Instr:200007030065933 Page: 1 OF 3
REC'D FOR REC 07/03/2000 1:34:05PM
RECORD FEE: $15.00
M. TAX: $0.00 T. TAX: $740.00

OWNER /RESPONSIBLE TAXPAYER;
Soheil Mansour
1000 Bunker Hill Drive
Arrington, TN 37014

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

SPECIAL WARRANTY DEED (CORPORATION)

THIS INSTRUMENT made this 29th day of June, 2000, between Taco Bell Corp., a California corporation, also erroneously known as Taco Bell, Inc., a California corporation,("Grantor") and Soheil Mansour, an individual ("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, Inc., a California corporation by deed from Henry Hudson and wife, Ruth C. Hudson, dated February 13, 1981, of record in Book 5711, page 98, 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:

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, Inc., a California corporation, in that certain deed made February 13, 1981, by Henry Hudson and wife, Ruth C. Hudson, of record in Deed Book 5711, page 98, 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 Nashville property taxes (for which Grantee hereby assumes the obligation to pay as the same become due and payable), and the following:

Grantee, its successors and assigns, hereby agree that no portion of the Property shall be operated as a food outlet selling Mexican food where the sale of said food items exceeds 20% of gross sales on the Property.

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.

Unit No. 2049

Taco Bell Corp., a California corporation

By: _____

Title: R. Bryce Shirley, Assistant Secretary
(Print Name and Title)

STATE OF CALIFORNIA}
}SS
COUNTY OF ORANGE }

Before me, Christina Okada, 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 Assistant Secretary of Taco Bell Corp., the within named Grantor, a California corporation, and that he as such Assistant Secretary executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as Assistant Secretary.

WITNESS my hand and official seal, this 29th day of June, 2000.

_____
Notary Public

My Commission Expires: August 9, 2003

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CHRISTINA OKADA
Commission # 1231832
Notary Public - California
Orange County
My Comm. Expires Aug 9, 2003

County of Davidson

State of Tennessee

The actual consideration or value, whichever is greater, for this transfer is $200,000.00

_____
Affiant

Subscribed and sworn before me this 29th day of June, 2000.

_____
Notary Public

My Commission Expires _____

NOTARY PUBLIC
DAVIDSON COUNTY
My Commission Expires May 23 2002

Unit No. 2049

Reviewed By
LAURIE L. RIDDLE
Date: 6.29.00

File No. 00-271

Exhibit "A"

Legal Description

Land in Davidson County, Tennessee, being Lot No. 3 on the plat of the Resubdivision of Lot No. 2 and reserved Parcel Number Two, Stardust Commercial Park, Section One, of record in Book 5190, page 76, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey of Kagan, Smith, Murphy & Assoc., Inc. dated June 3, 1980 as follows:

BEGINNING at an iron pin set by others on the northeasterly right-of-way of Murfreesboro Pike, U. S. 41, 70 S at the southeasterly corner of the herein described Lot No. 3 and the southwesterly corner of the herein described Lot No. 3 and the southwesterly corner of Harding College Property as of record in Deed Book 4468, page 31, Register's Office for Davidson County, Tennessee: said pin also being 185 feet, more or less, northwesterly from the centerline of Jupiter Drive as measured along the northeasterly right-of-way of Murfreesboro Road, thence; with the northeasterly right-of-way of Murfreesboro Road N. 48 deg. 49' W. 85.35 feet to an existing P.K. nail set by others at the common corner of Lots 2 and 3 of the above noted subdivision, thence; with the common line between Lots 2 and 3 N. 45 deg. 41' E. 150.46 feet to an existing iron pin set by others at the common northerly corner of Lots 2 and 3 and being in the southerly line of Stardust Acres, as of record in Book 1424, page 92, Register's Office for Davidson County, Tennessee, thence; with the line of Stardust Acres and with the northerly line of the herein described Lot S. 48 deg. 49' E. 81.67 feet to an existing iron pin set by others at the common corner of the herein described Lot and Harding College Property; thence with the common line between the herein described Lot and Harding College South 44 deg. 17' W. 150.22 feet to the point of beginning.

Being the same property conveyed to Taco Bell, Inc. a California Corporation by Warranty Deed from Henry Hudson and wife, Ruth C. Hudson of record in Book 5711, page 98, Register's Office for Davidson County, Tennessee.