BOOK 10756 PG 734

OWNER /RESPONSIBLE TAXPAYER;
Steve Chern
920 Gallatin Road
Nashville, TN 37206
Map 83-1, Parcel 252

THIS INSTRUMENT PREPARED BY:
TACO BELL CORP.
17901 Von Karman Avenue
Irvine, CA 92614

SPECIAL WARRANTY DEED (CORPORATION)

THIS INSTRUMENT made this 7 day of January, 1998, between TACO BELL CORP., A CALIFORNIA CORPORATION,("Grantor") and STEVE CHERN, a married individual ("Grantee").

WITNESSETH:

THAT SAID GRANTOR, for and in consideration of the sum of TEN AND No/100 ($10.00) DOLLARS, and other good and valuable consideration, to it in hand paid by said Grantee, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does by these presents grant, bargain, sell and convey unto Grantee, the following described premises, to -wit;

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

BEING the same property conveyed to TACO BELL CORP. by deed from Bojangles Corporation, a Tennessee corporation, dated May 6, 1987, of record in Book 7229, page 908, in the office of the Register of Deeds for Davidson County, Tennessee.

TOGETHER WITH all easements, hereditaments, and appurtenances thereto appertain, and together with all strips and gores of land, if any, that may be contiguous with the herein described property and owned by Grantor.

Reservations from the Exceptions to Conveyance and Warranty:

GRANTEE, its successors and assigns, hereby agree that no portion of the Property shall be operated as a food outlet selling any Mexican food items including, but not limited to, tacos, burritos, Mexican pizza and Mexican chicken.

TO HAVE AND TO HOLD the same unto the Grantee, its successors and assigns forever.

AND GRANTOR, for itself and its representatives, successors, and assigns, does hereby covenant with Grantee and its representatives, successors, and assigns, that the reference to TACO BELL CORP., a California corporation, in that certain deed made May 6, 1987, by Bojangles Corporation, a Tennessee corporation, of record in Deed Book 7229, page 908, in the office of the Register of Deeds for Davidson County, Tennessee, was intended to be, and was, a reference to Grantor; that Grantor is lawfully seized in fee simple of the premises herein conveyed: that Grantor has full power, authority and right to convey the same: that Grantor will forever warrant and defend the title to the Property against all persons lawfully claiming the same from, though and under it, but not otherwise; and that such premises are free from all encumbrances except for the lien of current ad valorem City of Nashville property taxes (for which Grantee hereby assumes the obligation to pay as the same become due and payable), and the following:

Whenever in this instrument a pronoun is used it shall be construed to represent either singular or plural, or the masculine, feminine or neuter gender, as the case may demand.

IN WITNESS WHEREOF, the said Grantor has caused this instrument to be executed and its name to be signed hereto by its duly authorized officer the day and year first above written.

TACO BELL CORP., a California corporation

By: _____
R. Bryce Shirley

Title: Attorney-in-Fact
(Print Name and Title)

STATE OF CALIFORNIA }
}SS
COUNTY OF ORANGE }

Before me, Cherie Silberberger, of the state and county aforementioned, personally appeared R. Bryce Shirley, with whom I am personally acquainted (~~or proved to me on the basis of satisfactory evidence~~), and who, upon oath, acknowledged himself to be the Attorney in fact of TACO BELL CORP., the within named Grantor, a California corporation, and that he as such Attorney in fact, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Attorney in fact.

WITNESS my hand and official seal, this 7 day of January, 1997.

Cherie Silberberger
Notary Public

My Commission Expires: 10/24/01

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CHERIE SILBERBERGER
Commission # 1159369
Notary Public - California
Orange County
My Comm. Expires Oct 24, 2001

REVIEWED BY: KC

DATE 1-7-98

State of Tennessee)
County of Davidson)

TEh actual consideration or value, whichever is greater, for this transfer is $200,000.00.

_____
Affiant

Subscribed and sworn to before me this the 13 day of January, 1998

_____
Notary Public

My Commissions Expires: 11/24/2001

Unit No 3444

EXHIBIT A

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A certain tract or parcel of land situated in the City of Nashville, County of Davidson, State of Tennessee, and being more particularly described as follows:

Being Lot No. 1 on the Plan of Joe Corley Subdivision, as of record in Book 4060, page 164, Register's Office for Davidson County, Tennessee, and described according to a survey made by A & A Engineers, Inc., dated December 18, 1981, as follows:

Beginning with a railroad spike on the western right of way margin of Gallatin Road also being 100.0 feet northerly from the northern right-of-way margin of Petway Avenue;

Thence North 86 deg. 28' 40" West 173.86 feet to an iron pin;

Thence North 4 deg. 00' 10" East 170.0 feet to an iron pin;

Thence South 84 deg. 55' 20" East 19.65 feet to an iron pin;

Thence North 16 deg. 51' East 41.0 feet to an iron pin;

Thence South 82 deg. 52' East 191.10 feet to an iron pin in the western right-of-way margin of Gallatin Road;

Thence with said margin South 17 deg. 00' West 202.90 feet to the point of beginning, containing 0.903 acres, more or less.

Being the same property conveyed to Taco Bell Corporation, a California corporation, by Special Warranty Deed from Bojangles Corporation, a Tennessee corporation, of record in Book 7229, page 908, Register's Office for Davidson County, Tennessee.

0389871
IDENTIF. & REFERENCE

98 JAN 13 PM 2:40

REGISTER
DAVIDSON COUNTY, TN.

1766 01/13 0101 03CHECK 753.00

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

RECEIVED OF _____

FOR _____

BOOK 10756 PG 737

CO - CONVEYANCE
MO - MORTGAGE
WD - WARRANTY DEED
TD - TRUST DEED
CC - CERTIFIED COPY
REL - RELEASE
UCC - UNIFORM COMMERCIAL CODE
MISC - MISCELLANEOUS
CO TX - STATE TAX CONVEY
MO TX - STATE TAX MORT
PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT	
	200000.00
CON TX	740.00
PRFEE	1.00
WDEED	12.00
TOTAL	753.00
CHECK	753.00

01/13/98 01 14:41 0001 1746

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0389871
IDENTIF. ↑ REFERENCE

93 JAN 13 PM 2:40

REGISTER
DAVIDSON COUNTY, TN.

No. 1242416