Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers
The Krystal Company The Krystal Building Union Square Chattanooga, TN 37402	SAME	161-201 SD018273

This instrument prepared by: Boult, Cummings, Conners & Berry, 222 Third Avenue, North, P. O. Box 198062, Nashville, TN 37219

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS ($10.00) cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of all of which are hereby acknowledged, SOUTH PLAZA JOINT VENTURE, a Tennessee joint venture composed of W. Gerald Ezell and Barry E. Dotson & Associates, Inc., a Tennessee corporation (the "Grantor"), has bargained and sold, and by these presents does transfer and convey unto the said THE KRYSTAL COMPANY, a Tennessee corporation (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described in Exhibit A which is attached hereto and incorporated herein by reference (the "Property").

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

1. Real estate taxes for the current year which have been prorated between the parties.

2. All matters shown on the Plan of South Plaza Shopping Center, a plat of which is of record in Book 6250, page 360, Register's Office for Davidson County, Tennessee.

3. Access and Cross Parking and Property Maintenance Agreement of South Plaza Shopping Center, of record in Book 6490, page 204, said Register's Office.

STATE OF TENNESSEE
COUNTY OF DAVIDSON
The actual consideration or value, whichever is greater, for this transfer is $208,000.

Affiant

Subscribed and sworn to before me this 30th day of August, 1985.

Loretta B. Lanier
Notary Public
My Commission Expires: 9/18/87

32935
IDENTIFICATION REFERENCE
AUG 30 2 03 PM '85
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

4. The following restrictions shall apply to the Property and shall run with the land for as long as that certain Lease between South Plaza Joint Venture and Uptons Department Stores, Inc. is in full force and effect and the premises leased to the tenant thereunder are used as a department store:

(a) The Property shall not be used for a theatre, bowling alley, night club, billiard or pool hall, or health spa;

(b) The total square footage of any building constructed on the Property shall be not more than one-fourth (1/4th) of the total ground area within the Property and any such building shall not exceed one (1) story in height with a maximum height of twenty (20) feet;

(c) There shall be at least five (5) parking spaces on the Property for every 1,000 square feet of gross building area constructed on the Property.

This is unimproved property, known as Lot 4, South Plaza Shopping Center.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title, and interest thereto belonging to the said Grantee, Grantee's successors and assigns, forever.

And Grantor does covenant with the said Grantee that Grantor is lawfully seized and possessed of said land in fee simple; has a good right to convey it, and the same is unencumbered except as set forth hereinabove.

And Grantor does further covenant and bind itself to warrant and forever defend the title to the Property to the said Grantee, its successors and assigns, against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed this 29th day of August 1985, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

SOUTH PLAZA JOINT VENTURE

By: W. Gerald Ezell

By: Barry E. Dotson & Associates, Inc.

By: Barry E. Dotson

Title: President

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Linda C. Hayes, a Notary Public of the state and county aforesaid, personally appeared W. Gerald Ezell, 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 joint venturer of South Plaza Joint Venture, the within named bargainor, a joint venture, and that he as such joint venturer executed the foregoing instrument for the purpose therein contained, by signing the name of the joint venture by himself as joint venturer.

WITNESS my hand and seal, this 29th day of August, 1985.

Linda C. Hayes
Notary Public

My Commission Expires: 4/19/87

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, Gregory L. Stiles, a Notary Public in and for the County and State aforesaid, personally appeared Barry E. Dotson, 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 President of Barry E. Dotson & Associates, Inc., a Tennessee corporation, which corporation is a joint venturer of South Plaza Joint Venture, the within named bargainor, a joint venture, and that he as such President, executed the foregoing instrument for the purposes therein contained, by signing the name of Barry E. Dotson & Associates, Inc. as joint venturer on behalf of the joint venture by himself as President.

WITNESS my hand and seal, at office in Nashville, Tennessee, this 29th day of August, 1985.

Gregory L. Stiles
Notary Public

My Commission Expires: 1-10-89

EXHIBIT A

LAND in Davidson County, Tennessee, being part of Lot No. 4 on the Revised Plan of South Plaza Shopping Center of record in Book 6250, page 360, Register's Office for Davidson County, Tennessee, described as follows, to-wit:

BEGINNING at a concrete monument in the northerly margin of Old Hickory Boulevard and the easterly margin of Nolensville Road, thence with said margin of Nolensville Road, North 5°01'00" West 74.00 feet to an iron pin, thence North 83°23'31" East 200.00 feet to an iron pin, thence South 6°36'29" East 153.58 feet to an iron pin, thence South 83°23'31" West 121.12 feet to an iron pin, thence North 52°05'00" West 113.53 feet to the point of beginning, containing 27,733.523 square feet or 0.637 acres.

BEING part of the same property conveyed to SOUTH PLAZA JOINT VENTURE, A TENNESSEE JOINT VENTURE composed of Barry E. Dotson and Associates, Inc., and W. Gerald Ezell by deed of record in Book 6277, page 803, Register's Office for said County.

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

BOOK 6644 PAGE 414

RECEIVED OF _____

FOR _____

CO -CONVEYANCE	CC -CERTIFIED COPY	MISC -MISCELLANEOUS
MO -MORTGAGE	REL -RELEASE	CO TX -STATE TAX CONVEY
WD -WARRANTY DEED	UCC -UNIFORM COMMERCIAL CODE	MO TX -STATE TAX MORT
TD -TRUST DEED		PRFEE -PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID
			208000.00- CAMT.	
			540.80 CSTAX	
			.50 PRFEE	
			12.00 WDEED	
			CHECK 553.30-	
2708A	08/30/85	BAL	.00	

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

32935

IDENTIFICATION REFERENCE

AUG 30 2 03 PM '85

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 168549

414