Box 49 (2

State of ~~Tennessee~~ Florida
County of Broward

The actual consideration or value, whichever is greater, for this transaction is $490,000.00

Affiant

Subscribed and sworn to before me, this the 1st day of May, 1995.

Notary Public

My commission expires: August 19, 1998

SUZANNE FETTIG NOTARY PUBLIC, STATE OF FLORIDA MY COMMISSION EXPIRES AUGUST 19, 1998 #CC 386060 Bonded thru Notary Public Underwriters

QUITCLAIM DEED

BOOK 9675 PG 768

Return to:
Arby's Restaurant Development Corporation
1000 Corporate Drive
Fort Lauderdale, FL 33334

QUITCLAIM DEED
CORPORATE FORM

Name:
Christine C. Marshall, Esq.

This instrument prepared by:

Christine C. Marshall, Esq.
Arby's, Inc.
1000 Corporate Drive
Fort Lauderdale, FL 33334

95 MAY 18 PM 2:22
FELIX ... REGISTER
DAVIDSON CO., TN.

IDENTIF. + REFERENCE
0062161

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBER:
Arby's Restaurant Development Corp. 1000 Corporate Drive Fort Lauderdale, FL 33334 Attention: John B. Siversten, Senior Vice President & General Counsel	Arby's Restaurant Development Corp. 1000 Corporate Drive Fort Lauderdale, FL 33334 Attention: Accounting Department	51-8-194

RC/ARBY'S CORPORATION, a Delaware corporation whose mailing address is 1000 Corporate Drive, Fort Lauderdale, Florida 33334 ("Grantor"), for and in consideration of the sum of TEN AND 00/100 DOLLARS ($10.00), and other good and valuable consideration paid by Arby's Restaurant Development Corporation, a Delaware corporation, whose mailing address is 1000 Corporate Drive, Fort Lauderdale, FL 33334 ("Grantee"), the receipt and sufficiency of which are hereby acknowledged and confessed, has GRANTED, BARGAINED, and SOLD, and by these presents does hereby GRANT, BARGAIN and SELL* unto Grantee that certain lot, tract or parcel of land situated in Madison, Davidson County, Tennessee, and being more particularly described in Exhibit A attached hereto and incorporated herein by reference for all purposes, and all buildings, structures, fixtures and other improvements located thereon, together with, all and

*all their right title and interest

Nashville, TN-Unit #1433
AZ 95-4916
95-27821

singular, the rights, benefits, privileges, easements, rights of ways, tenants, hereditaments, appurtenances and interests in anywise appertaining thereto (the "Property"), subject only to those certain exceptions and encumbrances described on the attached Exhibit B (the "Permitted Exceptions").

TO HAVE AND TO HOLD the Property, subject only to the Permitted Exceptions, unto Grantee, and Grantee's successors and assigns, forever, and Grantor does hereby bind Grantor, and Grantor's successors and assigns, to fully WARRANT the title to the Property and FOREVER DEFEND the same, subject only to the Permitted Exceptions, unto Grantee, and Grantee's successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor.

IN WITNESS WHEREOF, Grantor has caused these presents to be executed by its proper officer, thereunto duly authorized and its corporate seal duly affixed this 3rd day of May, 1995.

RC/ARBY'S CORPORATION,
a Delaware corporation

By _____
Printed Name Thomas E. Shuste
Its VP

ATTEST:

By _____
Christine C. Marshall

Signed and delivered in
the presence of:

[CORPORATE SEAL]

_____
Signature

Sheryl A. Heilman
Printed

_____
Signature

Kathleen A. Weber
Printed

STATE OF ARIZONA)
) SS.
COUNTY OF MARICOPA)

Before me, Lesa A. Foster, a Notary Public within and for the State and County aforesaid, personally appeared Thomas E. Shultz, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence and upon oath acknowledged to be the Vice President of RC/ARBY'S CORPORATION, a corporation, and that as such Vice President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the said corporation.

Witness my hand and official seal at office at Phoenix, Arizona on this the 3rd day of May, 1995.

Commission Expires: _____

LESA ANN FOSTER
Notary Public - State of Arizona
MARICOPA COUNTY
My Comm. Expires Feb. 20, 1999

Notary Public

EXHIBIT A

LEGAL DESCRIPTION

Being a certain tract of land located on the East side of Gallatin Road at 919 Gallatin Road, being Lot One of the Resubdivision of part of Lot 3, Montague Subdivision of record in Book 5190, page 504, Register's Office for Davidson County, Tennessee, and being more particularly described by metes and bounds, as follows:

BEGINNING at an iron pin (new), said pin being the northwest corner of the herein described tract, in the East right-of-way of Gallatin Road and a corner to Congregate Care Asset Trust II as evidenced in Book 9461, page 90, Register's Office for Davidson County, Tennessee;

THENCE with the line of Congregate Care Asset Trust II South 63° 08' 00" East, 200.13 feet to an iron pin (old);

THENCE with the line of Congregate Care Asset Trust II South 27° 06' 32" West, 144.55 feet to an iron pin (old), said pin being in the North right-of-way of Brinkhaven Avenue;

THENCE with said right-of-way North 63° 05' 06" West, 175.10 feet to an iron pin (old), said pin being the beginning of a curve to the right, said curve having a central angle of 90° 13' 06", a radius of 25.00 feet, an arc length of 39.36 feet an a chord of North 17° 58' 33" West, 35.42 feet;

THENCE with said right-of-way, along the arc of the above described curve, 39.36 feet to an iron pin (new), said pin being in the East right-of-way of Gallatin Road;

THENCE with said right-of-way North 27° 08' 00" East, 119.29 feet to the point of beginning and containing 28,782 square feet or 0.661 acres, more or less.

