Instr:200002290019790 Page: 1 OF 3
REC'D FOR REC 02/29/2000 2:39:55PM
RECORD FEE: $15.00
M. TAX: $0.00 T. TAX: $1332.00

Box 49

OWNER /RESPONSIBLE TAXPAYER;
Capital bank & Trust Company
1820 West End Avenue
Nashville, TN 37203

THIS INSTRUMENT PREPARED BY:
TACO BELL CORP.
17901 Von Karman Avenue
Irvine, CA 92614

SPECIAL WARRANTY DEED (CORPORATION)

THIS INSTRUMENT made this 15th day of FEBRUARY 2000, between Taco Bell of America, Inc., a Delaware CORPORATION,("Grantor") and Capital Bank and Trust Company, a Tennessee banking corporation. ("Grantee").

WITNESSETH:

THAT SAID GRANTOR, for and in consideration of the sum of TEN AND No/100 ($10.00) DOLLARS, and other good and valuable consideration, to it in hand paid by said Grantee, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does by these presents grant, bargain, sell and convey unto Grantee, the following described premises, to -wit;

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

BEING the same property conveyed to Taco Bell of America, Inc., a Delaware corporation by deed from Taco Bell Inc., a California corporation of record October 26, 1999 in Book 11716, page 770, in the office of the Register of Deeds for Davidson County, Tennessee.

TOGETHER WITH all easements, hereditaments, and appurtenances thereto appertain, and together with all strips and gores of land, if any, that may be contiguous with the herein described property and owned by Grantor.

Reservations from the Exceptions to Conveyance and Warranty:

Grantee, its successors and assigns, hereby agree that, for a period of fifteen years from the date of recordation of this Special Warranty Deed, no portion of the Property shall be operated as a fast food outlet selling i) any Mexican food items, including, but not limited to, tacos, burritos, Mexican Pizza and Mexican chicken; ii)pizza; or iii) chicken.

TO HAVE AND TO HOLD the same unto the Grantee, its successors and assigns forever.

AND GRANTOR, for itself and its representatives, successors, and assigns, does hereby covenant with Grantee and its representatives, successors, and assigns, that the reference to Taco Bell of America, Inc., a Delaware corporation in that certain deed made September 8, 1998, by Taco Bell Corp., a California corporation, a/k/a Taco Bell Inc., a california corporation of record in Deed Book 11716, page 770, in the office of the Register of Deeds for Davidson County, Tennessee, was intended to be, and was, a reference to Grantor; that Grantor is lawfully seized in fee simple of the premises herein conveyed: that Grantor has full power, authority and right to convey the same: that Grantor will forever warrant and defend the title to the Property against all persons lawfully claiming the same from, though and under it, but not otherwise; and that such premises are free from all encumbrances except for the lien of current ad valorem City of Hermitage property taxes (for which Grantee hereby assumes the obligation to pay as the same become due and payable), and the following: None

Unit No. 2230

Whenever in this instrument a pronoun is used it shall be construed to represent either singular or plural, or the masculine, feminine or neuter gender, as the case may demand.

IN WITNESS WHEREOF, the said Grantor has caused this instrument to be executed and its name to be signed hereto by its duly authorized officer the day and year first above written.

Taco Bell of America, Inc., a Delaware corporation

By: _____

Title: R. BRYCE SHIRLEY
Attorney in Fact
(Print Name and Title)

STATE OF CALIFORNIA}
}SS
COUNTY OF ORANGE }

SHERI DRAKE

Before me, Legal Department, of the state and county aforementioned, personally appeared R. Bryce Shirley, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Atty in Fact of Taco Bell of America, the within named Grantor, a Delaware corporation, and that R. Bryce Shirley as such Attorney in fact, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Attorney in fact..

WITNESS my hand and official seal, this 15 day of February 2000

_____
Notary Public

My Commission Expires: 3/21/02

****

SHERI D. DRAKE
Commission # 1177005
Notary Public - California
Orange County
My Comm. Expires Mar 21, 2002

REVIEWED BY: Donna Lightaur
DATE 2-15-00

Unit No. 2230

EXHIBIT "A"

LAND in Davidson County, Tennessee, being Lot No. 1, on the Plan of Burger Queen Enterprises, Inc.'s Lebanon Road Subdivision, as shown on plat of record in Plat Book 4885, page 131, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

BEING the same property conveyed to Taco Bell of America, Inc., a Delaware Corporation, by Deed of Record in Book 11716, page 770, Register's Office for Davidson County, Tennessee.

The above described property is the same property that is described in the survey prepared by Gresham, Smith and Partners, under Survey Number 20535.04, dated January 21, 2000.

STATE OF TENNESSEE
COUNTY OF

The actual consideration or value, whichever is greater, for this transaction is $ 360,000

_____, Affiant

Subscribed and Sworn to before me, this the 15th day of February, 2000

LINDA PRITCHETT NOTARY PUBLIC AT LARGE DAVIDSON CO. TENN.

_____, Notary Public

Commission Expires: My Commission Expires January 26, 2002