4484A

DAVIDSON COUNTY
TENNESSEE DEED

BOOK 7923 PAGE 577

STATE OF GEORGIA

TN 332 FEE

COUNTY OF FULTON

ADDRESS NEW OWNER(S) AS FOLLOWS	SEND TAX BILLS TO	MAP PARCEL NUMBERS
		91-15-254 Field Book
RTM Winners, L.P.	RTM Winners, L.P.	12W-03640
(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 4816 Charlotte Avenue, Nashville, Tennessee 37209.

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

INSTRUMENT REFERENCE
AUG 25 12 1989
DAVIDSON COUNTY

4484A

DAVIDSON COUNTY
TENNESSEE DEED

STATE OF GEORGIA

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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 FORTY-SEVEN THOUSAND SEVEN HUNDRED THIRTY-NINE AND N0/100 ($247,739.00) 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'

TRACT 1: Land in Davidson County, Tennessee, being Lots Nos. 711, 713, 715 and the easterly 13.5 feet of Lot No. 717 of Block 89 in Plan No. 1, West Nashville, as of record in Book No. 57, pages 74 and 75, Register's Office for Davidson County, Tennessee.

Said Lots Nos. 711, 713, 715 and the easterly part of 717 adjoin and front together 88.5 feet on the northerly side of Charlotte Avenue and extend back between parallel lines 150 feet to an alley.

Being the same property conveyed to Winners Corporation, a Tennessee corporation (formerly Volunteer Capital Corporation) by deed from Third National Bank of Nashville, Tennessee, Trustee under agreement with H.G. Hill for F. Caldwell of record in Book 5499, page 449, said Register's Office.

TRACT 2: Land in Davidson County, Tennessee, being the westerly 11.5 feet of Lot No. 717 and the easterly 9.5 feet of Lot No. 719 of Block No. 89, Plan No. 1, West Nashville, as of record in Book 57, pages 74 and 75, Register's Office for said County.

Said westerly part of Lot No. 717 and easterly part of Lot No. 719 together front 21 feet on the northerly side of Charlotte Avenue, formerly the Charlotte Pike, and run back between parallel lines 150 feet to an alley.

Being the same property conveyed to Grantor by deed of record in Book 5499, page 454, said Register's Office.

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DAVIDSON COUNTY
TENNESSEE DEED

TN 332 FEE

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EXHIBIT "B"

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

2. Rights established in instrument mentioned in Deed Book 638, page 94, and Deed Book 1149, page 359, Register's Office for Davidson County, Tennessee, respecting a 1/2 interest in west wall on and along the westerly side of the easterly 13.5 feet of Lot No. 717 with full rights therein to use it, and continue it to the alley in the rear. TRACT I.

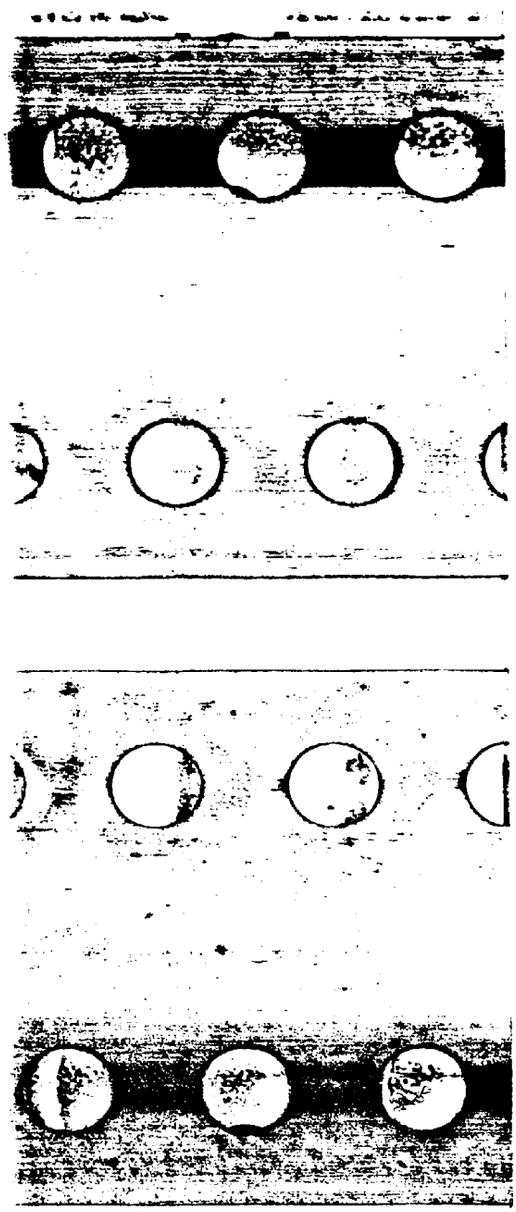
3. Subject to the Party Wall Agreement and all laws relating thereto referred to in instrument of record in Book 426, page 474, Register's Office for Davidson County, Tennessee. TRACE 2.

0088t

EXHIBIT "B"
(continued)

4. 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.

9590 08/25 0101 03CHECK 833.41



OFFICIAL RECEIPT

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

RECEIVED OF _____

FOR _____

BOOK 7923 PAGE 582

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 247739.00
CON TX 817.41
PRFEE 1.00
WDEED 15.00
TOTAL 833.41
CHECK 833.41

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK
08/25/89 01 15:14 0001 9590

61055

IDENTIFICATION REFERENCE

AUG 25 3 12 PM '89

DAVIDSON COUNTY, TN

No. 242810