Box 49

When recorded, mail to:

JACK IN THE BOX INC.
9330 Balboa Avenue
San Diego, CA 92123

BOOK 11701 PAGE 203

99 OCT 12 PM 3:13
REGISTER
DAVIDSON COUNTY. TN.

0645900
CROSS REFERENCE

SPECIAL WARRANTY DEED
CORPORATE FORM

THIS INDENTURE, made and entered into on this 13th day of October, 1999, by and between CIRCLE K STORES INC., a corporation organized and existing under and by virture of the laws of the State of Texas, formerly known as Circle K Properties, Inc. , a Delaware corporation, party of the first part, and JACK IN THE BOX INC. fka FoodMaker, Inc., a Delaware corporation, party of the second part;

WITNESSETH: That for and in consideration of Ten Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, the said party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the said party of the second part the following described real estate, situated and being in the City of Nashville, County of Davidson, State of Tennessee:

SEE EXHIBIT "A" ATTACHED HERETO AND
BY THIS REFERENCE INCORPORATED HEREIN.

Being the same property conveyed to the grantor herein by warranty deed of record under Book 9055, Page 369 filed August 23, 1993 in the Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, its heirs, successors and assigns in fee simple forever.

AND SUBJECT TO, the recorded Declaration of Conditions and Restrictions of record under Book 10935, Page 994 filed May 18, 1998 in the Register's Office of Davidson County, Tennessee set forth on Exhibit "C".

The said party of the first part does hereby covenant with the said party of the second part that it is lawfully seized in fee of the aforedescribed real estate; that it has a good right to sell and convey the same; that the same is unencumbered, EXCEPT FOR current taxes, special assessments, Patent and deed reservations, restrictions, covenants, rights-of-way, easements, dedications, liens and encumbrances as more specifically set forth on Exhibit "B" attached hereto and by this reference incorporated herein, and that the title and quiet possession thereto it will warrant and forever defend against the lawful claims of all persons claiming by, through or under the grantor , but not further or otherwise.

Whenever the word "party" as used herein shall mean "parties" if there are more than one person referred to and whenever pronouns occur herein, they shall be construed according to their proper gender and number according to the context of this instrument.

IN WITNESS WHEREOF, party of the first part has caused this instrument to be executed by and through its duly authorized officers the day and year first above written.

CIRCLE K STORES INC.
a Texas corporation

By: _____
Name: F. Stephen Gogul
Its: Vice President

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 30th day of Sept, 1999, by F. Stephen Gogul, the Vice President of CIRCLE K STORES INC., a Texas corporation, on behalf of the corporation.

OFFICIAL SEAL
KATHLEEN S. LEE
Notary Public - State of Arizona
MARICOPA COUNTY
My Comm. Expires Feb. 18, 2002

_____
Notary Public
My Commission Expires: 2-18-02

EXHIBIT "A"
(Legal Description)

BOOK 11701 PAGE 205

A tract of land in the Second Civil District, Metropolitan Nashville Davidson County, Tennessee, formerly the Tenth Civil District of Davidson County, Tennessee and being more particularly described as follows:

Beginning at a railroad spike set on the westerly right-of-way line of Dickerson Pike, U.S. 41 and 31-W, at the northerly end of the northwesterly return curve at Dickerson Pike and Old Hickory Boulevard, thence, with said return curve (radius 50 feet) southwesterly a distance of 70.92 feet to a railroad spike set on the northerly right-of-way of Old Hickory Boulevard, said curve having a chord bearing and distance of S 60 degrees 02' 15" W 65.126 feet; thence, with the northerly right-of-way line of Old Hickory Boulevard, N 79 degrees 19' 33" W 136.11 feet to an iron pin set at the beginning of a curve; thence, with said curve to the right (radius 2,797.79 feet) northwesterly a distance of 10.69 feet to an iron pin set, said curve having chord bearing and distance of N 79 degrees 12' 59" W 10.690 feet; thence, with a line severing the property of which this is a part N 16 degrees 56' 31" E 175.00 feet to an iron pin set; thence continuing with severance line S 81 degrees 38' 53" E 200.00 feet to an iron pin set on the westerly right-of-way line of Dickerson Pike; thence, with the westerly right-of-way line of Dickerson Pike, S 20 degrees 04' 33" W 73.56 feet to a railroad spike set at the beginning of a curve; thence with said curve to the left (radius 5770.00 feet) southwesterly a distance of 67.95 feet to the point of beginning, said curve having a chord bearing and distance of S 19 degrees 44' 18" W 67.941 feet. The above described property containing 34,158 square feet or 0.784 of an acre, and being Lot No. 1 on the Plan of the J. Douglas Wright Subdivision of record in Book 5190, page 718, Register's Office in said county.

