on the easterly margin of Second Avenue, North formerly Market Street, 239.3 feet southerly from the southeast corner of said Second Avenue, North and Church Street, said point also being the southwest corner of a part of Lot No. 12 conveyed to M.E. Derryberry by deed from Thomas Tobies and wife of record in Book 454, page 627, Register's Office for said county; thence with the easterly margin of said Second Avenue, North, southwardly 72' 10" to a point; thence eastwardly 210 feet to a point on the westerly margin of First Avenue, North, formerly Water or Front Street; thence with the westerly margin of said First Avenue, North northwardly 52' 6" to the southeast corner of said Derryberry property; thence with the southern boundary line of said Derryberry property, westwardly 106 feet to a point, northwardly 20 feet to a point and westwardly 104 feet; more or less, to the beginning.

BEING the same property conveyed to C & F Partners, by Deed of Records in Book 9248, page 80, Register's Office for Davidson County, Tennessee