Instr:200009010086796 Page: 1 OF 3
REC'D FOR REC 09/01/2000 11:29:20AM
RECORD FEE: $15.00
M. TAX: $0.00 T. TAX: $4314.20

Address New Owner:	Send Tax bills to:	Map-Parcel Number
U. B. Properties, LLC 1903 Stanley Gault Parkway Louisville, Kentucky 40223 *Attn:* Ulysses L. Bridgeman, Jr.	Same	142-169
[This instrument prepared by:	DavCo Restaurants, Inc. 1657 Crofton Boulevard, Crofton, Maryland, 21114	

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 ($10.00) DOLLARS cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which is hereby acknowledged, ***DAVCO RESTAURANTS, INC.***, a Delaware Corporation (the "Grantor") has bargained and sold, and by these presents does transfer and convey unto the said ***U. B. PROPERTIES, LLC***, a Kentucky limited liability company (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in Nashville, Davidson County, State of Tennessee, described in Exhibit "A" which is attached hereto and incorporated herein by this referenced ("the Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real estate taxes for the current year which have been prorated between the parties.

2. Subject to easement, restrictions and other matters of record.

VALUATION AFFIDAVIT

I 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 $1,166,000 which amount is equal to or greater than the amount which the property would command at a fair and voluntary sale.

Affiant Harvey Rothstein
Sr. Executive Vice President
DavCo Restaurants, Inc.

Subscribed and sworn to before me this 9 day of August, 2000.

C. J. Ortman, Notary Public
My commission expires: 06/01/03

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title, and interest thereto belonging to the said Grantee, Grantee's successors and assigns, forever.

And Grantor does covenant with the said Grantee that Grantor is lawfully seized and possessed of said land in fee simple; that Grantor has a good right to convey the same; and that the Property is unencumbered except as set forth hereinabove.

And Grantor does further covenant and bind itself, to warrant and forever defend the title to the Property to the said Grantee, Grantee's successors and assigns against the lawful claims of all persons whomsoever.

IN WITNESS WHEREOF, *DAVCO RESTAURANTS, INC.* has executed this Warranty Deed this 9th day of August, 2000.

DAVCO RESTAURANTS, INC.

Harvey Rothstein
Sr. Executive Vice President

NOTARY

State of Maryland

County of Anne Arundel

Before me, C. J. Ortman, of the state and county mentioned, personally appeared Harvey Rothstein, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged such person to be the Sr. Executive Vice President of DavCo Restaurants, Inc., the within named grantor, a corporation, and that as such Sr. Executive Vice President of DavCo Restaurants, Inc., executed the foregoing instrument, for the purposes therein contained, by signing the name of the corporation by himself as Sr. Executive Vice President of DavCo Restaurants, Inc.

Witness my hand seal at office this 9 day of August, 2000.

C. J. Ortman, Notary Public
My Commission expires: 06/01/03

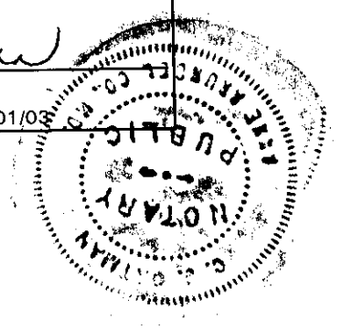


EXHIBIT A

Legal Description

UNIT 335 (BELLEVUE)

7642 Highway 70 South
Nashville, Tennessee

Map - Parcel: 142-169

LAND in the Second Civil District, Nashville, Davidson County, Tennessee, located on the northerly margin of U.S. Highway 70 South, and being Lot No. 1 on the Plan of American Subdivision, Section Two, by Wendell H. Talley, Sr., Registered Land Surveyor of Barge, Waggoner, Sumner and Cannon, Inc. as recorded in Plat Book 6050, Page 203, Register's Office for Davidson County, Tennessee.

SAID Lot No. 1 being more particularly described as beginning at a point in the northerly margin of U.S. Highway 70 South, said point being westerly 2090 feet, more or less, from the centerline of Sawyer Brown Road; thence with the said northerly margin of U.S. Highway 70 South. N74° 30'W, 127.14 feet to a point; thence, with an offset of U.S. Highway 70 South N15°30'E, 45.00 feet to a point; thence leaving said margin N15° 30'E, 155 feet to a point; thence S74° 30'E, 127.14 feet to a point in the westerly line of the property conveyed to Bellevue Associates by Deed of Record in Book 5223, Page 743, Register's Office for Davison County, Tennessee; thence with said westerly line of Bellevue Associates, S15° 30'W, 200.00 feet to the point of beginning.

Being the same property conveyed to DavCo Restaurants, Inc., a Delaware corporation, by Special Warranty Deed dated October 18, 1999, from Southern Hospitality Corporation, a Tennessee corporation, of record in Book 9364, page 295, Register's Office for Davidson County, Tennessee.