BEING the same property conveyed to Circle K Properties, Inc., by Deed of Record in Book 9055, page 369, Register's Office for Davidson County, Tennessee. Circle K Properties, Inc. is now known as Circle K Stores Inc. by virtue of Articles of Merger filed October 6, 1997.

EXHIBIT "B"
(Permitted Exceptions)

1. 2000 Taxes, a lien, which are not yet due and payable. Tax Parcel No. 41-8/34.

2. ALL matters shown on Plat recorded in Book 5190, page 718.

3. Restrictions as contained in Book 6051, page 151 and Book 10935, page 994.

4. Easement(s) as set forth in instrument recorded in Book 8564, page 388.

10935-994

EXHIBIT "C"

("Declaration of Conditions and Restrictions")

0439238

IDENTIF. + REFERENCE

49

98 MAY 18 PM 1:16

FELIX Z. [illegible] REGISTER
DAVIDSON COUNTY, TN.

When Recorded, ~~Return To:~~
PREPARED BY CHERRY ZAKHAR

After Recording, Return To:
Lawyers Title Ins. Corp.
600 N. Pearl, Ste. 700
Dallas, TX 75201
Attn: Nancy Shirar

BOOK 10935 PG 994

56

Unit No. 808462780846

DECLARATION OF CONDITIONS AND RESTRICTIONS

BOOK 11701 PAGE 207

WHEREAS, CIRCLE K STORES INC. a Texas corporation, successor in interest to Circle K Properties, Inc. ("Declarant") declares that it is the owner of the real property located in Davidson County, Tennessee, as more fully described on the attached "Exhibit A", such Exhibit being incorporated herein and made a part hereof (the "Property").

WHEREAS, Declarant desires to place of record certain conditions and restrictions affecting the use of the Property (the "Restrictions") as more fully set forth below.

NOW THEREFORE, Declarant declares that:

1. **Restrictions**. The Property shall not be used for:

(a) the sale of any food or food products, dairy products, soft drinks, beer, wine or other alcoholic beverages, except as may be sold through vending machines or as may be sold by a sit-down or take-out restaurant operating at the Property;

(b) the sale of cigarettes and other tobacco products; or

(c) the storage or sale of motor vehicle fuels.

2. **Restrictions To Run With The Land**. The Restrictions created hereby are for the benefit of Declarant, its successors and assigns, are placed for the protection of Declarant's business operated on other properties as may be located in the vicinity of the Property, and shall be deemed to run with the Property for a period of thirty (30) years from the date of recordation of this Declaration. Any successive owner taking title to the Property during the term of this Declaration ("New Owner") shall be bound by these Restrictions.

3. **Recording**. This Agreement shall become effective and binding upon Declarant and all New Owners, at such time as a fully executed and acknowledged copy is filed in the public land records of Davidson County, Tennessee.

4. **Amendment and Termination**. These Restrictions cannot be amended except by the recordation of a document signed by Declarant and the New Owner (if any) evidencing the amendment of the Restrictions. These Restrictions shall automatically terminate at the end of the thirty year period set forth in paragraph 3 above without need for additional documentation.

5. **Default**. In the event these Restrictions are violated by a New Owner, Seller, its successors or assigns shall have the right to pursue any remedy available in law or equity against Buyer or its successors or assigns, specifically including the right to enjoin the offending use of the Property, and to receive an award of its fees and costs reasonably incurred in seeking any available remedy.

IN WITNESS WHEREOF, the undersigned has executed this Declaration of Conditions and Restrictions this 5th day of May, 1998.

CIRCLE K STORES INC.

By: _____
F. Stephen Gogul
Its: Vice President
Date: May 5th, 1998

State of Arizona)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 5th day of May, 1998, by F. Stephen Gogul, known to me or proved by sufficient evidence to be the Vice President of Circle K Stores Inc., a Texas corporation, , on behalf of the corporation.

