File 35
CTIC

This instrument was prepared by and upon recordation mail to:

Daniel W. Hardwick
Burke, Warren, MacKay & Serritella, P.C.
330 North Wabash Avenue
22nd Floor
Chicago, Illinois 60611-3607
312-840-7000

Davidson County DEEDWARR
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SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars ($10.00) and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged to have been paid, MMR TENNESSEE, L.L.C., a North Carolina limited liability company ("Grantor"), has bargained and sold, and does hereby transfer and convey unto SRE TENNESSEE – 2, LLC, a Tennessee limited liability company ("Grantee"), certain land located in the County of Davidson, State of Tennessee, described more particularly on **Exhibit A** attached hereto and incorporated herein by reference ("Property"). The Property is improved and is commonly known as 630 Murfreesboro Road, Nashville, Tennessee 37210.

TO HAVE AND TO HOLD the Property, together with all the rights, privileges, tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining to the said Grantee, its successors and assigns, forever.

AND Grantor does hereby covenant with Grantee that it is lawfully seized and possessed of the Property in fee simple; that it has good right to sell and convey the same; and that the same is unencumbered, except for the encumbrances listed and described in **Exhibit B**, attached and incorporated herein by reference.

AND Grantor does further covenant and bind itself, its heirs, successors and assigns, to warrant and forever defend title to the Property against any lawful claims arising or accruing during the term of Grantor's ownership of the Property.

IN WITNESS WHEREOF, the Grantor has caused these presents to be executed on this the 30 day of July, 2002.

MMR TENNESSEE L.L.C., a North Carolina limited liability company

By: CAR MMR L.L.C.,
a Delaware limited liability company,
its Managing Member

By: Capital Automotive L.P.,
a Delaware limited partnership,
its Managing Member

By: Capital Automotive REIT,
a Maryland real estate
investment trust,
its General Partner

By: _____
Name: PETER C. STAAF
Its: Senior Vice President and Treasurer

The Grantee's address is and mail tax bills to:

SRE TENNESSEE – 2, LLC
6415 Idlewild Road
Charlotte, North Carolina 28212

Map and Parcel Numbers:

Field Book 2DA-50415, Map 106-6
Parcel 73,

Field Book 2DA – 50400, Map 106-6
Parcel 3

STATE OF Virginia)
) SS
COUNTY OF Fairfax)

I, the undersigned, a Notary Public in and for the said County and State aforesaid, do hereby certify that Peter C. Staaf, a SVP & Treasurer of Capital Automotive REIT, as the general partner of Capital Automotive L.P., as the managing member of CAR MMR L.L.C., as the managing member of MMR Tennessee, L.L.C., a North Carolina limited liability company, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered said instrument as his own free and voluntary act as the free and voluntary act of said entity for the uses and purposes therein set forth.

Given under my hand and NOTARIAL SEAL this 30th day of July, 2002.

Notary Public

My Commission Expires: 3-31-04

Grantee hereby affirms that the actual consideration for this transfer or value of the Property transferred, whichever is greater, is $1,456,152.00, which amount is equal to or greater than the amount which the Property transferred would command at a fair and voluntary sale.

SRE TENNESSEE – 2, LLC, a Tennessee limited liability company

By: _____
Its: Vice-President

STATE OF NC)
) **SS**
COUNTY OF Union)

I, the undersigned, a Notary Public in and for the said County and State aforesaid, do hereby certify that Tom M. WRIGHT, a Vice Pres. dent of SRE Tennessee – 2, LLC., a Tennessee limited liability company, personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered said instrument as his own free and voluntary act as the free and voluntary act of said entity for the uses and purposes therein set forth.

Given under my hand and NOTARIAL SEAL this 20th day of July, 2002.

