4484A

DAVIDSON COUNTY
TENNESSEE DEED

STATE OF GEORGIA

TN 341 FEE

COUNTY OF FULTON

BOOK 7923 PAGE 559

ADDRESS NEW OWNER(S) AS FOLLOWS	SEND TAX BILLS TO	MAP PARCEL NUMBERS
		82-6-9 Field Book
RTM Winners, L.P.	RTM Winners, L.P.	20W-11270
(NAME)	(NAME)	
2130 LaVista Executive Park	2130 LaVista Executive Park	
(STREET ADDRESS OR ROUTE NUMBER)	(STREET ADDRESS)	
Tucker, Georgia 30084	Tucker, Georgia 30084	
(CITY) (STATE) (ZIP CODE)	(CITY) (STATE) (ZIP CODE)	
	Attn: Mr. J. Russell Welch	

WARRANTY DEED

For and in consideration of the sum of TEN ($10.00) DOLLARS and other good and valuable consideration

WINNERS CORPORATION, A TENNESSEE CORPORATION,
f/k/a VOLUNTEER CAPITAL CORPORATION

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

RTM WINNERS, L.P., A GEORGIA LIMITED PARTNERSHIP

the GRANTEES herein, their heirs and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, as more particularly described on Exhibit "A" attached hereto and made an essential part hereof.

Said property is conveyed, and the covenants set forth below are made, subject to the matters listed on Exhibit "B", attached hereto and made an essential part hereof.

This is improved property, known as 831 N. First Street, Nashville, Tennessee 37207.

To have and to hold the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEES, their heirs and assigns, forever. And we do covenant with the said GRANTEES that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, unless otherwise herein set out. And we do further covenant and bind ourselves, our heirs and representatives to warrant and forever defend the title to the said land to the said GRANTEES, their heirs and assigns against the lawful claims of all persons, whomsoever.

Whenever used, the singular number shall include the plural, the plural the singular and the use of any gender shall be applicable to all genders.

Witness our hands this 23 day of August, 1989.

WINNERS CORPORATION, f/k/a Volunteer Capital Corporation

By: R. Gregory Lewis

R. Gregory Lewis
Vice President Finance and Secretary

0 1 0 5 2

IDENTIFICATION REFERENCE

AUG 25 3 27 PM '89

DAVIDSON COUNTY TN

4484A

DAVIDSON COUNTY
TENNESSEE DEED

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STATE OF GEORGIA

COUNTY OF FULTON

Before me, R. Gregory Lewis, a Notary Public for Georgia State-at-Large, personally appeared R. Gregory Lewis with whom I am personally acquainted, or proved to me on the basis of satisfactory evidence, and who, upon oath, acknowledged that he is the Vice President of Finance and Secretary of Winners Corporation, a Tennessee corporation f/k/a Volunteer Capital Corporation, the within named bargainor, a corporation and that as such he executed the foregoing instrument for the purpose therein contained by signing the name of the corporation thereto.

Witness my hand and seal, at office in Atlanta, Georgia, this 23 day of August, 1989.

(Affix Notary Seal)

Cathy Clary Notary Public

Commission expires Notary Public, DeKalb County, Georgia My Commission Expires Nov. 2, 1991

STATE OF GEORGIA

COUNTY OF FULTON

The actual consideration for this transfer or value of property (whichever is greater) is TWO HUNDRED SEVENTY-FIVE THOUSAND TWO HUNDRED SIXTY-FIVE AND NO/100 ($275,265.00) DOLLARS. This is equal to or greater than the property would bring at a fair and voluntary sale.

J. Russell Welch

Sworn to and subscribed before me
this 23 day of August, 1989.

