BOOK 3005 PAGE 824

THIS INSTRUMENT PREPARED BY:
T. Michael O'Mara, Attorney
317 West Spring Street
Cookeville, Tennessee 38501

SEND TAX NOTICES TO:
SOUTHDOWN CORPORATION
500 WILSON PIKE CIRCLE 102
BRENTWOOD TN 37027

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 DOLLARS ($10.00), cash in hand paid and other good and valuable consideration, the receipt of all of which is hereby acknowledged,

I, Joe B. Wilmoth, d/b/a JWC, d/b/a Burger King, hereinafter referred to as the Grantor, have this day bargained and sold, and do hereby transfer and convey unto Smith Foods II, Limited Partnership, a Tennessee Limited Partnership, hereinafter referred to as the Grantee, its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee as follows:

> Land in Davidson County, Tennessee, being Lot 2 on the Plan of Metro Airport Center, Section 4, Phase 1 of record in Book 6200, Page 216, Register's Office of Davidson County, Tennessee and being more particularly described according to a survey by J. Bruce Rainey, Surveyor #823, dated November 7, 1984 and revised February 5, 1985, and known as Job No. 84-200-1 as follows:
>
> Beginning at a concrete monument on the East margin of Donelson Pike, said point of beginning being the Northwest corner of this lot and the Southwest corner of the Jack Ham property of record in Book 5341, Page 593, R.O.D.C., Tennessee; thence leaving the margin of the said Donelson Pike and with Ham's southerly line S 83° 12' 58" E 144.04 feet to a concrete monument; thence leaving Ham's line with the line of lot one of the said Metro Airport Center Section 4 phase one S 83° 13' 18" E 127.33 feet to a concrete monument; thence with the line of Lot 2 as shown on the plan of Elm Hill Limited Subdivision of record in Book 5200, Page 259, R.O.D.C., Tennessee S 10° 39' 00" W 175.00 feet to an iron pin; thence N 83° 18' 10" W 258.94 feet to a point; thence with a curve to the left having a radius of 3477.83 feet and a long chord of 174.98 feet said chord having a bearing of N 06° 34' 4" E, a distance along the curve of 175.00 feet to the point of beginning containing 1.06 acres (46,217 SF.) more or less.
>
> This property is all or a portion of that listed on Tax Map 108, Group 1, Parcel 57.

Previous and last conveyance being a warranty deed to Joe B. Wilmoth, d/b/a JWC, d/b/a Burger King of record in Warranty Deed Book 6617, Page 645 in the Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estates, titles, and interest thereto belonging to the said Grantee, its heirs and assigns, forever. And I do covenant with the said Grantee, that I am lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered.

And I do further covenant and bind myself, my heirs and representatives, to warrant and forever defend the title to said land to the said Grantee, its heirs and assigns, against the lawful claims of all persons.

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WITNESS my hand, this 30 day of June, 1993.

Joe B. Wilmoth

Joe B. Wilmoth, d/b/a JWC
d/b/a Burger King

STATE OF TENNESSEE
COUNTY OF PUTNAM

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Joe B. Wilmoth, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged himself to be the within named bargainor and that he, as such, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official seal, at Cookeville, Tennessee, this the 30 day of June, 1993.

Notary Public

My Commission Expires: November 19, 1996

NOTARY PUBLIC AT LARGE STATE OF TENNESSEE

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value whichever is greater, for this transfer is $ 500,000.00.

E. Rhett Smith

Affiant

Subscribed and sworn to before me, this 6 day of June, 1993.

Denise M. Saumweber

Notary Public

My Commission Expires: 11/20/96

0671 07/06 0101 03CHECK 1859.00

STATE OF TENNESSEE
COUNTY OF DAVIDSON

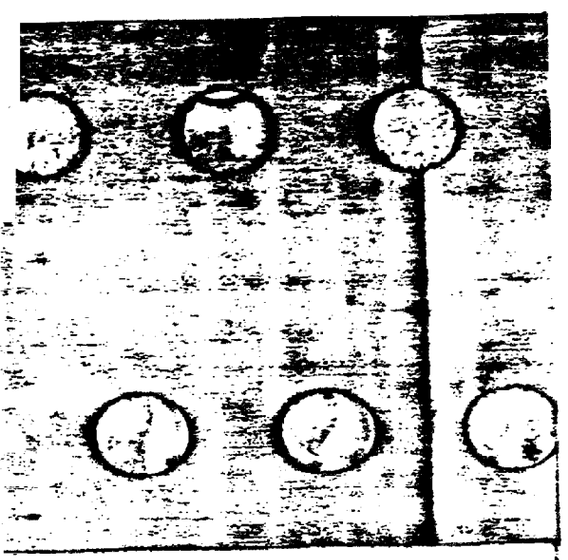
The foregoing instrument and certificate were noted in Notebook _____, Page _____, at _____ o'clock ___ m. _____, 19 _____ and recorded in Warranty Deed Book _____, Page _____. State Tax Paid $_____ Fee _____ Recording Fee _____ Total $_____

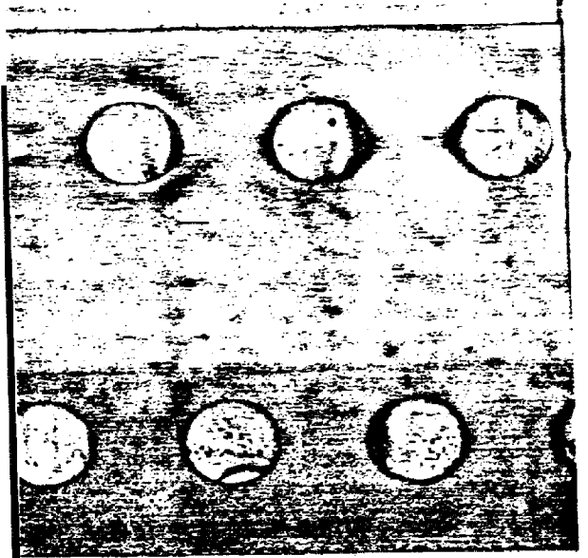
Witness my hand.

Receipt No. _____

_____
Register

38119
IDENTIF. A REFERENCE
DEEDS\WD\WD
93 JUL -6 PM 4:30
FELIX Z. ELLISON II REGISTER
DAVIDSON COUNTY, TN.





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

RECEIVED OF _____

FOR _____

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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

CAMT 500000.00
CON TX 1850.00
PRFEE 1.00
WDEED 8.00
TOTAL 1859.00
CHECK 1859.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 0001 0671

38119
IDENTIF. ↑ REFERENCE

93 JUL -6 PM 4:35
FELIX Z. WILSON III REGISTER
DAVIDSON COUNTY, TN.

No. 671131