Box 49
95-29575

SJ

This Instrument Prepared By:
Preston C. Delashmit, Esq.
Venema, Doherty & Delashmit, P.C.
Suite 1650, Platinum Tower
400 Interstate North Parkway
Atlanta, Georgia 30339

MAP PARCEL NO.
134-14-53

Send Tax Bills to (New Owner)
Treetop Enterprises Inc
5040 Linbar Drive, Suite 300
Nashville, Tennessee 37211

WARRANTY DEED

STATE OF TENNESSEE

BOOK 9813 PG 842

COUNTY OF DAVIDSON

For and in consideration of the sum of Ten and no/100 Dollars ($10.00) and other good and valuable consideration in hand paid to TACO BELL CORP., a California corporation ("**Grantor**"), with its principal office at 17901 Von Karman, Irvine, California 92714, by TREETOP ENTERPRISES INC., a Tennessee corporation ("**Grantee**"), with its principal business office at 5040 Linbar Drive, Suite 300, Nashville, Tennessee 37211, the receipt and sufficiency of which being hereby acknowledged, Grantor has bargained and sold and by those presents does transfer and convey unto Grantee, its successors and assigns, a certain tract or parcel of land lying in Davidson County, State of Tennessee, described as follows to-wit (the "**Property**"):

BEGINNING at an iron pin in the northerly right of way of Harding Place, said iron pin being 205 feet, more or less, in a westerly direction from the intersection of the westerly right of way of Antioch Pike with the northerly right of way of Harding Place;

THENCE, with said right of way of Harding Place, along a curve to the right having a radius of 1095.69 feet and a central angle of 03 degrees 54 minutes 26 seconds for a length of 74.72 feet to an iron pin;

THENCE, leaving said right of way of Harding Place, North 22 degrees 43 minutes 55 seconds West, 220.77 feet to an iron pin;

THENCE, North 62 degrees 17 minutes 35 seconds East, 57.93 feet to an iron pin;

THENCE, South 32 degrees 56 minutes 34 seconds East, 164.91 feet to an iron pin;

THENCE, with a curve to the left having a radius of 15.50 feet and a central angle of 93 degrees 17 minutes 14 seconds for a length of 25.24 feet to an iron pin;

THENCE, South 32 degrees 56 minutes 34 seconds East, 27.16 feet to an iron pin;

THENCE, with a curve to the right having a central angle of 48 degrees 22 minutes 42 seconds and a radius of 20.00 feet for a length of 16.89 feet to the point of beginning, containing 0.38 acres (16,392 square feet) more or less.

BEING a portion of the property conveyed to Taco Bell Corp. by deed from Amoco Oil Co., of record in Deed Book 8777, Page 041, of the Register's Office for Davidson County, Tennessee.

together with a non-exclusive easement for ingress and egress of vehicular and pedestrian traffic described as "30' INGRESS EGRESS EASEMENT" in that certain Warranty Deed, dated October 30, 1992, recorded in Book 8777, Page 41 of the Register's Office of Davidson County, Tennessee, across that certain parcel, Tract C, and more particularly described, to wit:

