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SPECIAL WARRANTY DEED

FROM: MetroCenter Holdings, Inc., Grantor

TO: Taco Bell Corp., Grantee

This instrument was prepared by:
Robert N. Buchanan III
Farris, Warfield & Kanaday
Eighteenth Floor
Third National Financial Center
424 Church Street
Nashville, Tennessee 37219

Address New Owner as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
Taco Bell Corp. Attn: Law Dept./ Real Estate Site No.: 05-2709 17901 Von Karman Irvine, CA 92714	Same	Map 81-4 Parcel 235

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Two Hundred Ten Thousand and 00/100 Dollars ($210,000.00).

Robert N. Buchanan III
Affiant

SUBSCRIBED AND SWORN TO before me, this the 27th day of July, 1994.

Deborah A. Hughes
Notary Public

My Commission Expires: May 28, 1995

FOR AND IN CONSIDERATION OF the sum of Ten and 00/100 Dollars ($10.00), the receipt and sufficiency of which are hereby acknowledged, MetroCenter Holdings, Inc., Grantor, a Tennessee corporation has bargained and sold, and by these presents does transfer and convey unto the said Taco Bell Corp., a California corporation, herein the Grantee, its successors, and assigns, a certain tract or parcel of land (the "Property") in Davidson County, State of Tennessee, described as follows, to wit:

> Lot 4, on the Plan of the Second Resubdivision of Lot 2, MetroCenter Tract 22, of record in Book 7900, page 750, Register's Office for Davidson County, Tennessee, (the "Plat"), together with all easements appurtenant to Lot 4 as shown on the Plat limited to, the non-exclusive easement to connect onto any sanitary, storm sewer or utility lines as shown on said Plat.
>
> BEING part of the property deeded to MetroCenter Holdings, Inc. by Quitclaim Deed from MetroCenter Properties, Inc., of record in Book 8321, page 668, R.O.D.C.

This is unimproved property at Vantage Way Court at MetroCenter Boulevard, Nashville, Tennessee.

This conveyance is expressly made subject to those title exceptions set out on Exhibit A attached hereto.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors, and assigns, forever.

Grantor covenants with the Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it, and the same is unencumbered and unrestricted except as to those matters set forth above to which this conveyance is expressly made subject.

Grantor does further covenant and bind Grantor, its successors, and assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors, and/or assigns against the lawful claims of all persons whomsoever except as to those matters set forth above to which this conveyance is expressly made subject.

Witness my hand this 26 day of July, 1994.

METROCENTER HOLDINGS, INC.

By: _____
Randall W. Parham, President

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, Robert M. Buchanan III, a Notary Public of said County and State, personally appeared Randall W. Parham, 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 (or other officer authorized to execute the instrument) of METROCENTER HOLDINGS, INC., the within named bargainor, a Tennessee corporation, and that he as such President 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, this 26 day of July, 1994.

_____
Notary Public

My Commission Expires:
March 23, 1996



EXHIBIT A

1. Matters shown on the recorded Plat of the Second Resubdivision of Lot 2, MetroCenter Tract 22 of record in Book 7900, page 750, Register's Office for Davidson County, Tennessee including, but not limited to public utility and drainage easements and the sanitary sewer easement as shown on the Plat.

2. A lien for 1994 real estate taxes which are being and will be prorated between Grantor and Grantee.

3. Restrictions as contained in Book 4784, page 659, as modified in Book 5792, page 787 and made applicable by Book 7012, page 61, Register's Office for Davidson County, Tennessee; restrictive covenants of record in Book 5225, pages 112 and 120, Book 5242, page 389 made applicable in Book 7012, pages 61 and 62, Register's Office for Davidson County, Tennessee; and Declaration of Agreements, Charges, Assessments and Liens for MetroCenter Business Park of record in Book 7487, page 952, Register's Office for Davidson county, Tennessee.

4. Title to the property embraced within the bounds of any roads or highways.

5. A Metropolitan Government Easement for the operation and maintenance of a flood control levee outlet works, including retention lakes and drainage canals.

6. Easement held by Nashville Electric Service for transmission lines.

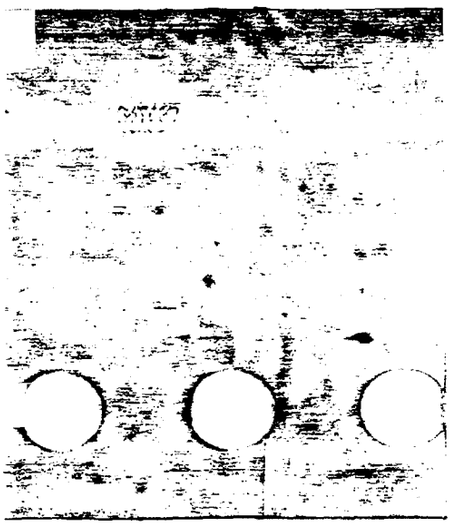
7. Easement held by South Central Bell Telephone Company.

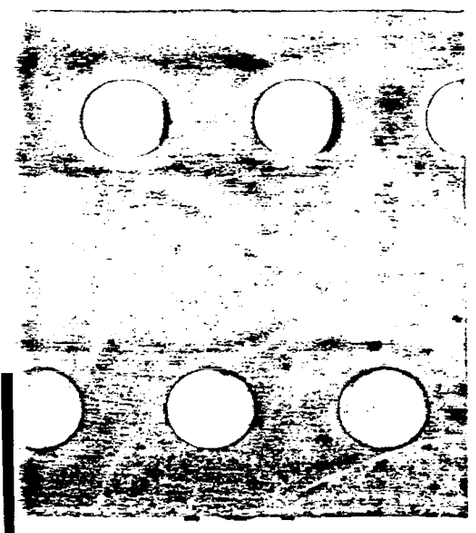
8. Declaration of Restrictive Covenant of record in Book 9382, page 56, said Register's Office in favor of Arby's, Inc. restricting use of the Property for a restaurant with the primary purpose of selling roast beef sandwiches on a fast food basis.

75700
IDENTIF. & REFERENCE

94 JUL 28 AM 11:04
FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

1911 07/28 0101 03CHECK 790.00





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

RECEIVED OF _____

FOR _____

BOOK 9420 PAGE 175

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	
				210000.00
			CON TX	777.00
			PRFEE	1.00
			WDEED	12.00
			TOTAL	790.00
			CHECK	790.00
07/28/94	01		11:03 0001	1911

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

75700 IDENTIF. ↑ REFERENCE

94 JUL 28 AM 11:04

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 818461