BOX 25
2767466 HBH

This Instrument Prepared by:
Andrea P. Vogel, Esq.
Great Western
9200 Oakdale Ave.
Chatsworth, CA 91311

BOOK 10117 PG 274

Map 72-6
Parcel 175

SPECIAL WARRANTY DEED

THIS INDENTURE, Made as of this 5th day of July, 1996, by GREAT WESTERN CAPITAL CORPORATION, A California Corporation ("Grantor") to JOYSTAN LLC, A CALIFORNIA LIMITED LIABILITY COMPANY ("Grantee"), whose post office address is 9454 Wilshire Blvd., Suite 901, Beverly Hills, California 90121 and whose Tax I.D. No. is 95-4586419.

That Grantor, for and in consideration of the sum of Three Hundred Seventy-Five Thousand and 00/100 Dollars ($375,000.00) to Grantor in hand paid by Grantee, the receipt whereof is hereby acknowledged, has granted, bargained and sold, and does hereby bargain, sell, convey and confirm to Grantee, its successors and assigns forever, the following described land situate, lying and being in the County of Davidson and State of Tennessee, to-wit.

See Exhibit A attached hereto and made a part hereof.

TOGETHER with all benefits, easements and other appurtenances, if any thereof.

SUBJECT TO:

(a) Real Property taxes and assessments for the year 1995 and subsequent years, and

(b) Conditions, restrictions, limitations and easements of record, if any, which are not hereby reimposed, and applicable zoning ordinances

TO HAVE AND TO HOLD the same in fee simple forever.

AND Grantor does hereby warrant that it will defend the title to the property conveyed hereby, and will defend the same against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise.

IN WITNESS WHEREOF, Grantor has caused these presents to be executed in its name, and its corporate seal to be hereunto affixed, by its proper officer thereunto duly authorized, the day and year first above written.

GREAT WESTERN CAPITAL CORPORATION,
a California corporation

By: _____
Name: Fred H. Robins
Its: Executive Vice President

BOOK 10117 PG 275

Property Address: 3021 Gallatin Pike, Nashville, Tennessee.

Mail Tax Bills to: JOYSTAN, LLC
Attn: Mr. Stanley Black
9454 Wilshire Blvd., Suite 901
Beverly Hills, CA 90121

This Instrument prepared by: GREAT WESTERN CAPITAL CORPORATION
a California Corporation
Attn: Fred H. Robins, Executive V. P.
9200 Oakdale Ave., 4th Floor
Chatsworth, CA 91311

State Tax: _____

Register's Fee: _____

Recording Fee: _____

Total: _____

I hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred whichever is great is $375,000.00, which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

Affiant: _____
Fred H. Robins
Executive Vice President

Subscribed and sworn to before me this 5th day of July, 1996, Los Angeles County, State of California, my commission expires January 27, 1997.

_____
Luda Kap, Notary Public

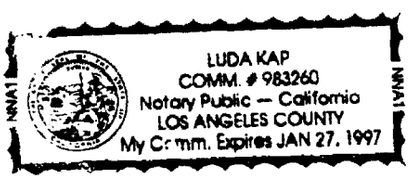


EXHIBIT "A"

BEING A CERTAIN TRACT OF LAND LOCATED AT 3201 GALLATIN ROAD IN METROPOLITAN NASHVILLE, DAVIDSON COUNTY, TENNESSEE, BEING LOT 1 OF THE RESUBDIVISION OF PART OF LOT 45 CASPER ZOPFI PLAN OF RECORD IN BOOK 5190, PAGE 496, R.O.D.C.T. AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING AT AN IRON PIN (NEW), SAID PIN BEING THE SOUTHWEST CORNER OF THE HEREIN DESCRIBED TRACT, IN THE NORTH RIGHT OF WAY OF ZOPHI STREET AND A CORNER TO CARL AND MARY McWHIRTER AS EVIDENCED IN BOOK 8235, PAGE 922, R.O.D.C.T.;

THENCE WITH THE LINE OF McWHIRTER NORTH 30 DEGREES 24 MINUTES 58 SECONDS EAST, 135.00 FEET TO AN IRON PIN (NEW), SAID PIN BEING A CORNER TO SOUTHERN HOSPITALITY CORP. AS EVIDENCED IN BOOK 5683, PAGE 793, R.O.D.C.T.;

THENCE WITH THE LINE OF SOUTHERN HOSPITALITY CORP. SOUTH 61 DEGREES 26 MINUTES 38 SECONDS EAST, 152.30 FEET TO A CHISELED "X" IN CONCRETE, SAID "X" BEING IN THE WEST RIGHT OF WAY OF GALLATIN ROAD AND BEING THE BEGINNING OF A CURVE TO THE LEFT, SAID CURVE HAVING A CENTRAL ANGLE OF 00 DEGREES 55 MINUTES 37 SECONDS, A RADIUS OF 6,528.26 FEET, AN ARC LENGTH OF 105.60 FEET, AND A CHORD OF SOUTH 28 DEGREES 02 MINUTES 11 SECONDS WEST, 105.60 FEET;