TOGETHER with Easements Appurtenant thereto as set forth in Book 5731, page 42, Register's Office for Davidson County, Tennessee.

BEING the same property conveyed to Arby's, Inc., an Ohio Corporation, by Deed of Record in Book 5731, page 38, Register's Office for Davidson County, Tennessee.

BEING the same property conveyed to Arby's Restaurant Development Corporation, a Delaware corporation, by Deed of record in Book 9675, page 763, said Register's Office.

01/141976.1
8000-3755
919 Gallatin Road
Madison, TN
04/17/95

EXHIBIT B

PERMITTED EXCEPTIONS

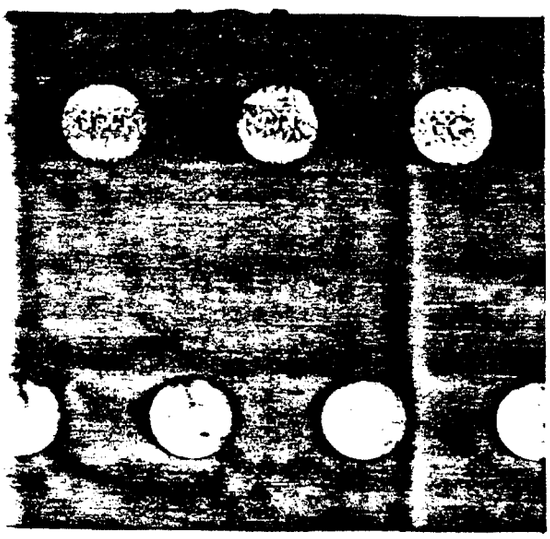
(a) Liens for taxes, assessments or other governmental charges not yet due and payable or being contested in good faith, for which appropriate reserves have been made or indemnities provided and the failure to pay such taxes, assessments and/or governmental charges or levies will not result in imminent danger of such Property being sold, foreclosed upon, forfeited or lost;

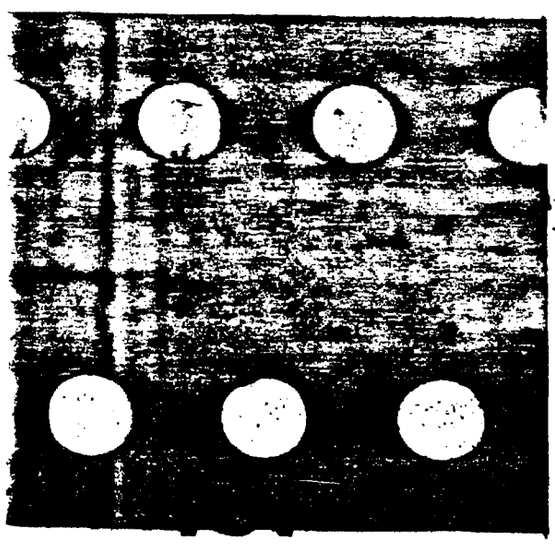
(b) Liens of landlords, carriers, warehousemen, mechanics, materialmen and other similar liens for sums not more than 60 days delinquent or which are being contested in good faith, have been satisfactorily bonded over or for which appropriate reserves have been made or indemnities provided and the failure to pay such sums will not result in imminent danger of such Property being sold, foreclosed upon, forfeited or lost;

(c) easements, rights-of-way, restrictions and encroachments not materially interfering with the conduct of the business of Grantee at such Property; and

(d) exceptions to title to such Property set forth in the title policy of FFCA Acquisition Corporation, a Delaware corporation, at the closing with respect to such Property.

2540 05/18 0101 03CHECK 1834.00





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

RECEIVED OF _____

FOR _____

BOOK 9675 PG 773

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
				VOID
				MISC 24.00-
				TOTAL 24.00-
				CHECK 24.00-
			05/18/95 01	14:28 0001 2539
				MISC 24.00
				TOTAL 24.00
				CHECK 24.00
			05/18/95 01	14:23 0001 2538
		Cons. amt 490,000.00		CON TX 1813.00
				PRFEE 1.00
				MTGEE 20.00
				TOTAL 1834.00
				CHECK 1834.00
			05/18/95 01	14:29 0001 2540

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

00621611 IDENTIF. ↑ REFERENCE

95 MAY 18 PM 2:22

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 911893