_____
Notary Public
Commission Expires: 2/18/02

6481CS1.DOC

OFFICIAL SEAL
KATHLEEN S. LEE
Notary Public - State of Arizona
MARICOPA COUNTY
My Comm. Expires Feb. 18, 2002

EXHIBIT "A"

LEGAL DESCRIPTION # 80846/2780846

A TRACT OF LAND IN THE SECOND CIVIL DISTRICT, METROPOLITAN NASHVILLE-DAVIDSON COUNTY, TENNESSEE, FORMERLY THE TENTH CIVIL DISTRICT OF DAVIDSON COUNTY, TENNESSEE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A RAILROAD SPIKE SET ON THE WESTERLY RIGHT-OF-WAY LINE OF DICKERSON PIKE, U.S. 41 AND 31-W, AT THE NORTHERLY END OF THE NORTHWESTERLY RETURN CURVE AT DICKERSON PIKE AND OLD HICKORY BOULEVARD; THENCE, WITH SAID RETURN CURVE (RADIUS 50 FEET) SOUTHWESTERLY A DISTANCE OF 70.92 FEET TO A RAILROAD SPIKE SET ON THE NORTHERLY RIGHT-OF-WAY OF OLD HICKORY BOULEVARD, SAID CURVE HAVING A CHORD BEARING AND DISTANCE OF S 60 DEGREES 02'15" W 65.126 FEET; THENCE, WITH THE NORTHERLY RIGHT-OF-WAY LINE OF OLD HICKORY BOULEVARD, N 79 DEG. 19'33" W 136.11 FEET TO AN IRON PIN SET AT THE BEGINNING OF A CURVE; THENCE, WITH SAID CURVE TO THE RIGHT (RADIUS 2,797.79 FEET) NORTHWESTERLY A DISTANCE OF 10.69 FEET TO AN IRON PIN SET, SAID CURVE HAVING CHORD BEARING AND DISTANCE OF N 79 DEG. 12'59" W 10.690 FEET; THENCE, WITH A LINE SEVERING THE PROPERTY OF WHICH THIS IS A PART, N 16 DEG. 56'31" E 175.00 FEET TO AN IRON PIN SET; THENCE, CONTINUING WITH SEVERANCE LINE S 81 DEG. 38'53" E 200.00 FEET TO AN IRON PIN SET ON THE WESTERLY RIGHT-OF-WAY LINE OF DICKERSON PIKE; THENCE, WITH THE WESTERLY RIGHT-OF-WAY LINE OF DICKERSON PIKE, S 20 DEG. 04'33" W 73.56 FEET TO A RAILROAD SPIKE SET AT THE BEGINNING OF A CURVE; THENCE, WITH SAID CURVE TO THE LEFT (RADIUS 5,770.00 FEET) SOUTHWESTERLY A DISTANCE OF 67.95 FEET TO THE POINT OF BEGINNING, SAID CURVE HAVING A CHORD BEARING AND DISTANCE OF S 19 DEG. 44'18" W 67.941 FEET. THE ABOVE DESCRIBED PROPERTY CONTAINING 34,158 SQUARE FEET OR 0.784 OF AN ACRE, AND BEING LOT NO. 1 ON THE PLAN OF THE J. DOUGLAS WRIGHT SUBDIVISION OF RECORD IN BOOK 5190, PAGE 718, REGISTER'S OFFICE IN SAID COUNTY.

0705 05/18 0101 03CIED
13.00

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

(FOR RECORDING DATE ONLY)

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $300,000.00, which amount is equal to or greater than the amount which the property would command at a fair end voluntary sale.

Affiant

Subscribed and sworn to before me this 30th day of Sept, 1999.

OFFICIAL SEAL
KATHLEEN S. LEE
Notary Public - State of Arizona
MARICOPA COUNTY
My Comm. Expires Feb. 18, 2002

Notary Public
My Commission Expires: 2-18-02

Property Address: 3900 Dickerson Pike, Nashville, TN
Legal Description: Dickerson Pike/Old Hickory

BOOK 11701 PAGE 210

Tax Parcel ID No: 41-8/34

Grantor's address: 1500 N. Priest Drive
Tempe, AZ 85281
Attn: Real Estate Department

Name and Address of Property Owner, and Mail Tax Bills to: JACK IN THE BOX INC.
~~FOODMAKER, INC.~~
9330 Balboa Avenue
San Diego, CA 92123

This instrument was prepared by and return to: Toni Jones
Tosco Marketing Company
1500 N. Priest Drive
Tempe, AZ 85281

OFFICIAL RECEIPT

BILL GARRETT
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 11701 PAGE 211

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

0645900

REFERENCE

99 OCT 12 PM 3:13

BILL GARRETT REGISTER
DAVIDSON COUNTY, TN

[illegible]

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

No. 1526974