THIS DOCUMENT WAS PREPARED BY:
Taco Bell Corp.
17901 Von Karman Avenue, M.D. 711
Irvine, CA 92614
(949) 863-4987

WHEN RECORDED RETURN TO:

SEND SUBSEQUENT TAX BILLS TO:
Taco Bell of America, Inc.
c/o Tricon Tax Dept., Store No.: **4793**
P.O. Box 35370
Louisville, KY 40232/5370

BOOK 11523 PG. 823

PURSUANT TCA 67-4-409(e)
NO TRANSFER TAX IS DUE.

WARRANTY DEED

STATE OF TENNESSEE)
) **SS.**
COUNTY OF DAVIDSON)

KNOW ALL MEN BY THESE PRESENTS, That in consideration of One Dollar ($1.00) to the undersigned grantor, **TACO BELL CORP., a California corporation**, whose mailing address is 17901 Von Karman Avenue, Mail Drop 711, Irvine, California 92614, in hand paid by the grantee, **TACO BELL OF AMERICA, INC., a Delaware Corporation**, whose mailing address is 17901 Von Karman, Mail Drop 711, Irvine, California 92614, the receipt of which is hereby acknowledged, the said TACO BELL CORP., does by these presents, grant, bargain, sell and convey unto the said TACO BELL OF AMERICA, INC., the property located at 2541 Murfreesboro Rd., Nashville, TN, County of Davidson, more particularly described on **Exhibit "A"** attached hereto and incorporated herein by reference.

Prior Instrument Reference: 8512, 770

Together with all and singular, the rights, members, privileges and appurtenances thereunto belonging or in any wise appertaining;

TO HAVE AND TO HOLD, to the said TACO BELL OF AMERICA, INC., a Delaware corporation, its successors and assigns forever in fee simple.

And TACO BELL CORP., does for itself and for its successors and assigns, covenant with said TACO BELL OF AMERICA, INC., its successors and assigns, that it is lawfully seized in fee simple of said premises; subject to any and all valid restrictions, servitude's, mineral conveyances and/or reservations of record affecting same; that it has good right to sell and convey same as aforesaid; that it will, and its successors and assigns shall warrant and defend the same to the said TACO BELL OF AMERICA, INC., its successors and assigns forever, against the lawful claims of all persons.

IN WITNESS WHEREOF, the said Taco Bell Corp., by its duly authorized officer, has hereto set its signature and seal, this the 16th day of April, 1999.

Taco Bell Corp., a
California corporation

By: _____

_____
(Please type or print Name)

Its: _____
(Title)

Max Craig
~~Vice President~~
Chief Financial Officer

Signed and acknowledged
in the presence of:

_____

EDDREA A. WOODBURY
(Please type or print Name)

[AFFIX CORPORATE ACKNOWLEDGMENT HERETO]

Store No. 4793

EXHIBIT A

BOOK 11523 PG. 825

Land in Davidson County, Tennessee, being Lot No. 1 on the Plan of Resubdivision of the Dover Pointe Subdivision Plat, as of record in Book 7900, Page 66, Register's Office for Davidson County, Tennessee.

Being part of the same property conveyed to Dover Pointe Partnership, a Tennessee General Partnership composed of Russell Flanagan, William J. Gregg, Sr., and C. LeRoy Norton, Jr. by deed from R. E. P. P., Inc., et al, as of record in Book 7840, Page 362, Register's Office for Davidson County, Tennessee.

1. Restrictive covenants of record in Book 7881, Page 361, as amended in Book 8216, Page 666, Register's Office for Davidson County, Tennessee.

2. All matters shown on the recorded plan of record in Book 7900, Page 66, Register's Office for Davidson County, Tennessee.

3. Right of way permit to Southern Bell Telephone & Telegraph Company as of record in Book 924, Page 459, Register's Office for Davidson County, Tennessee.

4. Deed of conveyance to the Metropolitan Government of Nashville and Davidson County, Department of Water and Sewerage Services, for sanitary sewer construction as of record in Book 8287, Page 23, Register's Office for Davidson County, Tennessee.

0598709

IDENTIFICATION REFERENCE

99 JUN 11 AM 9:45

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

MAIL ENV.

0528 06/11 0106 CHECK 18.00

STORE #4793

ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Orange

On April 16, 1999 (Date) before me, Sharon Key, Notary Public (Name, Title of Officer - E.G., "Jane Doe, Notary Public"),

Personally appeared Max Craig, Vice President (Name(s) of signer(s)),

[x] personally known to me **OR** [_] proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person , or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal

SIGNATURE OF NOTARY

SHARON KEY
Commission # 1160711
Notary Public - California
Orange County
My Comm. Expires Nov 6, 2001

CAPACITY CLAIMED BY SIGNER

[_] INDIVIDUAL(S)

[x] CORPORATE
OFFICER(S) Vice President
TITLE(S)

[_] PARTNER(S)
[ ] ATTORNEY-IN-FACT
[_] TRUSTEE(S)
[_] SUBSCRIBING WITNESS
[_] GUARDIAN/CONSERVATOR
[_] OTHER_____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)
Taco Bell Corp.,
a California corporation

BOOK 11523 PG. 826

AFTER RECORDING, MAIL TO:

[illegible] INSURANCE CO.
ATTN: [illegible]
171 N. CLARK ST. - MLC: 04SP
CHICAGO, IL 60601