This Form furnished by Attorneys Title Company, Inc.

Form No. WD-3

FROM

SOUTH PLAZA JOINT VENTURE

TO

TACO BELL, CORP.

For draftsman's use

This instrument prepared by
Dewey Pedigo, Jr., Attorney for
Attorneys Title Company, Inc.
222 Third Avenue, North - Suite 175
Nashville, Tennessee 37201

ADDRESS NEW OWNER (S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBERS
TACO BELL, CORP. (NAME)	TACO BELL c/o Geo. McElroy & Assoc. (NAME)	(Pt. of)
16808 Armstrong Avenue (STREET ADDRESS OR ROUTE NUMBER)	P. O. Box 10048 (STREET ADDRESS)	161-82
Irvine, California 92714 (CITY) (STATE) (P. O. ZIP)	Dallas, Texas 75207 (CITY) (STATE) (ZIP)	

(FOR REGISTER'S USE)

330087

IDENTIFICATION REFERENCE

AUG 30 4 04 PM '85

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

STATE OF TENNESSEE }
COUNTY OF DAVIDSON }

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS

$ 282,150.00 JoAnn Smith
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 30th DAY OF August 19 85.

Loretta B. Lane
Notary Public

MY COMMISSION EXPIRES: 7/18/87

(AFFIX SEAL)

For and in Consideration of the sum of Ten and No/100 ($10.00) **DOLLARS**

Cash in hand paid and other good and valuable considerations, the receipt of which is hereby acknowledged,

South Plaza Joint Venture, a Tennessee joint venture composed of Barry E. Dotson and Associates, Inc., a Tennessee Corporation and W. Gerald Ezell

have bargained and sold, and by these presents do transfer and convey unto the said

TACO BELL CORP. A CALIFORNIA CORPORATION

its successors ~~heirs~~ **and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:**

Land in Davidson County, Tennessee, being all of Lot No. 3 and a perpetual, non-exclusive easement for ingress and egress across a portion of Reserve Parcel A on the Plan of the Second Revision of South Plaza Shopping Center, of record in Book 6250, page 556, Register's Office for said County, described as follows:

Form No. WD3a

SEE ATTACHED MARKED EXHIBIT "A"

BOOK 8645 PAGE 101

unimproved (X)
This is improved ( ) property, known as ____ Nolensville Road ____ Nashville, Tennessee ____
(House Number) (Street) P. O. Address: (City or Town) (Postal Zone)

To Have and to Hold the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Taco Bell Corp. a California Corporation its successors ~~xxxx~~ and assigns, forever.

And I South Plaza Joint Venture do covenant with the said Taco Bell Corp. a California Corporation that it is lawfully seized and possessed of said land in fee simple; have a good right to convey it, and the same is unencumbered.

And South Plaza Joint Venture do further covenant and bind itself, its successors ~~xxxx~~ and representatives, to warrant and forever defend the title to the said land to the said Taco Bell Corp. A California Corporation its successors ~~xxxx~~ and assigns against the lawful claims of all persons whomsoever.

Witness our hand s this ____ day of August, 19 85, 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
W. Gerald Ezell

By: BARRY E. DOTSON AND ASSOCIATES, INC.
By: [signature]

[redacted]

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, 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 the joint venturer of South Plaza Joint Venture, the within named bargainor, a joint venture, and that he as such joint venturer, being authorized so to do, 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 A. Hargis
Notary Public

My Commission expires: 4/19/87

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of the State and County 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 President of Barry E. Dotson and Associates, Inc., a corporation, and that said corporation is a joint venturer of South Plaza Joint Venture, the within named bargainor, a joint venture, and that he as such President, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation as a joint venturer, by himself as President.

Witness my hand and official seal this 29th day of August 1985.

Gregory E. Adams
Notary Public

My Commission expires: 1-10-89

EXHIBIT "A"

Parcel I: (Lot No. 3)

Beginning at a concrete monument in the northerly margin of Old Hickory Boulevard and the easterly margin of Nolensville Pike, thence with said margin of Nolensville Pike, North 5 deg. 01' 00" West 714.91 feet to a concrete monument, thence South 87 deg. 49' 44" East 15.15 feet to the point of beginning of Lot 3, thence North 5 deg. 01'00" West 136.45 feet to a concrete monument; thence with a curve to the left (having a central angle of 2 deg. 14' 26" and a radius of 5779.58 feet) 226.02 feet to an iron pin, thence South 85 deg. 30' 02" East 171.73 feet to an iron pin, thence South 4 deg. 29' 58" West 355.00 feet to an iron pin, thence North 86 deg. 24' 12" West 107.47 feet to the point of beginning, containing 49,231.627 square feet or 1.130 acres, more or less.

PARCEL II: (Appurtenant Easement)

A perpetual, non-exclusive easement, appurtenant to Parcel One herein (Lot No. 3), for ingress and egress to and from Parcel One and Nolensville Pike, upon and across that certain property in Davidson County, Tennessee, being more fully described as follows:
Beginning at the northwesterly corner of Lot No. 3 on the Revised Plan of South Plaza Shopping Center, as of record in Plat Book 6250, page 556, Register's Office for Davidson County, Tennessee; thence with a curve to the left (having a central angle of 0 deg. 04' 20" and a radius of 5779.58 feet) 7.30 feet to a point; thence South 84 deg. 14' 17" East 48.36 feet to a point; thence south 5 deg. 45' 49" West 6.00 feet to a point on the northerly property line; thence with the property line North 85 deg. 30' 02" West 46.73 feet to the point of beginning, containing 313.937 square feet or 0.007 acres, more or less.

Being part of the same property conveyed to South Plaza Joint Venture, a Tennessee joint venture composed of Barry E. Dotson and Associates, Inc. a Tennessee Corporation, and W. Gerald Ezell, by deed from Texas Commerce Bank National Association, a national banking association and Texas Commerce Funding Company, a Delaware Corporation, of record in Book 6277, page 802, Registers Office for Davidson County, Tennessee.

THIS CONVEYANCE IS MADE SUBJECT TO THE FOLLOWING:

1. Easement granted First Suburban Utility District of record in Book 2453, page 531, Register's Office for Davidson County, Tennessee.

2. Storm Water Detention Agreement of record in Book 6408, page 878, Register's Office for Davidson County, Tennessee.

3. The Plan of record in Book 6250, page 556, said Register's Office, which shows an Owner's Certificate, certain setback lines and easements and certain notes.

4. Reciprocal Easement and Maintenance Agreement of record in Book 6490, page 204, and re-recorded in Book 6538, page 731, Register's Office for Davidson County, Tennessee.

5. Restrictive covenants as shown on the P.U.D Map, not of record, as follows:

(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.

OFFICIAL RECEIPT

FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF_____

FOR_____

BOOK 6645 PAGE 104

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

262150.00- CAPT.
733.46 CSTAX
.50 PRFEE
12.00 WDEED
CHECK 745.96-
2880A08/30/85 BAL .01

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

33087

IDENTIFICATION REFERENCE

Aug 30 4 04 PM '85

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 168718