Box 3
276747 KBH

BOOK 10117 PG 320

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

Map 149-8
Parcel 45

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 Four Hundred Seventy-Five Thousand and 00/100 Dollars ($475,000.00) 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: Fred H Rob
Name: Fred H. Robins
Its: Executive Vice President

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Property Address: 2600 Murfreesboro Road, 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 $475,000.00, 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
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
COMM. # 983260
Notary Public — California
LOS ANGELES COUNTY
My Comm. Expires JAN 27, 1997

Luda Kap
Luda Kap, Notary Public

EXHIBIT "A"

BEING A CERTAIN TRACT OF LAND LOCATED AT 2600 MURFREESBORO ROAD IN METROPOLITAN NASHVILLE, DAVIDSON COUNTY, TENNESSEE, BEING A PORTION OF LAND DESIGNATED RESERVED FOR COMMERCIAL ON THE PLAN OF DORHILL ACRES, SECTION TWO, OF RECORD IN BOOK 2331, PAGE 144, R.O.D.C.T. AND BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING AT AN IRON PIN (OLD), SAID PIN BEING THE NORTHEAST CORNER OF THE HEREIN DESCRIBED TRACT, IN THE SOUTH RIGHT OF WAY OF RURAL HILL ROAD AND A CORNER TO JAMES P. WHITWORTH AS EVIDENCED IN BOOK 6526, PAGE 303, R.O.D.C.T.;

THENCE WITH THE LINE OF WHITWORTH SOUTH 37 DEGREES 03 MINUTES 52 SECONDS EAST, 209.04 FEET TO AN IRON PIN (NEW), SET BY A DISTURBED AND BROKEN CONCRETE MONUMENT, SAID PIN BEING IN THE LINE OF LELAND CHENEY AS EVIDENCED IN BOOK 8303, PAGE 96, R.O.D.C.T.;

THENCE WITH THE LINE OF CHENEY SOUTH 48 DEGREES 23 MINUTES 44 SECONDS WEST, 199.91 FEET TO AN IRON PIN (NEW), SAID PIN BEING IN THE EAST RIGHT OF WAY OF U.S. HIGHWAY 41 (MURFREESBORO ROAD);

THENCE WITH SAID RIGHT OF WAY NORTH 37 DEGREES 20 MINUTES 40 SECOND WEST, 205.22 FEET TO A CHISELED "X" IN THE SIDEWALK, SAID "X" BEING THE BEGINNING OF A CURVE TO THE RIGHT, SAID CURVE HAVING A CENTRAL ANGLE OF 90 DEGREES 25 MINUTES 15 SECONDS, A RADIUS OF 20.00 FEET, AN ARC LENGTH OF 31.56 FEET, AND A CHORD OF NORTH 07 DEGREES 51 MINUTES 58 SECONDS EAST, 28.39 FEET;

THENCE WITH SAID RIGHT OF WAY, ALONG THE ARC OF THE ABOVE DESCRIBED CURVE, 31.56 FEET TO A CHISELED "X" ON THE SIDEWALK, SAID "X" BEING IN THE SOUTH RIGHT OF WAY OF THE AFOREMENTIONED RURAL HILL ROAD;

THENCE WITH SAID RIGHT OF WAY OF RURAL HILL ROAD NORTH 53 DEGREES 04 MINUTES 35 SECONDS EAST, 180.24 FEET TO THE POINT OF BEGINNING AND CONTAINING 43,321 SQUARE FEET OR 0.995 ACRES.

BEING THE SAME PROPERTY AS CONVEYED TO GREAT WESTERN CAPITAL CORPORATION AS EVIDENCED IN BOOK 7380, PAGE 13, R.O.D.C.T..

STATE OF California)
) SS.
COUNTY OF Los Angeles)

BOOK 10117 PG 323

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

Re: Special Warranty Deed
Wendy's Murfreesboro

(This area for official notarial seal)

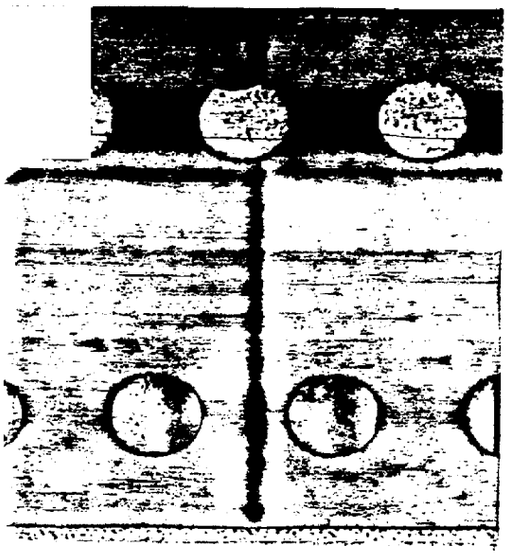
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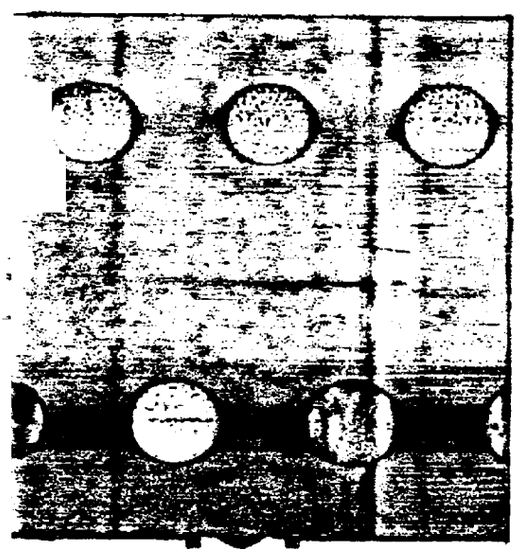
0202236
IDENTIF. # REFERENCE

96 JUL 11 AM 8:57

STUP 07/1. 0101 03CHECK 1774.50

3403 (R6.94)6





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

RECEIVED OF _____

FOR _____

BOOK 10117 PG. 324

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 475000.00
CON TX 1757.50
PRFEE 1.00
WDEED 16.00
TOTAL 1774.50
CHECK 1774.50

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 0001 3769

0202236
IDENTIF. # REFERENCE

96 JUL 11 AM 8:57

REGISTER
DAVIDSON CO. TN.

No. 1061467