35125- Bk 49

State of Florida
County of Broward

BOOK 10511 PG 861

The actual consideration or value, whichever is greater, for this transaction is $193,784.00

Affiant

Subscribed and sworn to before me, this the 16th day of May, 1997.

Notary Public

My commission expires: August 14 1999

OFFICIAL NOTARY SEAL
MARJORIE E FIGUEROA
COMMISSION NUMBER
CC488213
MY COMMISSION EXP.
AUG. 14,1999

NOTARY PUBLIC STATE OF FLORIDA

**Return to:**
RTM Development Company
5995 Barfield Road
Atlanta, Georgia 30328

SPECIAL WARRANTY DEED
CORPORATE FORM

**Name:**
Philip G. Skinner, Esq.

This instrument prepared by:

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

97 JUL -1 AM 9:12
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE 032 1549

| ADDRESS NEW OWNER(S) AS FOLLOWS | SEND TAX BILLS TO: | Attention: Accounting Department |
|---|---|---|
| | | MAP-PARCEL NUMBER |
| RTM Development Company<br>5995 Barfield Road<br>Atlanta, GA 30328<br>Attention: General Counsel | RTM Development Company<br>5995 Barfield Road<br>Atlanta, GA 30328 | # 81-4-37 |

ARBY'S RESTAURANT DEVELOPMENT 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 RTM DEVELOPMENT COMPANY, a Delaware corporation, whose mailing address is 5995 Barfield Road, Atlanta, GA 30328 ("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 Nashville, 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,



Nashville, TN-Unit #239
97 - 8639

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 seal to be hereunto affixed this 5th day of May, 1997.

ARBY'S INC., a Delaware corporation

ATTEST:

By: _____
Curtis S. Gimson
Senior Vice President and General Counsel

By: _____
Christine C. Marshall
Assistant Secretary

Signed and delivered in
the presence of:

_____
Signature

Lisa Greene Everroad
Printed Name

_____
Signature

KATHY TRAINOR
Printed Name

[CORPORATE SEAL]

STATE OF ~~FLORIDA~~ Arizona )
COUNTY OF ~~BROWARD~~ Maricopa )ss.

BOOK 16511 PG 863

Before me, Penny L. Hill, a Notary Public within and for the State and County aforesaid, personally appeared Curtis S. Gimson, with whom I am personally acquainted or proved to me on the basis of satisfactory evidence and upon oath acknowledged to be the Senior Vice President and Chief Financial Officer of Arby's Inc., a Delaware corporation, and that as such Senior 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 ~~1000 Corporate Drive, Fort Lauderdale,~~ 3300 N. Central Ave., Phoenix, AZ ~~Florida~~ on this the 1 day of May, 1997.

Commission Expires: _____

Penny L. Hill
Notary Public

OFFICIAL SEAL
PENNY L. HILL
Notary Public - State of Arizona
MARICOPA COUNTY
My Comm. Expires Sept. 19, 2000

Prepared By:

Kutak Roack
1650 Farnam Street
Omaha, NE 68102

9501 07/01 0101 03CHECK 2500.00

**EXHIBIT A**

BOOK 10511 PG 864

**LEGAL DESCRIPTION**

LAND in Davidson County, Tennessee, being Lot No. 4, on the Plan of Second Resubdivision, Lot 2, MetroCenter Tract 21-B, as shown on plat of record in Plat Book 7900, page 724, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

TOGETHER with Easements Appurtenant thereto as set forth in Book 8953, page 739, book 9382, page 50 and as shown on Plat in Plat Book 7900, page 724, Register's Office for Davidson County, Tennessee.

BEING the same property conveyed to Arby's, Inc., by Deed of Record in Book 9382, page 50, Register's Office for Davidson County, Tennessee.

BEING the same property conveyed to Arby's Resturant Development Corporation, a Delaware Corporation, by Quit-Claim Deed of record in Book 9676, page 1, re-recorded in Book 9714, page 787, Register's Office for Davidson County, Tennessee.

01/1431b2
8000-3772
2044 Metro Center Blvd
Nashville, TN
04/17/95

**EXHIBIT B** BOOK 16511 PG 865

**PERMITTED EXCEPTIONS**

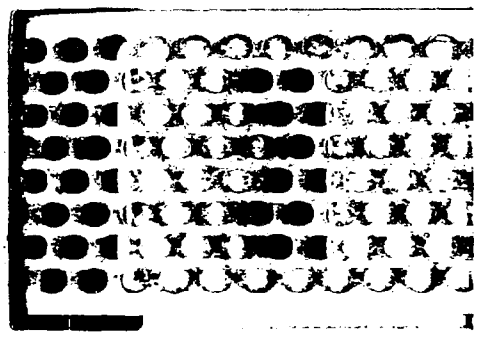
(a) Liens for taxes, assessments or other governmental charges not yet due and payable or being contested in good faith, for which appropriate reserves have been made or indemnities provided and the failure to pay such taxes, assessments and/or governmental charges or levies will not result in imminent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

(d) exceptions to title to such Property set forth in the title policy of RTM Operating Company, a Delaware corporation, at the closing with respect to such Property; and

(e) zoning ordinances and any violations thereof which are permitted as non-conforming uses, if any.



**OFFICIAL RECEIPT**

**FELIX Z. WILSON, II**

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10511 PG 866

| | | |
|---|---|---|
| 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 693784.00

CON TX 2567.00

PRFEE 1.00

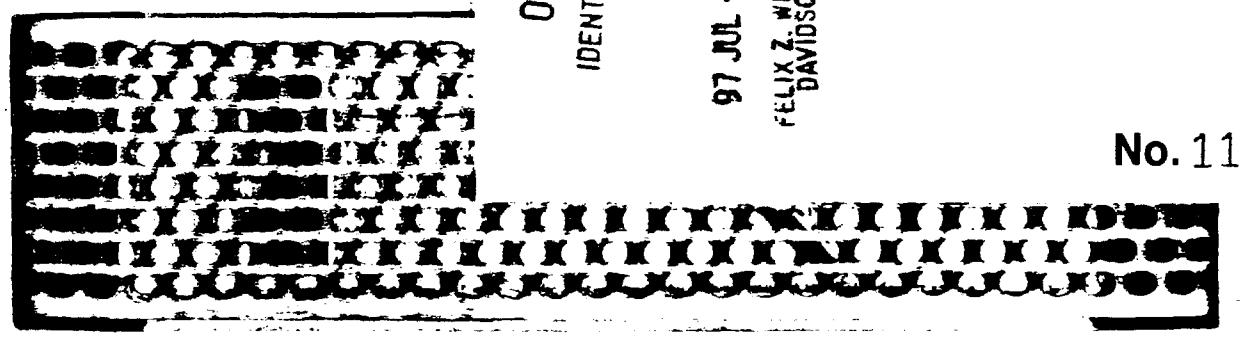
WDEED 20.00

TOTAL 2588.00

CHECK 2588.00

07/01/97 01 09:11 0001 9301

**RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK**



03215 49

IDENTIF. 4 REFERENCE

97 JUL -1 AM 9:12

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

**No.** 1169089