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.: **1570**
P.O. Box 35370
Louisville, KY 40232/5370

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98 JUL 22 PM 1:01

0061700

MAIL EM!

Pursuant to TCA 67-4-409(e)
No transfer tax's 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 4000 Nolensville Rd., Nashville, **TN**, County of Davidson, more particularly described on **Exhibit "A"** attached hereto and incorporated herein by reference.

Prior Instrument Reference: 8281, 150, 152

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 19 day of May, 1999.

Taco Bell Corp., a California corporation

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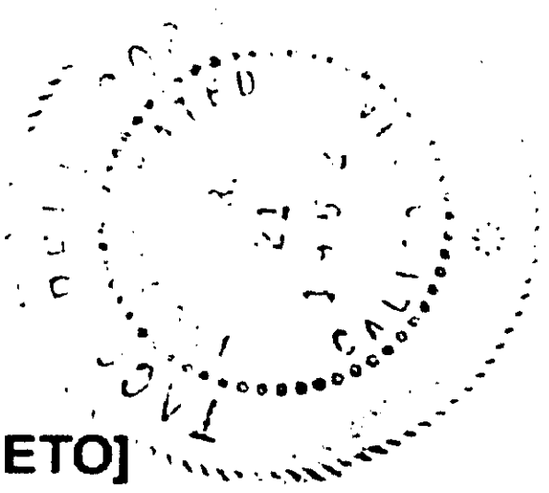
Signed and acknowledged in the presence of:

By: _____

_____
(Please type or print Name)

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

_____
EDDREA A. WOODBURY
(Please type or print Name)



[AFFIX CORPORATE ACKNOWLEDGMENT HERETO]

Reviewed By: EW
INITIAL
EDDREA WOODBURY
DATE: 5/19/99

Store No. 1570

EXHIBIT 'A'

LEGAL DESCRIPTION

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Land in Davidson County, Tennessee, being Parcel "A" on the Plan of the Resubdivision of Lot No. 1, Travis Park, as of record in Book 5210, page 22, Register's Office for Davidson County, Tennessee and described as follows:

BEGINNING at an iron pin the easterly margin of Nolensville Road; thence, with said margin of Nolensville Road, along a curve to the left, with a central angle of 02 degrees 46 minutes 09 seconds, and a radius of 1,933.83 feet, a distance of 93.46 feet to a point; thence leaving said margin of Nolensville Road, north 67 degrees 07 minutes 53 seconds east, 180.42 feet to a point; thence south 33 degrees 50 minutes 00 seconds east, 31.56 feet to an iron pin; thence south 83 degrees 44 minutes 53 seconds east, 30.75 feet to an iron pin; thence along a curve to the left, with a central angle of 25 degrees 27 minutes 53 seconds, and a radius of 112.50 feet, a distance of 50.00 feet to an iron pin; thence south 67 degrees 09 minutes 37 seconds west, 197.09 feet to the point of beginning, containing 18,248.19 square feet (0.4189 acres), more or less, according to a Boundary & Topographic Site Survey for Taco Bell, make by Frank V. Neeley of M & K Engineers, License No. 1493, dated August 30, 1990 and designated as Parcel No. 86 on said survey.

SUBJECT TO all easements, covenants of record.

Parcel A being the same property conveyed to Taco Bell Corp., a California corporation, by deed from Raj Mehta and Lila R. Mehta, as of record in Book 8281, page 150, Register's Office for Davidson County, Tennessee.

AND

Parcel B on the Plan of the Resubdivision of Lot 1, Travis Park, of record in Book 5210, page 22, Register's Office for Davidson County, Tennessee, and described as follows:

BEGINNING at a point on the east margin of Nolensville Road at the common front corner of Parcels A and B as shown on said plat; thence in a northerly direction a distance of 40.25 feet to a P.K. nail; thence along a curve to the right a distance of 70.75 feet to a P.K. nail in the south margin of Paragon Mills Road; thence with said Road, North 56 degrees 10 minutes east a distance of 123.30 feet to a concrete monument; thence South 33 degrees 43 minutes East a distance of 117.04 feet to the common rear corner of Parcels A and B; thence South 67 degrees 9 minutes West along the common line between Parcels A and B, a distance of 180.2 feet to the point of beginning.

SUBJECT TO all easements, covenants and restrictions of record.

Parcel B being the same property conveyed to Taco Bell, a California corporation, by deed from Nashville Donuts, Inc., a Tennessee corporation, of record in Book 5250, page 735.

Store No. 1570

ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Orange

On May 19, 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 # 1140711
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

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AFTER RECORDING, MAIL TO:

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