H-45

BOOK 6892 PAGE 606

This Instrument prepared by: Thomas W. Carton, Jr., 4288 W. Dulbin-Granville Rd., Dublin, OH 43017

CORPORATE FORM

THIS INDENTURE, made and entered into this 6th day of June 1986

by and between WENDY'S CAPITAL CORPORATION
a corporation organized and existing under and by virtue of the laws of the State of Virginia,
party of the first part, and GREAT WESTERN CREDIT CORPORATION, a Nevada corporation

party, of the second part

WITNESSETH: That for the consideration hereinafter expressed the said party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the said party of the second part the following described real estate, situated and being in Nashville County of Davidson State of Tennessee

See Exhibit "A" attached hereto and made a part hereof.

Being the same property conveyed to Wendy's Capital Corporation by Quit Claim Deed from Wenequity Limited Partnership 1981-One recorded in Book 5912, Page 572, Davidson County records.

RESPONSIBLE TAXPAYER;
Great Western Credit Corporation
c/o Cooley, Godward, Castro, Huddleson & Tatum
One Maritime Plaza, Suite 2000
San Francisco, CA 94111

FILED & RECORDED
DAVIDSON COUNTY, TN
JUN 19 3 55 PM '86

IDENTIFICATION REFERENCE

12464

TO HAVE AND TO HOLD The aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto said party of the second part, its successors heirs and assigns in fee simple forever.

Subject to all easements, covenants, conditions, restrictions, reservations and rights-of-way of record; zoning ordinances; and real estate taxes and assessments not yet due and payable.

And the said party of the first part does hereby covenant with the said party of the second part that it is lawfully seized in fee of the aforedescribed real estate; that it has a good right to sell and convey the same; that the same is unencumbered;

and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons.

THE CONSIDERATION for this conveyance is as follows: TEN DOLLARS ($10.00) cash in hand paid, and other good and valuable considerations, receipt of all of which is hereby acknowledged.

IN WITNESS WHEREOF, party of the first part has caused this instrument to be executed by and through its duly authorized officers the day and year first above written.

WENDY'S CAPITAL CORPORATION

By: _____ Vice President.

ATTEST: _____ Secretary

I, **MICHAEL KENNEDY,** Secretary

WENEQUITY LIMITED PARTNERSHIP 1981-ONE
By: WOFH Development, Inc.

By: _____
Thomas W. Carton, Jr.
Assistant Secretary

Address of Property 5640 Franklin Pike Circle, Brentwood, Tennessee

Mailing Address for Tax Notices 5270 Neil Road, Reno, Nevada 89503

STATE OF ~~TENNESSEE~~ OHIO COUNTY OF ~~SHELBY~~ FRANKLIN

On this 10th day of June, 19 86, before me, the undersigned Notary Public in the State and County aforesaid, personally appeared Thomas W. Carton, Jr. with whom I am personally acquainted and who, upon oath, acknowledged himself to be the Vice President of WENDY'S CAPITAL CORPORATION, the within named bargainor, a corporation, and that he as such Vice President, 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 Vice President.

WITNESS my hand and Notarial Seal at office the day and year above written.

Deborah L. Edel
Notary Public

DEBORAH L. EDEL
Notary Public, State of Ohio
My Commission Expires March 8, 1991

MY COMMISSION EXPIRES:

STATE OF ~~TENNESSEE~~ OHIO COUNTY OF ~~SHELBY~~ FRANKLIN

I, or we, hereby swear or affirm that to the best of affiants knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater is, $682,084, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this the 10th day of June, 19 86

Deborah L. Edel
Notary Public

DEBORAH L. EDEL
Notary Public, State of Ohio
My Commission Expires March 8, 1991

MY COMMISSION EXPIRES

MEMPHIS TITLE

100 North Main Building
P.O. Box 3073
Memphis, Tennessee 38103
Phone (901) 525-4343

WARRANTY DEED

TO

State Tax . . . $
Clerk's Fee . . . $
TOTAL . . . $

Paid

Deputy County Court Clerk.

MTC 0019

COMMISSION EXPIRES:

Notary Public

WITNESS my hand and official seal at office this day of , 19

President, and attesting the same by the Secretary.

Secretary, respectively of

the within named bargainor, a corporation, and they as such President and Secretary, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by the said

and

with whom I am personally acquainted and who upon oath acknowledged themselves to be the President and

Before me, the undersigned Notary Public in and for the County and State aforesaid, personally appeared

STATE OF ~~TENNESSEE~~ OHIO
COUNTY OF ~~SHELBY~~ FRANKLIN

STATE OF OHIO
COUNTY OF FRANKLIN

On this 6th day of June, 1986, before me, the undersigned Notary Public in the State and County aforesaid, personally appeared Thomas W. Carton, Jr., Assistant Secretary of WOFH Development, Inc., an Ohio corporation, sole general partner of Wenequity Limited Partnership 1981-One, an Ohio limited partnership, the within named bargainer, and that as such Assistant Secretary of the general partner, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the limited partnership by the sole general partner by himself as such Assistant Secretary of the sole general partner.

Witness my hand and Notarial Seal at office the day and year above written.

Deborah L. Edel
Notary Public
DEBORAH L. EDEL
Notary Public, State of Ohio
My Commission Expires March 8, 1991

II-45 #31

269043

EXHIBIT 'A'

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, being Lot No. 3 on plat entitled McArthur Subdivision as of record in Book 5200, Page 363 of the Register's Office of Davidson County, Tennessee and being more particularly described as follows:

Beginning at an iron pin on the easterly right-of-way of Franklin Pike Circle at the common front corner of Lots 3 and 4 on the plan of McArthur Subdivision as noted above and proceeding:

1. With the easterly right-of-way of Franklin Pike Circle, N 27 degrees 05 minutes 00 seconds E, 126.00 feet to an iron pin at the common front corner of Lots 2 and 3; thence,

2. With the common line between Lots 2 and 3, S 62 degrees 55 minutes 00 seconds E, 220.13 feet to an iron pin on the westerly right-of way of Interstate 65; thence,

3. With the westerly right-of-way of Interstate 65 (access controlled), S 41 degrees 42 minutes 29 seconds W, 130.22 feet to an iron pin at the common rear corner of Lots 3 and 4; thence,

4. With the common line between Lots 3 and 4, N 62 degrees 55 minutes 00 seconds W, 187.25 feet to the point of beginning and containing 0.59 acre, more or less.

Being the same property conveyed to Wendy's Capital Corporation, a Virginia Corporation, by Quit Claim Deed from Wenequity Limited Partnership, of record in Book 5912, Page 572, Register's Office for Davidson County, Tennessee.

AFTER RECORDING RETURN TO:

TICOR TITLE INSURANCE CO.
175 S. Third St., Suite 270
Columbus, Ohio 43215

038-03319-94 WCC-II-45

180
Par 18

Box 33

EXHIBIT "A"

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

RECEIVED OF _____

FOR _____

BOOK 6892 PAGE 610

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
			602084.CO- CANT.	
			1173.46 CSTAX	
			.50 PRFE	
			12.00 MISC	
			CHECK	
7772A	06/19/86		BAL	.00

Total 1.285.96

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

12464

IDENTIFICATION REFERENCE

JUN 19 3 55 PM '86

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN

No. 261303