My commission expires Notary Public, DeKalb County, Georgia My Commission Expires Nov. 2, 1991 Notary Public Cathy Clary

This instrument was prepared by:

Philip G. Skinner, Esq.
Arnall Golden & Gregory
1040 Crown Pointe Parkway
Suite 800
Atlanta, Georgia 30338

EXHIBIT 'A'

Land in Davidson County, Tennessee, described as follows:

Being Lots Nos. 10, 11, 12, and 13 on the G.W. Thompson Place, being a subdivision of the Orndorff Purchase of the V.S. Lindsley Addition, as of record in Book 57, page 86, Register's Office for Davidson County, Tennessee, described as follows:

Beginning at an iron pin 450.00 feet north of Hancock Street, said point being on the east right of way of North First Street and the southwest corner of Lot No. 10; thence North 4 degrees 32 minutes 00 seconds East, 200.00 feet to an iron pin; being the northwest corner of Lot No. 13; thence South 84 degrees 42 minutes 00 seconds East, 150.76 feet to an iron pin in a 12 foot alley; thence South 4 degrees 34 minutes 00 seconds West, 199.80 feet to an iron pin, being the southeast corner of Lot No. 10; thence North 84 degrees 46 minutes 32 seconds West, 150.64 feet to the point of beginning, containing 30,122 square feet or 0.692 acres, according to a survey by Michael V. Holmes and Associates, Inc., dated March 12, 1981.

Being the same property conveyed to Grantor by deed of record in Book 5736, page 461, said Register's Office.

4484A

DAVIDSON COUNTY
TENNESSEE DEED

TN 341 FEE
BOOK 7923 PAGE 562

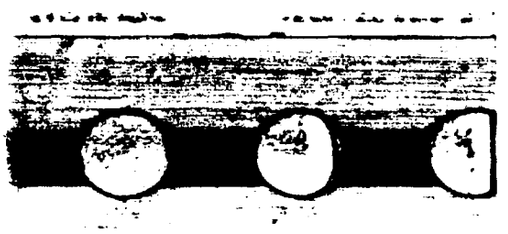
EXHIBIT "B"

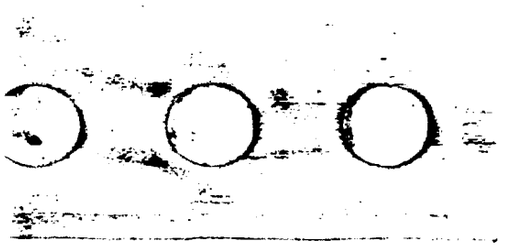
1. Taxes for 1989, a lien but not yet due and payable.

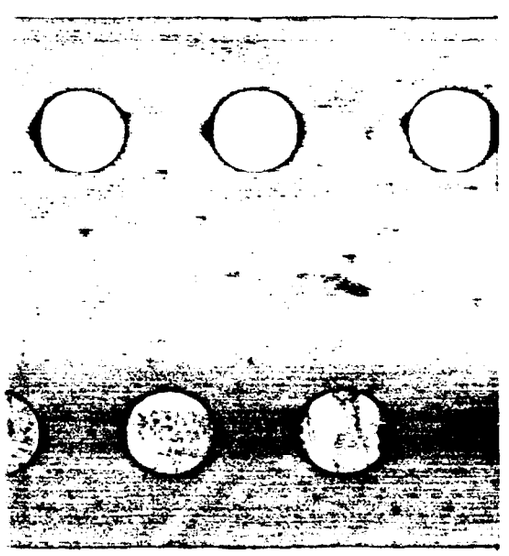
EXHIBIT "B"
(continued)

2. Other easements, encroachments, and restrictions, if any, that are minor in nature that do not significantly affect the existing use of the real property; and zoning ordinances and violations thereof which are permitted as non-conforming uses, if any, which do not materially adversely affect the existing use of the restaurant on the real property.

9587 08/25 0101 03CHECK 924.4







OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7923 PAGE 564

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

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL

CAMT
275265.00
CON TX 908.49
PRFEE 1.00
WDEED 15.00
TOTAL 924.49
CHECK 924.49

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

08/25/89 01 15:12 0001 9587

6 1 0 5 2

IDENTIFICATION REFERENCE

AUG 25 3 11 PM '89

FELIX Z. WILSON, II
DAVIDSON COUNTY, TN

No. 242807