BOX 44

THIS INSTRUMENT PREPARED BY:
George V. Crawford, Jr.
GULLETT, SANFORD, ROBINSON & MARTIN, PLLC
230 Fourth Avenue, North
P. O. Box 198888
Nashville, Tennessee 37219-8888
(615) 244-4994

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $305,000.00.

Affiant

Subscribed and sworn to before me, this 12th day of February, 1999.

Notary Public

My Commission Expires: 3/23/2002

Address New Owner As Follows:
Papa John's USA, Inc.
P.O. Box 99900
Louisville, KY 40269-0900

Send Tax Bills To:
SAME

Map-Parcel Number:
Map142
Parcel 346

5767 02/12 0101 03CHECK 1142.50

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid by the hereinafter named Grantee, and other good and valuable consideration, the receipt of which is hereby acknowledged, **DALTON DEVELOPMENT CORPORATION**, hereinafter called the Grantor, has bargained and sold, and by these presents do transfer and convey unto **PAPA JOHN'S USA, INC.**, hereinafter called the Grantee, its successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, described as follows:

Being a parcel of land in Nashville, Second Civil District, Twenty-Third Councilmanic District, Davidson County, Tennessee, located on the westerly side of Old Hickory Boulevard, North of Belle Forest Circle, being Lot No. 6 as shown on the Plan of First Revision Resubdivision of Lot 5, Hickory Hills Village Park, as recorded in Book 9700, page 436, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description.

TOGETHER with all rights of Grantor in and to the easement set forth in Amended and Restated Easement and Restrictive Covenant Agreement, of record in Book 10625, page 641, Register's Office for Davidson County, Tennessee.

Being part of the same property conveyed to Dalton Development Corporation by deed from Donna J. Phillips, Trustee, with full power to sell, transfer or convey, of record in Book 10551, page 302, Register's Office for Davidson County, Tennessee.

A new legal description was not prepared for this transaction. The legal description is the same as the previous instrument of record.

108595.1

This conveyance is made subject to:

1. 1999 taxes, a lien but not yet due and payable, which have been prorated and assumed by Grantee. By acceptance of delivery of this instrument, Grantees assumes and agrees to pay such taxes as and when such become payable and to indemnify and hold harmless Grantor from liability and loss therefrom.

2. Matters shown on the Plan of record in Book 9700, page 436, Register's Office for said County.

3. Easement for drainage facility conveyed to the State of Tennessee, of record in Book 7847,page 349, Register' Office for Davidson County, Tennessee.

4. Agreement for dedication of public utilities easement of record in Book 8097, page 290, Register's Office for Davidson County, Tennessee.

5. Easement and Restrictive Covenant Agreement of record in Book 10417, page 57, Register's Office for said County and Amended and Restated Easement and Restrictive Covenant Agreement of record in Book 10551, page 307, Register's Office for Davidson County, Tennessee.

6. Amended and Restated Easement and Restrictive Covenant Agreement of record in Book 10625, page 641, Register's Office for Davidson County, Tennesee.

This is improved property known as Lot 6, Hickory Hills Village Park, Nashville, TN

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors and assigns, forever; and covenant with the said Grantee that it is lawfully seized and possessed of said land in fee simple, has a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and further covenants and binds itself, its successors and assigns, to warrant and forever defend the title to the said land to the said Grantees, their heirs and assigns, against the lawful claims of all person whomsoever.

WITNESS my hand this 12th day of February, 1999.

DALTON DEVELOPMENT CORPORATION

By: _____
Jack H. Dalton, President

STATE OF TENNESSEE
DAVIDSON COUNTY, TN.
REGISTER
99FEB 12 PM 3:56

05489360
IDENTIF. → REFERENCE

108595.1

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Jack H. Dalton, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the President, the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

WITNESS my hand, at office, this 18th day of February, 1999.

Notary Public

My Commission Expires: Jan 25, 2003

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11340 PG. 255

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	CFEE - COMPUTER FEE	PRFEE - PROBATE FEE

0548936
IDENTIF. ↑ REFERENCE

99FEB 12 PM 3:56

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

	CAMT
	305000.00
CON TX	1127.50
PRFEE	1.00
WDEED	12.00
CFEE	2.00
TOTAL	1142.50
CHECK	1142.50

02/12/99 01 15:55 0001 5767

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1425030