TO FIND THE POINT OF BEGINNING COMMENCE AT THE INTERSECTION OF THE SOUTHWESTERLY RIGHT-OF-WAY OF ANTIOCH PIKE HAVING A 50 FOOT RIGHT-OF-WAY AND THE NORTHERLY RIGHT-OF-WAY OF HARDING PLACE HAVING A 100 FOOT RIGHT-OF-WAY IF BOTH RIGHT-OF-WAYS WERE EXTENDED TO FORM AN ANGLE INSTEAD OF A MITER; THENCE NORTH 32 DEGREES 56 MINUTES 34 SECONDS WEST 47.61 FEET TO AN IRON PIN SET ON THE SOUTHWESTERLY RIGHT-OF-WAY OF ANTIOCH PIKE; THENCE ALONG THE SOUTHWESTERLY RIGHT-OF-WAY OF ANTIOCH PIKE NORTH 32 DEGREES 56 MINUTES 34 SECONDS WEST 419.07 FEET TO THE POINT OF BEGINNING; THENCE SOUTH 57 DEGREES 03 MINUTES 27 SECONDS WEST 204.29 FEET TO A POINT; THENCE FOLLOWING THE ARC OF A CURVE TO THE LEFT 40.68 FEET TO A POINT, SAID CURVATURE HAVING A CHORD BEARING AND DISTANCE OF SOUTH 18 DEGREES 12 MINUTES 29 SECONDS WEST, 37.64 FEET AND HAVING A RADIUS OF 30.00 FEET; THENCE SOUTH 20 DEGREES 38 MINUTES 28 SECONDS EAST 197.34 FEET TO A POINT; THENCE SOUTH 62 DEGREES 17 MINUTES 35 SECONDS WEST 30.23 FEET TO A POINT; THENCE NORTH 20 DEGREES 38 MINUTES 28 SECONDS WEST 201.06 FEET TO A POINT; THENCE FOLLOWING THE ARC OF A CURVE TO THE RIGHT 81.37 FEET TO A POINT, SAID CURVATURE HAVING A CHORD BEARING AND DISTANCE OF NORTH 18 DEGREES 12 MINUTES 29 SECONDS EAST, 75.27 FEET AND HAVING A RADIUS OF 60.00 FEET; THENCE NORTH 57 DEGREES 03 MINUTES 27 SECONDS EAST 204.29 FEET TO A POINT ON THE SOUTHWESTERLY RIGHT-OF-WAY OF ANTIOCH PIKE; THENCE ALONG THE SOUTHWESTERLY RIGHT-OF-WAY OF ANTIOCH PIKE SOUTH 32 DEGREES 56 MINUTES 34 SECONDS EAST 30.00 FEET TO THE POINT OF BEGINNING CONTAINING 0.32 ACRES.

with all the rights, members and appurtenances to the said described premises in anywise appertaining or belonging, subject, however to the easements, rights and privileges reserved by Grantor, as more particularly described herein and incorporated herein by this reference, and the following statements of restriction:

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, nor as a food outlet selling pizza, or fried chicken, as a main menu item.

Grantee understands and acknowledges that visibility of Grantor's restaurant improvements and signage cannot and shall not be blocked or impaired by any improvements or signage constructed on the Property. Grantor reserves the right to review and approve, which approval shall not be unreasonably withheld, Grantee's (and its successors' and assigns') final stamped plans and specifications for site layout and construction of Grantee's improvements prior to commencement of any construction proposed for the Property now or in the future. Grantor shall approve or disapprove Grantee's plans and specifications within fourteen (14) days of Grantor's receipt thereof. Grantor's failure to respond within the 14-day period shall be deemed conclusive evidence of Grantor's approval of plans and specifications. Grantor hereby confirms its approval of the Site Plan, dated September 4, 1995, prepared by Brock Design Group, Inc. and certified by Mark S. Brock, Tennessee Registered Professional Engineer No. 101894, which Site Plan was submitted by Grantee for Grantor's approval.

The foregoing covenants shall run with the land and be binding on said Grantee, its heirs, executors, grantees and assigns, and inure to the benefit of the Grantor herein, its successors and assigns.

Grantor confirms, represents and warrants unto Grantee that the Sign Easement granted and conveyed to Grantor in that certain Warranty Deed, dated October 30, 1992, recorded in Book 8777, Page 41 of the Register's Office of Davidson County, Tennessee, granted to Grantor a non-exclusive easement to construct and maintain an identification sign on the premises within the area described below, and Grantee as the purchaser of the fee simple estate of said adjacent premises, shall be entitled to construct and maintain its own identification signs within such area, to wit:

SIGN EASEMENT #2:

