35129- Box 119

State of ~~Tennessee~~ Arizona
County of Maricopa

The actual consideration or value, whichever is greater, for this transaction is $570,000.00

Affiant

Subscribed and sworn to before me, this the 15th day of May, 1997.

Notary Public

My commission expires:

OFFICIAL SEAL
KAREN KRAVCOV
Notary Public - State of Arizona
MARICOPA COUNTY
My Commission Expires Oct. 27, 1999

QUITCLAIM DEED

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

Name:
Philip G. Skinner, Esq.

This instrument prepared by:

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

QUITCLAIM DEED
CORPORATE FORM

BOOK 10511 PG 897

97 JUL -1 AM 9:16
PAT Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

032553
IDENTIF. & REFERENCE

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBER:
RTM Development Company 5995 Barfield Road Atlanta, GA 30328 Attention: General Counsel	RTM Development Company 5995 Barfield Road Atlanta, GA 30328 Attention: Accounting Department	# 120-1-151

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 #1042
97-8620

together with, all and 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 RESTAURANT DEVELOPMENT CORPORATION, a Delaware corporation

ATTEST:

By: _____
Christine C. Marshall
Assistant Secretary

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

[CORPORATE SEAL]

Signed and delivered in the presence of:

_____
Signature

KATHY TRAINOR
Printed Name

_____
Signature

LISA GREENE EVERROAD
Printed Name

Nashville, TN-Unit #1042

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

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 General Counsel of Arby's Restaurant Development Corporation, a 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 Rock
1650 Farnam Street
Omaha, NE 68102

BOOK 10511 PG 900

EXHIBIT A

LEGAL DESCRIPTION

TRACT 1:

LAND in Davidson County, Tennessee, being Lot No. 1, on the Plan of Stardust Commercial Park, Section One, as shown on plat of record in Plat Book 5190, page 66, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

BEING the same property conveyed to Arby's Inc., by Deed of Record in Book 5260, page 938, Register's Office for Davidson County, Tennessee. Also, BEING the same property conveyed to Arby's Resturant Development Corporation, a Delaware Corporation, by Deed of Record in Book 9676, page 82, re-recorded in Book 9714, page 793, RODCT.

TRACT 2:

APPURTENANT EASEMENT:

EASEMENT NO. 1:

LAND in Davidson County, Tennessee, being all of Reserve Parcel 1, Stardust Commercial Park, Section I, of record in Book 5190, page 66, Register's Office for Davidson County, Tennessee, and more particularly described according to a survey dated February 23, 1978, by Barge, Waggoner, Sumner & Cannon, Inc., as follows:

BEGINNING at the southwesterly corner of Lot No. 1, being a point in the northerly margin of Murfreesboro Pike, thence, North 48° 49' West, 50.15 feet to a point; thence North 45° 41' East, with Uthman property, 220.0 feet to a point; thence, South 48° 49' East 50.15 feet to a point; thence with the northwesterly side of Lot No. 1, South 45° 41' West, 220.0 feet to the point of beginning.

BEING the same property as described in Common Driveway Easement Deed executed by Nashville Consolidated Warehouses, Inc. to Arby's Inc., an Ohio Corporation, and Swensen's Mid-South, Inc., a Tennessee Corporation dated March 9, 1978, of record in Book 5260, page 943, Register's Office for Davidson County, Tennessee.

EASEMENT NO. 2:

LAND in Davidson County, Tennessee being a portion of Lots 2 and 3 on the Plan of the Resubdivision of Lot No. 2 and Reserved Parcel No. 2, Stardust Commercial Park, of record in Book 5190, page 76, described as follows:

BEGINNING at a point on the North margin of Murfreesboro Pike, 415 more or less northwest of the centerline of Jupiter Drive; thence, North 45° 41' East, 30.09 feet to a point;

thence, South 48° 49' East, 150.02 feet to a point; thence, South 45° 41' West, 30.09 feet to a point on the West margin of Murfreesboro Pike; thence, with said margin, North 48° 49' West, 150.02 feet to the point of beginning.

BEING part of property as described in Deed of Declaration Establishing Joint Access and Parking Easement executed by Nashville Consolidated Warehouses, Inc. dated March 9, 1978, in Book 5260, page 929, Register's Office for Davidson County, Tennessee.

BOOK 16511 PG 902

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:

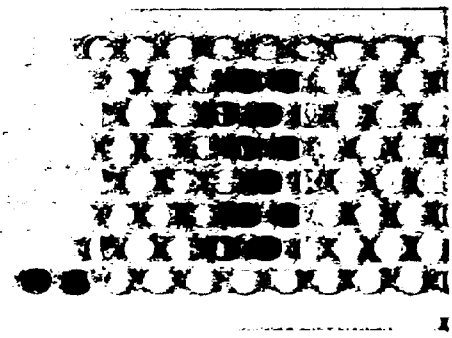
(b) liens of landlords, carriers, warehousemen, mechanics, materialmen and other similar liens for sums not more than 60 days delinquent or which are being contested in good faith, have been satisfactorily bonded over or for which appropriate reserves have been made or indemnities provided and the failure 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 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.

Y498 07/01 0101 03CHECK 2134.00



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

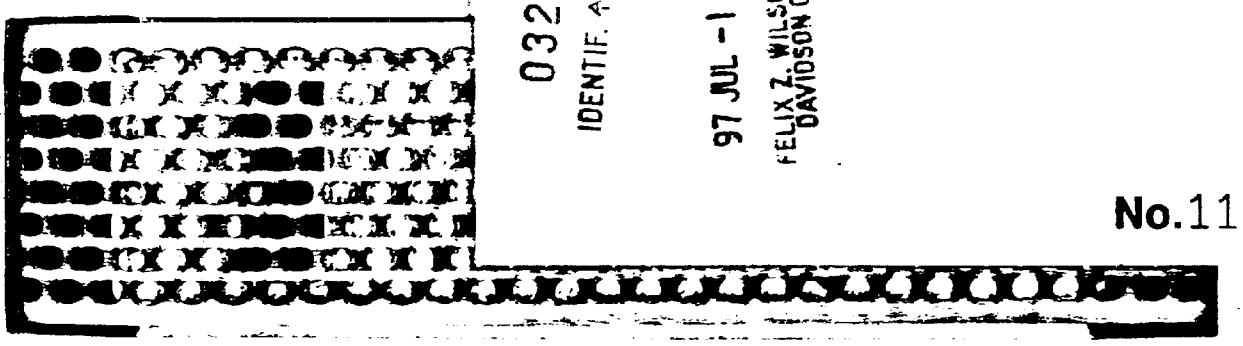
BOOK 10511 PG 903

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 570000.00
CON TX 2109.00
PRFEE 1.00
WDEED 24.00
TOTAL 2134.00
CHECK 2134.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK 07/01/97 01 08:15 0001 9308



0321553
IDENTIF. & REFERENCE

97 JUL -1 AM 9:16
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No.1169096