4) 2

SPECIAL WARRANTY DEED

BOOK 10556 PG 1

FROM: Melvin Carl Talley,
Margaret Cates,
James W. Cates
William D. Cates,
Grantors

This instrument was prepared by:
Warren H. Wild, Jr.
Farris, Warfield & Kanaday, PLC
424 Church Street, Suite 1900
Nashville, Tennessee 37219

TO: T M & M Franklin, LLC,
a Tennessee limited
liability company,
Grantee

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
11235 West Pointe Drive Suite One Knoxville, Tennessee 37922	Same	118-2-181 s.i. 001 118-2-181 s.i. 002

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is One Million Sixty Thousand and No/100 Dollars ($1,060,000.00).

Sam F. Miller
Affiant

SUBSCRIBED AND SWORN TO before me, this the 24TH day of March, 1998.

Cathy R. Hamilton
Notary Public

My Commission Expires: 2-27-2002

FOR AND IN CONSIDERATION OF the sum of One Million Sixty Thousand and No/100 Dollars ($1,060,000.00), the receipt and sufficiency of which in cash and in like kind exchange property are hereby acknowledged, Melvin Carl Talley (also known as M. Carl Talley) (as to an undivided 69% interest), Margaret Cates (as to an undivided 12% interest), James W. Cates (as to an undivided 9-1/2% interest) and William D. Cates (as to an undivided 9-1/2% interest)(each a "Grantor and collectively "Grantors"), have bargained and sold, and by these presents do transfer and convey unto T M & M Franklin, LLC, a Tennessee limited liability company ("Grantee"), its successors and assigns, a certain tract or parcel

of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property is unimproved property known as southwest corner of Kirkwood Avenue and Franklin Pike in Nashville, Tennessee.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the Property with the appurtenances, estate, title and interest thereto belonging to Grantee, its successors and assigns forever.

And each Grantor does covenant with Grantee that such Grantor is lawfully seized and possessed of his or her respective undivided interest in the Property in fee simple and such Grantor has a good right to convey his or her respective undivided interest in the Property.

And each Grantor does further covenant and bind such Grantor, his or her heirs, successors and assigns, to warrant and forever defend the title to such Grantor's undivided interest in the Property to Grantee, its successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under such Grantor (other than claims arising from the matters set forth on Exhibit B), but not further or otherwise. This conveyance is expressly made subject to the matters set forth on Exhibit B

The Property is further conveyed subject to the following restrictions:

1. Restriction One. The Property shall not be used for any illegal purpose, or any purpose that would constitute a public or private nuisance, or as a theater, bowling alley, bar, tavern, game parlor, arcade, facility selling adult or pornographic materials, flea market, second hand store, pawn shop, manufacturing facility, auto sales or repair facility, gasoline or service station or other business selling gasoline, oil or related products, or as a school or office. This

Restriction One shall continue for a period of fifty (50) years, after which it will terminate.

2. Restriction Two. The Property shall not be used as a restaurant with curb services or drive-in facilities for the period ending at 11:59 P.M. on June 30, 1998, at which time this Restriction Two shall terminate.

Witness our hands this 24 day of March, 1998.

M. Carl Talley

M. Carl Talley (same person as Melvin Carl Talley)

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, Kathleen Patti Snow, a Notary Public of said County and State, M. CARL TALLEY, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 24th day of March, 1998.

Kathleen Patti Snow

Notary Public

My Commission Expires: 5-23-98

KATHLEEN PATTI SNOW NOTARY PUBLIC AT LARGE

Other Signature Pages Follow

Signature Page to Special Warranty Deed
to T M & M Franklin, LLC

Margaret Cates
Margaret Cates

STATE OF TENNESSEE)
COUNTY OF Davidson)

Personally appeared before me, Helen McCullough, a Notary Public of said County and State, MARGARET CATES, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 4th day of March, 1998.

Helen McCullough
Notary Public

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TN

My Commission Expires: My Commission Expires NOV. 24, 2001

Signature Page to Special Warranty Deed
to T M & M Franklin, LLC

James W. Cates

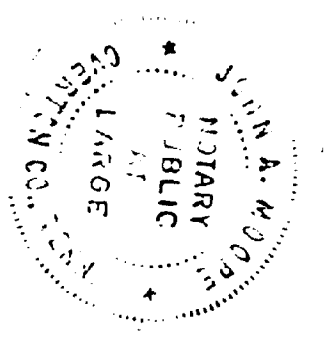
STATE OF TENNESSEE)
COUNTY OF Overton)

Personally appeared before me, John A. Moore, a Notary Public of said County and State, JAMES W CATES, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 2nd day of March, 1998.

Notary Public

My Commission Expires: 5-23-2001



Signature Page to Special Warranty Deed
to T M & M Franklin, LLC

William D. Cates

STATE OF TENNESSEE)
COUNTY OF OVERTON)

Personally appeared before me, John A. Moore, a Notary Public of said County and State, WILLIAM D. CATES, the within named bargainor, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained.

Witness my hand, at Office, this 2nd day of March, 1998.

John A. Moore
Notary Public

My Commission Expires: 5-23-2001

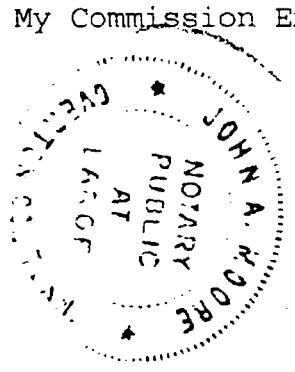


EXHIBIT A

Property Description

Land in Davidson County, Tennessee, being Lot No. 1 on the Boundary and Subdivision Plat of Melrose Shopping Center, as of record in Book 7900, page 657, Register's Office for Davidson County, Tennessee.