Notary Public
Union County
DONNA BOWEN
State of North Carolina
My Commission Expires Aug. 12, 2003

Donna Bowen
Notary Public

My Commission Expires: 8-12-03

EXHIBIT A
LEGAL DESCRIPTION

Land in the 15th Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, being all of Lot 1 and a portion of Reserved Parcel "C" as shown on the Final Plat of Resubdivision of Parcel "C" - Section One - P'Pool Commercial Subdivision as of record in Plat Book 3842, Page 241, R.O.D.C., Tennessee and being more particularly described according to a boundary survey by: Ragan-Smith-Associates, Inc., Job No. 98110; W.O. No. 5910 - dated August 18, 1998 as follows:

Beginning at an iron pin (set) at the westerly end of the northwesterly return curve at the intersection of Murfreesboro Pike (80' public R.O.W.) and Transit Avenue (50' public R.O.W); thence,

1. With the north right-of-way line of Murfreesboro Pike, N 71° 43' 00" W, 399.00 feet to an existing iron pin at the southeast property comer of a tract of land deeded to William E. Powell, Sr. as of record in Deed Book 8114, Page 104, R.O.D.C., Tennessee

2. Leaving said right-of-way line, with the east property line of the William E. Powell, Sr. tract, N 18° 17' 00" E, 526.22 feet to an iron pin (set) on the south right-of-way line of P'Pool Avenue (50-foot public R.O.W.) at the northeast property corner of the Powell tract; thence,

3. With the south right-of-way line of P'Pool Avenue, S 72° 30' 00" E, 291.68 feet to an existing iron pin; thence,

4. With a 821.60-foot radius curve to the left, an arc distance of 82.45 feet to an iron pin (set); said curve has a chord bearing and distance of S 75° 22' 30" E, 82.418 feet; thence,

5. S 78° 15' 00" E, 23.70 feet to an existing iron pin at the westerly end of the southwesterly return curve at the intersection of P'Pool Avenue and Transit Avenue; thence,

6. With said right-of-way return curve, having a 25.00-foot radius curve to the right, an arc distance of 41.08 feet to an iron pin (set) on the west right-of-way line of Transit Avenue; said curve has a chord bearing and distance of S 31° 10' 30" E, 36.612 feet; thence,

7. Southwestwardly with the west non-tangent right-of-way line of Transit Avenue having a non-tangent 1799.67-foot radius curve to the right, an arc distance of 87.23 feet; said curve has a chord bearing and distance of S 17° 17' 38" W, 87.221 feet; thence,

8. With a non-tangent right-of-way line, S 18° 40' 46" W, 402.34 feet to an iron pin (set) at the north end of the northwesterly return curve at the intersection of Transit Avenue and Murfreesboro Pike; thence,

9. With said right-of-way return curve having a 25.00-foot radius curve to the right, an arc distance of 39.10 feet to the Point of Beginning; said curve has a chord bearing and distance of S 63° 28' 53" W, 35.233 feet. This tract contains 225,289 square feet or 5.1719 acres, more or less, as calculated by the above courses which were determined within the precision requirements of a Category I - "Urban Survey" as adopted by the Tennessee Board of Examiners for Land Surveyors for the State of Tennessee.

Being the same property as conveyed by Stella Mai P'Pool, unmarried, to David Bruce P'Pool, Jr., as to an undivided two-thirds (2/3) co-tenancy interest, and to David Bruce P'Pool, Jr. and Third National Bank in Nashville, as to an undivided one-third (1/3) co-tenancy interest, said conveyance being of record in Deed Book 7742, Page 498, R.O.D.C., Tennessee.

Being the same property conveyed to MMR Tennessee, L.L.C., a North Carolina limited liability company, by Warranty Deed dated December 30, 1998, from David Bruce P'Pool, Jr., individually, and David Bruce P'Pool, Jr. and SunTrust Bank Nashville, N.A. (successor to Third National Bank in Nashville), as trustees under an agreement with Stella Mai P'Pool dated May 26, 1982, recorded December 31, 1998 in Book 11278, page 83, in the Register's Office of Davidson County, Tennessee.

EXHIBIT B
EXCEPTIONS

1. Taxes for the year of 2002, a lien, but not yet due and payable.

2. NOTE: The acreage mentioned in the legal description is only for convenience in identifying the tract insured; it is not intended that this policy insure the amount of acreage.

3. Survey of Ragan-Smith Associates dated August 19, 1998, last revised December 14, 1998, shows a 15' minimum building setback line from Murfreesboro Pike, U.S. 41, U.S. 70, State Route 1; Transit Avenue and P'Pool Avenue.

4. Memorandum of Lease by and between MMR Tennessee, LLC, a Tennessee limited liability company, Landlord and Sonic Automotive of Nashville, LLC, a Tennessee liability company, Tenant dated August 13, 1999, of record in Instrument No. 200004060034700, Register's Office for Davidson County, Tennessee.

5. Subject to all matters shown on the Plan of record in Book 3842, page 241 Register's Office for Davidson County, Tennessee.