Instr:200009010086797 Page: 1 OF 3
REC'D FOR REC 09/01/2000 11:33:40AM
RECORD FEE: $15.00
M. TAX: $0.00 T. TAX: $2353.20

Address New Owner:	Send Tax bills to:	Map-Parcel Number
U. B. Properties, LLC	Same	92-2-25
1903 Stanley Gault Parkway		
Louisville, Kentucky 40223		
Attn: Ulysses L. Bridgeman, Jr.		

[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 $636,000 which amount is equal to or greater than the amount which theproperty 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: 06/07/03

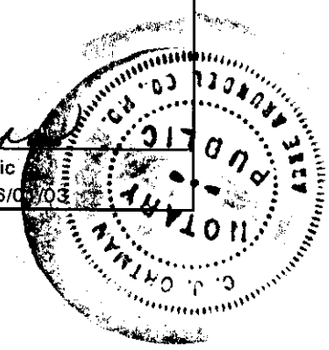


EXHIBIT "A"

A parcel of land in the 21st Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, being Parcel 25 on Metropolitan Nashville, Tax Map 92-2 and more particularly described as follows:

Beginning at an existing iron pin on the westerly right-of-way line of 28th Avenue North (52 feet as widened); said point is 40.52 feet southerly from the southerly end of the southwesterly return curve for John A. Merritt Boulevard (formerly Centennial Boulevard); said point also being the southeasterly property corner of Circle K Properties, Inc. as of record in Deed Book 9055, Page 365, R.O.D.C., Tennessee and proceeding as follows:

1. From the point of beginning and with the westerly right-of-way line of 28th Avenue North, S 13° 59' 42" E, 149.85 feet to an existing iron pin; thence,
2. Leaving 28th Avenue North and with the common property line of the Temple Baptist Church Incorporation of Nashville as of record in Deed Book 7059, Page 806, R.O.D.C., Tennessee and this tract, S 76° 01' 10" W, 140.06 feet to an existing iron pin; thence,
3. Leaving the Temple Baptist Church and with the easterly right-of-way line of Alley #1177 (a 20-foot wide alley), N 13° 43' 21" W, 150.16 feet to an existing iron pin; thence,
4. Leaving the alley and with the common property line of Circle K Properties, Inc., N 76° 08' 49" E, 139.36 feet to the point of beginning and containing 20,956 square feet or 0.481 of an acre more or less.

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