TOGETHER with Easements appurtenant thereto as recorded in Book 9237, page 382, and Access Easements appurtenant thereto as shown on Plat Book 7900, page 657, Register's Office for Davidson County, Tennessee.

BEING a part of the same property conveyed to Richard T. Wilson, Trustee for R. M. Wilson by deed from Florence M. Carson and husband, D. B. Carson, of record in Book 805, page 520, Register's Office for Davidson County. Said premises were devised to R. T. Wilson and Third National Bank in Nashville, as Trustees under the Will of R. Morris Wilson, of record in Will Book 55, page 118, Probate Court Clerk's Office for Davidson County, as construed by decrees of record in Minute Book 144, page 142; Minute Book 145, page 403; Minute Book 169, page 141; and Minute Book 177, page 88; Clerk and Master's Office for said County, in the cause of Third National Bank in Nashville, Executor, et cetera vs. Elizabeth Wilson Cates Scribner, et al, Rule No. 53592. Under the terms of said Will, the Trust terminated at the death of Elizabeth Wilson Scribner and title vested in Mary Elizabeth Talley (a 50% undivided interest), and James W. Cates, Sr. (a 50% undivided interest). The said Mary Elizabeth Cates Talley has died and devised her 50% undivided interest in said property to Melvin Carl Talley of record in Will Book 157, page 771, Probate Court Clerk's Office for said County.

The 50% undivided interest of James W. Cates, Sr. was devised to Third National Bank in Nashville as Trustee under Revocable Trust Agreement dated October 8, 1986, pursuant to the Will of James W. Cates, Sr., said Will being of record in Will Book UU, page 283, Probate Court for Wilson County, Tennessee. Third National Bank in Nashville, Trustee, has conveyed its interest in the subject property as follows:

1. Book 8840, page 148 (William D. Cates a 9-1/2% interest)

2. Book 8840, page 154 (Margaret Cates a 12% interest)

3. Book 8840, page 160 (James W. Cates, Jr. a 9-1/2% interest)

4. Book 8546, page 274 to Michael A. Cates and Christopher T. Cates, a 9-1/2% interest each. By deed of record in Book 8546, page 280, Michael A. Cates and Christopher T. Cates conveyed their 9-1/2% interest each to M. Carl Talley (a 19% interest)

And by Quitclaim Deed from Land Trust Corp. of record in Book 9237, page 369, all of record in the Register's Office of Davidson County, Tennessee.

1287 03/26 0101 03CHECK 3955.0

04 17279
IDENTIF. & REFERENCE
98 MAR 26 PM 3:38
FELIX A. ... REGISTER
DAVIDSON COUNTY, TN.

EXHIBIT B

Encumbrances

1. The lien for 1998 taxes which have been prorated and will be assumed and paid by Grantee.

2. Terms and provisions of Lease to The Krystal Co. recorded in Book 2784, page 394 and amended in Book 5081, page 499, in the Register's Office of Davidson County, Tennessee.

3. Easement(s) for drainage and ingress and egress granted to The Krystal Co., as set forth in instrument recorded in Book 5081, page 499, in said Register's Office.

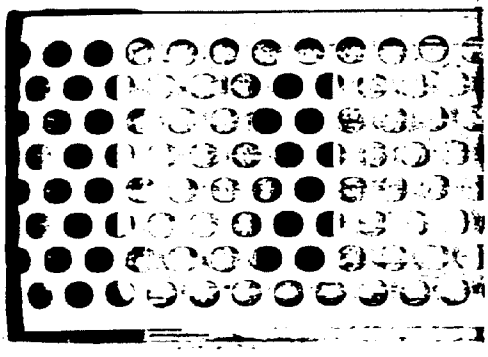
4. Drainage, Detention, Access Road and Sign Agreement by and among The Kroger Company, Land Trust Corp., M. Carl Talley, James W. Cates, Jr., William D. Cates and Margaret Cates as recorded in Book 9237, page 382, in said Register's Office.

5. All matters shown on Plat recorded in Book 7900, page 657, in said Register's Office.

6. Sanitary sewer easement(s), as set forth in instrument recorded in Book 3401, page 167, in said Register's Office.

7. Deed of Conveyance of Sewer Lines of record in Book 10131, page 935, in said Register's Office.

8. Deed of Conveyance of Water Lines of record in Book 10131, page 939, in said Register's Office.



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10856 PG 9

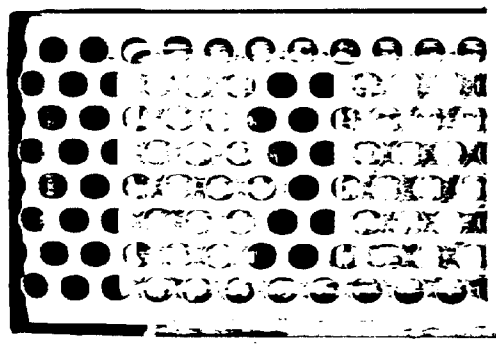
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

CAMT
1060000.00
CON TX 3922.00
PRFEE 1.00
WDEED 32.00
TOTAL 3955.00
CHECK 3955.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

03/26/98 01 15:38 0001 1287



04 17279
IDENTIF. ↑ REFERENCE
98 MAR 26 PM 3:38
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1271572