THENCE WITH SAID RIGHT OF WAY, ALONG THE ARC OF THE ABOVE DESCRIBED CURVE, 105.60 FEET TO AN IRON PIN (NEW), SAID PIN BEING THE BEGINNING OF A CURVE TO THE RIGHT, SAID CURVE HAVING A CENTRAL ANGLE OF 80 DEGREES 15 MINUTES 46 SECONDS, A RADIUS OF 20.75 FEET, AN ARC LENGTH OF 29.07 FEET, AND A CHORD OF SOUTH 68 DEGREES 20 MINUTES 02 SECONDS WEST, 26.75 FEET;

THENCE WITH SAID RIGHT OF WAY, ALONG THE ARC OF THE ABOVE DESCRIBED CURVE, 29.07 FEET TO A P.K. NAIL (NEW), SAID NAIL BEING IN THE NORTH RIGHT OF WAY OF ZOPHI STREET;

THENCE WITH SAID RIGHT OF WAY NORTH 65 DEGREES 01 MINUTES 02 SECONDS WEST, 140.80 FEET TO THE POINT OF BEGINNING AND CONTAINING 20,056 SQUARE FEET OR 0.460 ACRES.

BEING THE SAME PROPERTY AS CONVEYED TO GREAT WESTERN CAPITAL CORPORATION AS EVIDENCED IN BOOK 7380, PAGE 22, R.O.D.C.T..

STATE OF California)
COUNTY OF Los Angeles) SS.

BOOK 10117 PG 277

3784 07/11 0101 03CHECK 1404.50

On July 5, 1996 before me, Luda Kap, Notary Public ,

personally appeared Fred H. Robins , 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.

Signature Luda Kap

LUDA KAP
COMM. # 983260
Notary Public — California
LOS ANGELES COUNTY
My Comm. Expires JAN 27, 1997

Special Warranty Deed
Wendy's Gallatin

(This area for official notarial seal)

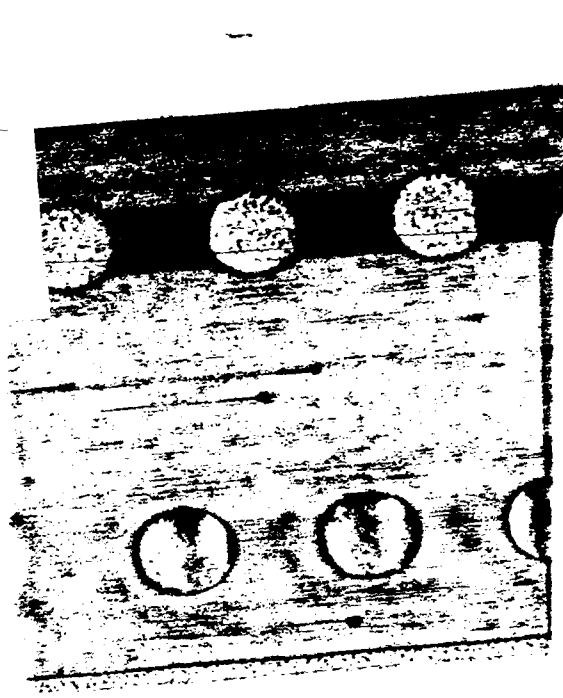
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96 JUL 11 AM 8:53

0202232

IDENTIF. # REFERENCE

3403 (R6 9/96)



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

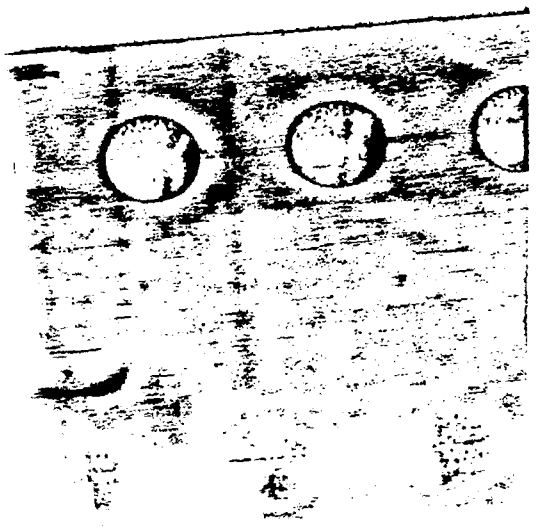
RECEIVED OF _____

FOR _____

BOOK 10117 PG 278

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
			WDEED	16.00
			TOTAL	1404.50
			CHECK	1404.50
07/11/96	01		09:02 0001	3764



RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

02202232
IDENTIF. # REFERENCE

96 JUL 11 AM 8:53

REGISTER
DAVIDSON COUNTY, TN.

No. 1061462