Address New Owner:	Send Tax Bills to:	Map-Parcel Numbers
Taco Bell Corp. 17901 Von Karman Irvine, CA 92714	New Owner	Map 106 Parcel 81
This instrument prepared by: Boult, Cummings, Conners & Berry (CGF) P.O. Box 198062, Nashville, Tennessee 37219		

WARRANTY DEED

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are acknowledged, Associated Ventures, Incorporated ("Grantor") has bargained and sold, and hereby transfers and conveys to Taco Bell Corp. ("Grantee"), its successors and assigns, certain land in Davidson County, Tennessee, being more particularly described in Exhibit A attached hereto and incorporated herein by reference (the "Property").

TO HAVE AND TO HOLD the Property with all appurtenances, estate, title, and interest thereto belonging to Grantee, its successors and assigns, forever.

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real estate taxes for the current year, which have been prorated between the parties and assumed by Grantee.

2. All matters shown on the Plan of record in Book 4460, page 84.

3. Trunk Sanitary Sewer Easement of record in Book 3531, page 588, Register's Office for Davidson County, Tennessee.

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $375,000.00.

Stanley J. Adams
Affiant

Subscribed and sworn to before me this 23RD day of July, 1993.

Victoria L Byrd
Notary Public
My Commission Expires: September 16, 1995

4923/CGF

Grantor covenants with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple; that Grantor has a good right to convey the Property; and that the Property is unencumbered except as set forth herein.

Grantor further covenants to warrant and forever defend the title to the Property to Grantee, its successors and assigns against the lawful claims of all persons.

Executed this 23rd day of July, 1993.

ASSOCIATED VENTURES, INCORPORATED

By: Stanley J. Adams

Its: President

By: Richard G Brown

Its: Vice President

This is improved property, known as 978 Murfreesboro Road, Nashville, Tennessee.

74923/CGF
006405-000/ 7/22/93

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Richard D. Benson, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be VICE PRESIDENT of Associated Ventures, Incorporated, the within named bargainor, 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 VICE PRESIDENT.

Witness my hand and seal, at office in Nashville, Tennessee, this the 23RD day of July, 1993.

Victoria L. Byrd
NOTARY PUBLIC

My Commission Expires: September 16, 1995

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared Stanley J. Adams, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself to be PRESIDENT of Associated Ventures, Incorporated, the within named bargainor, and that he as such 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 PRESIDENT.

Witness my hand and seal, at office in Nashville, Tennessee, this the 23RD day of July, 1993.

Victoria L. Byrd
NOTARY PUBLIC

My Commission Expires: September 16, 1995

74923/CGF
006405-000/ 7/22/93

"EXHIBIT A"

Land in the 16th Councilmanic District of Davidson County, Tennessee, Being Lot #1 and the Southern 15 feet of a lot "Res. for Dev." as shown on a plat of Millwood, Section 1, as recorded in Book 4460, page 84. Bounded on the North by Barrett, the East by Mill Creek, the South by Murfreesboro Road and the West by Millwood Drive and being more particularly described according to a survey by M & K, Inc. dated April 29, 1993, as follows:

Beginning at an existing railroad spike in the North margin of Murfreesboro Road and the East margin of Millwood Drive; thence on a curved line with a radius of 25 feet and a length of 39.27 feet to an existing iron pin in the East margin of Millwood Drive; thence North 41 degrees East, 183.00 feet (passing the Northeast corner of Lot #1 @ 168.00 feet) to an iron pin in the South boundary of Barrett; thence with Barrett South 49 degrees two seconds East, 200.07 feet (passign an iron pin at 136.58 feet) to a point in Mill Creek; thence with Mill Creek South 32 degrees 09' 51" West, 200.38 feet (passing the East corner of Lot #1 at 15.18 feet) to a point in the North margin of Murfreesboro Road; thence with said margin the following three (3) calls; North 49 degrees West, 91.85 feet to an iron pin; South 41 degrees West, 10.0 feet to an existing iron pin; North 49 degrees West, 114.00 feet to the beginning.

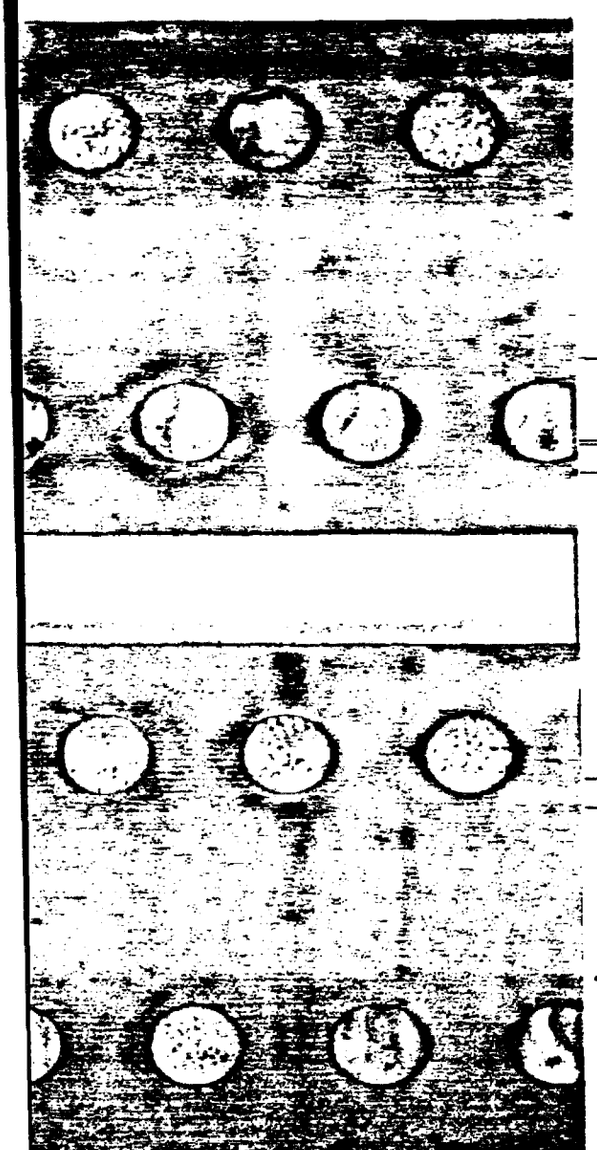
Being the same property conveyed to ASSOCIATED VENTURES, INCORPORATED by Deed of record in Book 9024 page 657 Register's Office for Davidson County, Tennessee.

44523

93 JUL 26 01:17

7828 07/26 0101 03CHECK 1404.50

74923/CGF
006405-000/ 7/22/93



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

RECEIVED OF _____

FOR _____

BOOK 9024 PAGE 665

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 375000.00
				CON TX 1387.50
				PRFEE 1.00
				MIEED 16.00
				TOTAL 1404.50
				CHECK 1404.50
07/26/93	01			13:17 0001 7828

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

44623
IDENTIFICATION

93 JUL 26 PM 1:

No. 678184