Box 30

BK/PG 9535PG279

13720

THIS INSTRUMENT PREPARED BY:
Douglas A. Brace, Reg. #3485
ORTALE, KELLEY, HERBERT & CRAWFORD
200 Fourth Avenue North
Nashville, TN 37219-0375

WARRANTY DEED

Name and Address of New Owner:
Subsouth Properties, a Sole Proprietorship
1915 State Street
Nashville, TN 37203

Send Tax Bills To:
New Owner

9204 12/01 0101 03CHEQ 683.00

Street Address of Subject Property:
1016 Gallatin Road
Madison, TN 37115

Map-Parcel No:
051-08-0-189.00

FOR AND IN CONSIDERATION of Ten ($10.00) Dollars, cash in hand paid by the hereinafter named Grantees, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, **Taco Bell Corp., a California Corporation, (formerly Taco Bell, a California Corporation)** hereinafter called **"GRANTOR,"** has bargained and sold, and by these presents does transfer and convey unto **Subsouth Properties, a Sole Proprietorship of Daniel R. Hightower,** hereinafter called **"GRANTEES,"** their heirs and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows:

> Being Lot No. 1-A on the Resubdivision of Lot No. 1 U-Haul Park Plaza, as of record in Book 5190, page 414, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete and accurate description.
>
> Being the same property conveyed to Taco Bell, a California Corporation by Limited Warranty Deed from U-Haul Co. of Nashville, a Tennessee corporation, as of record in Book 5638, page 233, Register's Office for Davidson County, Tennessee.

The conveyance of the above described parcel of land is subject to the following:

SEE 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 GRANTEES, their heirs and assigns, forever, and GRANTOR does covenant with the said GRANTEES that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, unless

otherwise herein set out; and GRANTOR does further covenant and bind itself, its heirs, successors, assigns 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. Wherever 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 its hand this 15th day of November, 1994.

TACO BELL CORP., A California Corporation

BY: _____

ART EVERSON
National Vice President
of Development

Reviewed by: JE
JO ANN COWNIE
Date: 11-27-94

~~**STATE OF CALIFORNIA**]~~ See attached acknowledgment
COUNTY OF]

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared _____ _____, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence, and who, upon oath acknowledged _____self to be the _____ of Taco Bell Corp., a California Corporation, the within named bargainor, and that as such _____, being authorized so to do, executed the foregoing instrument for the purpose therein contained.

WITNESS my hand and official seal at _____ California, this the _____ day of November, 1994.

_____
NOTARY PUBLIC
My commission expires: _____

STATE OF TENNESSEE]
COUNTY OF DAVIDSON]

The actual consideration or value whichever is greater for this transfer is $ 180,000.00

_____
Affiant

Subscribed and sworn to before me, this the 30 day of November, 1994.

_____
NOTARY PUBLIC
My commission expires: _____

NOTARY PUBLIC
AT LARGE
Douglas A. Brace
My Commission Expires
January 24, 1998
STATE OF TENNESSEE

BOOK 9535 PG 281

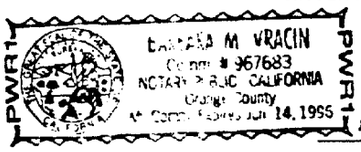
ALL-PURPOSE ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) **SS**
COUNTY OF ORANGE)

On November 29, 1994, before me, BARBARA M. VRACIN
Date — Notary Public

Personally appeared ART EVERSON
Name(s) of signer(s)

[X] personally known to me **OR** [_] proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies) and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal

Barbara M. Vracin
SIGNATURE OF NOTARY

CAPACITY CLAIMED BY SIGNER

[_] INDIVIDUAL(S)

[X] CORPORATE OFFICER(S)
Vice President
TITLE(S)

[_] PARTNER(S)
[_] ATTORNEY-IN-FACT
[_] TRUSTEE(S)
[_] SUBSCRIBING WITNESS
[_] GUARDIAN/CONSERVATOR
[_] OTHER

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

TACO BELL CORP.

ATTENTION NOTARY: although the information requested below is OPTIONAL it could prevent the fraudulent attachment of this certificate to unauthorized documents.

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

Title or Type of Document Warranty Deed - TB #1964
Number of Pages 3 Date of Document 11/15/94
Signer(s) other than named above

EXHIBIT A

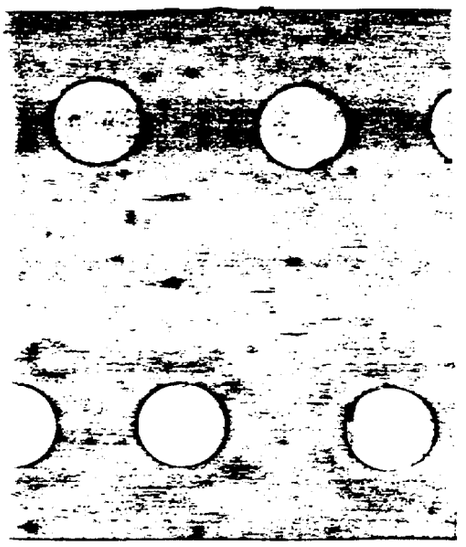
The conveyance of the above described parcel ofland is subject to the following:

1. All matters shown on the Plan of record in Book 5190, page 414, Register's Office for Davidson County, Tennessee.

2. All zoning regulations, building restrictions, settack lines, if any, and easements and rights of way for public utilities applicable to this property.

3. Grantee, its successors and assigns, hereby agree that no portion of the property shall be operated as a food outlet selling any Mexican food items, including, but not limited to, tacos, burritos, Mexican pizza and Mexican chicken. Grantee, its successors and assigns further agree that no portion of the property shall be operated as a food outlet whose exclusive business is either pizza, hamburger or cheeseburgers. It is explicitly understood that any food outlet operating a general menu may offer as part of that menu pizza, hamburgers and cheeseburgers.

This Non Compete clause shall be valid for a ten year period beginning August 1, 1994 through July 31, 2004.



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 9535 PG 283

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
	180000.00
CON TX	666.00
PRFEE	1.00
WDEED	16.00
TOTAL	683.00
CHECK	683.00

12/01/94 01 15:42 0001 9204

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

13728

IDENTIF. & REFERENCE

94 DEC -1 PM 3:41

REGISTER
DAVIDSON COUNTY, TN.

No. 859221