TO FIND THE POINT OF BEGINNING COMMENCE AT THE INTERSECTION OF THE SOUTHWESTERLY RIGHT-OF-WAY OF ANTIOCH PIKE HAVING A 50 FOOT RIGHT-OF-WAY AND THE NORTHERLY RIGHT-OF-WAY OF HARDING PLACE HAVING A 100 FOOT RIGHT-OF-WAY IF BOTH RIGHT-OF-WAY'S WERE EXTENDED TO FORM AN ANGLE INSTEAD OF A MITER; THENCE NORTH 32 DEGREES 56 MINUTES 34 SECONDS WEST 47.61 FEET TO AN IRON PIN SET ON THE SOUTHWESTERLY RIGHT-OF-WAY OF ANTIOCH PIKE; THENCE ALONG THE SOUTHWESTERLY RIGHT-OF-WAY OF ANTIOCH PIKE NORTH 32 DEGREES 56 MINUTES 34 SECONDS WEST 449.07 FEET TO A POINT AND THE POINT OF BEGINNING; THENCE LEAVING THE SOUTHWESTERLY RIGHT OF WAY OF ANTIOCH PIKE SOUTH 57 DEGREES 03 MINUTES 26 SECONDS WEST 20.00 FEET TO A POINT; THENCE NORTH 32 DEGREES 56 MINUTES 34 SECONDS WEST 20.00 FEET TO A POINT; THENCE NORTH 57 DEGREES 03 MINUTES 26 SECONDS EAST 20.00 FEET TO A CONCRETE MONUMENT FOUND ON THE SOUTHWESTERLY RIGHT-OF-WAY OF ANTIOCH PIKE; THENCE ALONG THE SOUTHWESTERLY

RIGHT OF WAY OF ANTIOCH PIKE SOUTH 32 DEGREES 56 MINUTES 34 SECONDS EAST 20.00 FEET TO THE POINT OF BEGINNING CONTAINING 0.01 ACRES.

TO HAVE AND TO HOLD the said tract or parcel of land together with the appurtenances, hereditaments, estate, title, and interest thereunto belonging to Grantee, and Grantor does hereby covenant with the said Grantee, that it is lawfully seized and possessed of said tract or parcel of land in fee simple; that it has a good right to convey said tract or parcel and that the same in unencumbered; subject only to the easements, rights and privileges reserved by Grantor as more particularly described herein to wit (the "**Permitted Exceptions**").

REFERENCE is made to a 25 foot utility easement of record in Deed Book 6250, Page 713, of the Register's Office for Davidson County, Tennessee.

REFERENCE is also made to a 10 foot wide drainage easement across a portion of subject property of record on Plat of record in Plat Book 7900, Page 448, of the Register's Office for Davidson County, Tennessee.

REFERENCE is made to Stormwater Detention Agreement of record in Deed Book 8760, Page 918, of the Register's Office for Davidson County, Tennessee.

REFERENCE is made to any and all restrictions and/or easements affecting the Property reserved by Amoco Oil (its' successors and assigns) as provided for in that certain Warranty Deed dated October 30, 1992 recorded in Book 8777 Page 41 on November 4, 1992, including but not limited to the Sign Easement 1, the 35' Access Agreement, the Ingress-Egress Easement Area (Lot #2, Tract "C"), and the 20 year petroleum restriction.

AND, GRANTOR does further covenant and bind itself, its successors, representatives, and assigns to warrant and forever defend the title to the said tract or parcel of land unto the said Grantee, its successors, representatives, and assigns, against the lawful claims of all persons whomsoever, except for claims arising under or by virtue of the Permitted Exceptions.

WITNESS our hands and corporate seal this 28th day of September, 1995.

"Grantor"

ATTEST:

TACO BELL CORP.,
a California corporation

By: Pamela R. Milner
Name: PAMELA R. MILNER
Title: Assistant Secretary

By: Frank R Miller
Name: Frank R Miller
Title: Vice President

n5/9.nkt

REVIEWED BY: KC
DATE 9-28-95

BOOK 9813 PG 843

ALL-PURPOSE ACKNOWLEDGEMENT

State of California

County of Orange

On 28 September 1995 before me, BJ LIBBY, Notary Public,
Date

Personally appeared FRANK R. MILLER, Vice President

[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 executed the same in his authorized capacity(ies) and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

