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.: **2745**
P.O. Box 35370
Louisville, KY 40232/5370

PURSUANT TO TCA 67-4-409(E)
NO TRANSFER TAX IS DUE

BOOK 11523 PG. 827

WARRANTY DEED

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

5336 04/11/2001 03:CHECK 10.00

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 529 Donelson Pike, Nashville, TN, County of Davidson, more particularly described on **Exhibit "A"** attached hereto and incorporated herein by reference.

Prior Instrument Reference: 6634, 854

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 11th day of April, 1999.

Taco Bell Corp., a
California corporation

By: _____

_____
(Please type or print Name)

Its: Max Craig
~~Vice President~~
Chief Financial Officer
(Title)

Signed and acknowledged
in the presence of:

Eddrea A. Woodbury

EDDREA A. WOODBURY
(Please type or print Name)

[AFFIX CORPORATE ACKNOWLEDGMENT HERETO]

0598710

IDENTIFICATION REFERENCE

99 JUN 11 AM 9:46

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN.

MAIL ENV.

Store No. 2745

EXHIBIT A

Land in Davidson County, Tennessee, being Lot 3 of Metro Airport Center, Section 4, Phase 3, of record in Plat Book 6200, page 212, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey by J. Bruce Rainey, Surveyor No. 823, dated January 29, 1985, as revised February 5, 1985, and known as Job No. 84-200-3, as follows:

Beginning at a concrete monument in the easterly margin of Donelson Pike, 40 feet from the center line, being the southwest corner of this tract and also being the northwest corner of Lot 2 of the Metropolitan Airport Center, Section III, of record in Book 6250, page 247, Register's Office for Davidson County, Tennessee; thence, with the margin of said Donelson Pike, the following calls:

N 10° 46' 12" E 17.15 feet to an iron pin, (the point of beginning); thence with a curve to the left, having a radius of 3477.83 feet, and a long chord of 166.92 feet, said chord having a bearing of N 09° 23' 41" E, a distance along the curve of 166.94 feet to a concrete monument; thence, leaving the road S 83° 18' 10" E, 258.94 feet to an iron pin; thence S 10° 39' 00" W, 202.56 feet to an iron pin; thence N 79° 11' 49" W, 254.71 feet to the point of beginning, containing 1.135 acres (49,454 square feet) more or less.

Declaration of record in Book 6477, page 870, said Register's Office.

Matters reflected by Plat of record in Book 6200, page 212, said Register's Office, which shows an Owner's Certificate and certain notes, easements, and setback lines.

A joint use ingress-egress easement as shown on Plat of record in Book 6250, page 247, said Register's Office and recorded in Book 6445, page 959 and re-recorded in Book 6451, page 7581, said Register's Office.

STORE #2745

ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Orange

On April 16, 1999 before me, Sharon Key, Notary Public,
Date — 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

Sharon Key
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. 830

AFTER RECORDING, MAIL TO:

CHICAGO TITLE INSURANCE CO.
ATTN: JANE ZIELINSKI
171 N. CLARK ST. - MLC: 04SP
CHICAGO, IL 60601