Davidson County DEEDWARR
Recvd: 03/23/04 10:38 4pgs
Fees:23.00 Taxes:4255.00

20040323-0032516

Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
Rare Hospitality International, Inc. 8215 Roswell Road Building 600 Atlanta, GA 30350 Attn: Legal Department	064-16-0-008.00	Rare Hospitality International, Inc. 8215 Roswell Road Building 600 Atlanta, GA 30350 Attn: Tax Department

This instrument prepared by: Boult, Cummings, Conners & Berry, PLC (PLA)
414 Union Street, Suite 1600, P.O. Box 198062, Nashville, TN 37219

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, COOKER RESTAURANT CORPORATION, an Ohio corporation and successor by merger to Cooker Corporation, an Ohio corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey to RARE HOSPITALITY INTERNATIONAL, INC., a Georgia corporation (the "Grantee"), Grantee's successors and assigns, certain land in Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by this reference (the "Property").

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

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to all easements, covenants, reservations, restrictions, limitations, conditions and other matters of record, including, without limitation, those matters listed on Exhibit B attached hereto and incorporated herein by this reference.

STATE OF GEORGIA
COUNTY OF Fulton

The actual consideration or value, whichever is greater, for this transfer is $1,150,000.00.

Rare Hospitality International, Inc.

By: _____
Title: Joia M. Johnson - Exec. Vice President

Subscribed and sworn to before me this ___ day of March, 2004.

_____
Notary Public
My Commission Expires: Feb 22 2006

PAMELA P. SMITH NOTARY PUBLIC COBB COUNTY, GA 22 2006

936528 v1
021600-054 3/12/2004

RECORD and RETURN TO:
First American Title Insurance Co.
13450 West Sunrise Boulevard Ste 300
Sunrise, FL 33323 MClapp

First American Title Insurance
6077 Primacy Parkway, STE 121B
Memphis, TN 38119 69562 BUP

Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of the Property in fee simple, that Grantor has a good right to convey the Property, and that the Property is unencumbered except as set forth hereinabove.

Grantor further covenants to warrant and forever defend the title to the Property to Grantee, Grantee's successors and assigns, against the lawful claims of all persons, except that no warranty is made as to the amount of acreage in the Property.

This is improved property known as 4770 Lebanon Road, Hermitage, Tennessee 37076-1640.

IN WITNESS WHEREOF, Grantor has executed this Warranty Deed this 15th day of March 2004.

COOKER RESTAURANT CORPORATION

By: _____
Henry R. Hillenmeyer, Chairman and
Chief Executive Officer

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Linda B. DeVault the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Henry R. Hillenmeyer, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Chairman and Chief Executive Officer of Cooker Restaurant Corporation, the within named bargainor, a corporation, and that he as such Chairman and Chief Executive Officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such Chairman and Chief Executive Officer.

WITNESS my hand and seal at office in Nashville, Tennessee, this the 15th day of March, 2004.

Linda B. DeVault
Notary Public

LINDA B. DEVAULT NOTARY PUBLIC AT LARGE SUMNER COUNTY, TENNESSEE

My Commission Expires:
1-29-08

EXHIBIT A

All that tract or Parcel of Land lying and being in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee and being more particularly described as follows:

Beginning at a 1/2" rebar set on the northern right-of-way of Lebanon Pike (Variable R/W), said pin being 915.84' more or less, west of the western right-of-way of Bighorn Drive; thence with a common line of Gilbert S. Merrit (DB.1302, Pg. 208) N 03°43'00" E a distance of 236.32' to a 2" pipe found; thence with a common line of Miller G. Kimbrough, Trustee (DB.4013, Pg. 863) N 78°34'03" E a distance of 175.75' to a 1/2" rebar set; thence with a common line of Lot 1 of Lealand Bush Subdivision (PB. 5800, Pg. 44) S 14°03'31" E a distance of 235.92' to a 1/2" rebar set along the northern right-of-way of Lebanon Pike (Variable R/W); thence with said right-of-way (DB. 9679, PG. 649) along a curve turning to the right, with an arc length of 7.24', with a radius of 2061.04', with a chord bearing of S 76°27'04" W, with a chord length of 7.24', to a 1/2" rebar set; thence continuing with said right-of-way (DB. 9679, PG. 649) along a curve turning to the right, with an arc length of 241.38', with a radius of 1857.86', with a chord bearing of S 80°25'41" W, with a chord length of 241.21', to a 1/2" rebar set ,said pin being The True Point of Beginning.

Said Parcel described above being Lot 2 of Lealand Bush Subdivision (PB. 5800, Pg. 44) less and except right-of-way acquired in DB. 9679, pg. 649 and having an area of 49,956 square feet/1.15 acres.

BEING a portion of the same property conveyed to Cooker Corporation, an Ohio corporation, by deed from CTI Restaurants, Inc., a Tennessee corporation, of record in Book 7036, page 392, Register's Office for Davidson County, Tennessee.

EXHIBIT B

1. Real estate taxes for the current year, which have been prorated between the parties and shall be paid by Grantee, and subsequent years.

2. All matters shown on the Plan of record in Book 5800, page 44, Register's Office for Davidson County, Tennessee.

3. Easement of record in Book 5880, page 320, Register's Office for Davidson County, Tennessee.

4. Agreement for Dedication of Easement for Public Utilities and Drainage of record in Book 7625, page 200, Register's Office for Davidson County, Tennessee.

5. All matters shown on the survey of George F. McLaughlin III (Tennessee Registered Land Surveyor No. 2426) of MSP & Associates Land Surveying, Inc. dated January 29, 2004 (MSP Job#: 04071).