BJ LIBBY
COMM. #972863
Notary Public — California
ORANGE COUNTY
My Comm. Expires SEP 7,1996

Witness my hand and official seal

SIGNATURE OF NOTARY

CAPACITY CLAIMED BY SIGNER

[ ] INDIVIDUAL(S)

[x] CORPORATE Vice President
OFFICER(S) _____
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.
a California corporation

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
Number of Pages _____ Date of Document 28 SEPTEMBER 1995
Signer(s) other than named above _____

© 1991 NATIONAL NOTARY ASSOCIATION - 8236 Remmet Ave. - P.O. Box 7184 - Canoga Park, CA 91304-5184

A:\NOTARY.DOC

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $97,000.00.

Affiant

Sworn to and subscribed before me,
this the 2nd day of Oct

LINDA PRITCHETT NOTARY PUBLIC STATE OF TENNESSEE STATE AT LARGE 1995

Notary Public

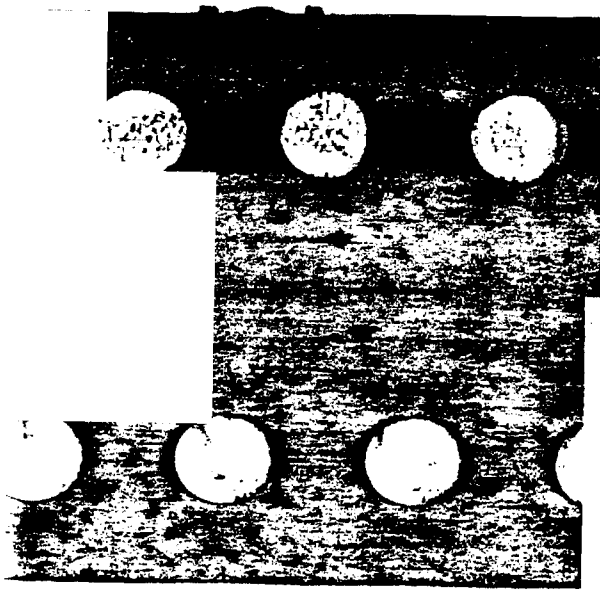
My Commission Expires: My ommission Expires March 21, 1997.

0107422
IDENTIF. # REFERENCE

95 OCT -2 PM 4:06

FELIX Z. BELCHER REGISTER
DAVIDSON COUNTY, TN.

1686 10/02 0101 03CHECK 383.90



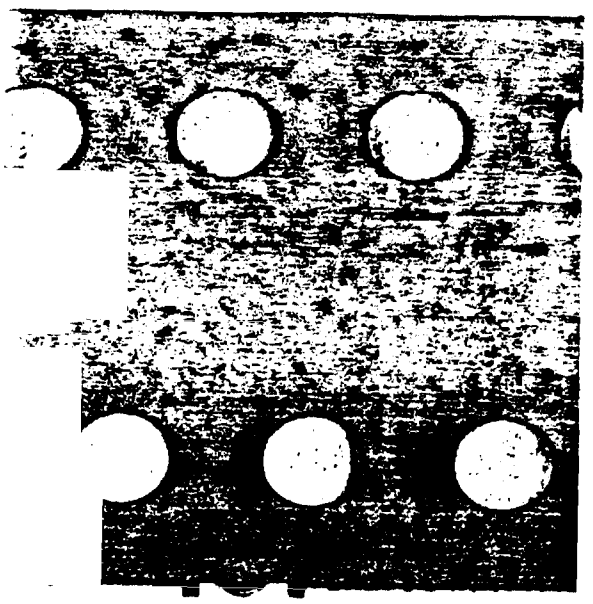
OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____



BOOK 9813 PG 843

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 97000.00
CON TX 358.90
PRFEE 1.00
WDEED 24.00
TOTAL 383.90
CHECK 383.90

10/02/95 01 16:05 0001 1686

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0107422
IDENTIF. ↑ REFERENCE

95 OCT -2 PM 4:05
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 960477