35127- Bk 49

State of ~~Tennessee~~ Arizona
County of Maricopa BOOK 10511 PG 936

The actual consideration or value, whichever is greater, for this transaction is $490,000.00

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

97 JUL -1 AM 9:18
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

032157
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	# 51-8-194

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 Madison, 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 #1433
97-8626

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

LISA GREENE EVERROAD
Printed Name

_____
Signature

KATHY TRAINOR
Printed Name

BOOK 16511 PG 938

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

EXHIBIT A

BOOK 10511 PG 939

LEGAL DESCRIPTION

Being a certain tract of land located on the East side of Gallatin Road at 919 Gallatin Road, being Lot One of the Resubdivision of part of Lot 3, Montague Subdivision of record in Book 5190, page 504, Register's Office for Davidson County, Tennessee, and being more particularly described by metes and bounds, as follows:

BEGINNING at an iron pin (new), said pin being the northwest corner of the herein described tract, in the East right-of-way of Gallatin Road and a corner to Congregate Care Asset Trust II as evidenced in Book 9461, page 90, Register's Office for Davidson County, Tennessee;

THENCE with the line of Congregate Care Asset Trust II South 63° 08' 00" East, 200.13 feet to an iron pin (old);

THENCE with the line of Congregate Care Asset Trust II South 27° 06' 32" West, 144.55 feet to an iron pin (old), said pin being in the North right-of-way of Brinkhaven Avenue;

THENCE with said right-of-way North 63° 05' 06" West, 175.10 feet to an iron pin (old), said pin being the beginning of a curve to the right, said curve having a central angle of 90° 13' 06", a radius of 25.00 feet, an arc length of 39.36 feet an a chord of North 17° 58' 33" West, 35.42 feet;

THENCE with said right-of-way, along the arc of the above described curve, 39.36 feet to an iron pin (new), said pin being in the East right-of-way of Gallatin Road;

THENCE with said right-of-way North 27° 08' 00" East, 119.29 feet to the point of beginning and containing 28,782 square feet or 0.661 acres, more or less.

TOGETHER with Easements Appurtenant thereto as set forth in Book 5731, page 42, Register's Office for Davidson County, Tennessee.

BEING the same property conveyed to Arby's, Inc., an Ohio Corporation, by Deed of Record in Book 5731, page 38, 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 9675, page 768, Register's Office for Davidson County, Tennessee.

01/14197c
8000-3755
919 Gallatin Road
Madison, TN
04/27/95

BOOK 16511 PG 940

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.

9312 07/01 0101 03CHECK 1834.00



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

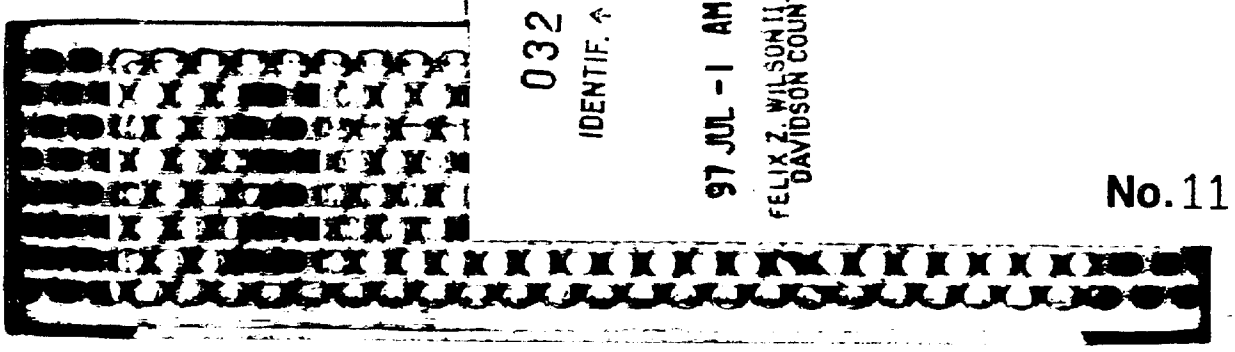
FOR _____ BOOK 10511 PG 941

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
490000.00
CON TX 1813.00
PRFEE 1.00
WDEED 20.00
TOTAL 1834.00
CHECK 1834.00
07/01/97 01 09:17 0001 9312

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



03215557
IDENTIF. & REFERENCE

97 JUL -1 AM 9:18
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1169100