4484A

DAVIDSON COUNTY
TENNESSEE DEED

BOOK 7923 PAGE 565

STATE OF GEORGIA

TN 338 FEE

COUNTY OF FULTON

ADDRESS NEW OWNER(S) AS FOLLOWS	SEND TAX BILLS TO	MAP PARCEL NUMBERS
		83-9-42 Field Book
RTM Winners, L.P. (NAME)	RTM Winners, L.P. (NAME)	18W-00800
2130 LaVista Executive Park (STREET ADDRESS OR ROUTE NUMBER)	2130 LaVista Executive Park (STREET ADDRESS)	
Tucker, Georgia 30084 (CITY) (STATE) (ZIP CODE)	Tucker, Georgia 30084 (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 311 Gallatin Road, Nashville, Tennessee 37216.

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.

6 - 10 - 53

IDENTIFIED FOR TAX PURPOSES

AUG 25 9:11 AM

DAVIDSON COUNTY, TN

WINNERS CORPORATION, f/k/a Volunteer
Capital Corporation

By: R. Gregory Lewis
R. Gregory Lewis
Vice President Finance and Secretary

4484A

DAVIDSON COUNTY
TENNESSEE DEED

BOOK 7923 PAGE 566

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 SIXTY-THREE THOUSAND THIRTY-ONE AND NO/100 ($263,031.00) 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

TN338FEE
Davidson County, Tennessee

BOOK 7923 PAGE 567

EXHIBIT 'A'

Land in Davidson County, Tennessee, being Lots Nos. 1 and 2 on the Map of F.O. Beasley's Subdivision, of Block C of the Douglass Place in East Nashville, as of record in Plan Book 2, page 66, Chancery Court at Nashville, described according to a survey made Barge, Waggoner and Sumner, Engineers, February 22, 1963, as follows:

Beginning at the southeast corner of Gallatin Road and Ordway Place; thence with the southerly margin of Ordway Place, South 84 degrees 16 minutes east 99 ft. to the corner of Lots Nos. 2 and 3; thence with the line between said two lots, South 5 degrees 20 minutes west 160 feet to the northerly margin of an alley; thence with said alley north 82 degrees 44 minutes west 123.73 ft. to the easterly margin of Gallatin Rd.; thence with said road, North 11 deg. 58 minutes east 92.08 feet to an iron pin; continuing with said road, North 17 deg. 30 minutes east 66.50 ft. to the beginning.

Being the same property conveyed to Grantor by deed of record in Book 5609, page 982, said Register's Office.

4484A

DAVIDSON COUNTY
TENNESSEE DEED

TN 338 FEE

BOOK 7923 PAGE 568

EXHIBIT "B"

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

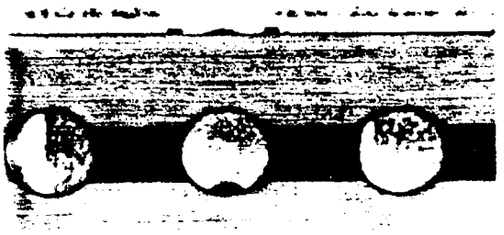
2. Restrictions filed for record in Book 5287, page 212, said Register's Office, as follows:

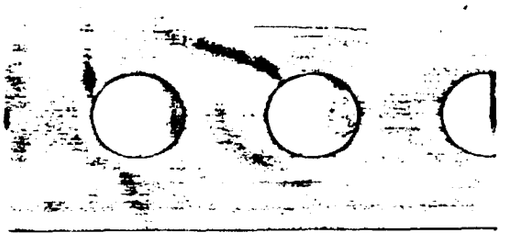
> During the period of 15 years after the date of said deed (May 11, 1978) no petroleum products for motor vehicles shall be advertised, stored sold or distributed on the premises conveyed, or any part thereof, but such products may be stored and used on the premises for own consumption by the occupant thereof.

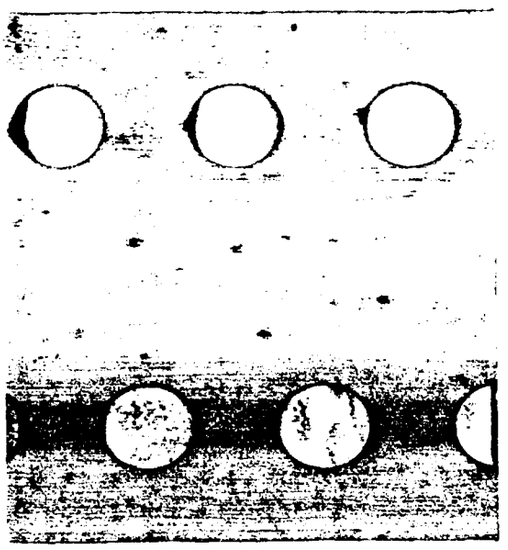
EXHIBIT "B"
(continued)

3. 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.

9588 08/25 0101 03CHECK 883.90







OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7923 PAGE 570

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 263031.00
CON TX 867.90
PRFEE 1.00
WDEED 15.00
TOTAL ~~883.90~~
CHECK ~~883.90~~

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

08/25/89 01 15:13 0001 9588

61053

IDENTIFICATION REFERENCE

AUG 25 3 11 PM '89

DAVIDSON COUNTY, TN

No. 242808