Box 49
49046

Prepared by:

Andrew G. Kent, Esq.
FFCA
17207 North Perimeter Drive
Scottsdale, Arizona 85255

Davidson County DEEDWARR
Recvd: 07/24/01 10:08 3pgs
Fees:18.00 Taxes:1707.62
20010724-0078175

**SPECIAL WARRANTY DEED**

THIS INDENTURE, made and entered into this 1st day of May, 2001, by and between FFCA ACQUISITION CORPORATION, a Delaware corporation, duly organized under and by virtue of the laws of the State of Delaware, party of the first part, and MRS. WINNER'S L.P., a Georgia limited partnership, party of the second part,

WITNESSETH: That for and in consideration of the sum of FOUR HUNDRED SIXTY-ONE THOUSAND FIVE HUNDRED EIGHTEEN AND NO/100 DOLLARS ($461,518.00), 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 real estate situated and being in Hermitage, County of Davidson, State of Tennessee, together with the buildings, fixtures, structures and improvements thereon, legally described on Exhibit A attached hereto, together with all the appurtenances and hereditaments thereto (the "Premises"), subject to all taxes, assessments, liens, easements, encumbrances and restrictions of record and all matters that an accurate inspection or survey of the Property would disclose.

Tax parcel identification numbers: 64-15-5
Municipal address known as: 4420 Lebanon Pike, Hermitage, Tennessee 37076

TO HAVE AND TO HOLD, all and singular, the Premises to the party of the second part, their successors and assigns to their own use forever.

The said party of the first part does hereby covenant with the party of the second part that it is the lawful owner in fee of the Premises, and that it has good right to sell and convey the same; and that the party of the first part will warrant and defend the same against all claims and demands of the party of the first part, but against none other, subject to the matters above set forth.

Property Address:
4420 Lebanon Pike
Nashville Tn 37076

STATE OF TENNESSEE
COUNTY OF DAVIDSON
THE ACTUAL CONSIDERATION OR TRUE VALUE, WHICHEVER IS GREATER, FOR THIS TRANSFER IS $461,518

AFFIANT

SUBSCRIBED AND SWORN TO BEFORE ME, THIS THE 24th DAY OF July 2001.

Deputy Register

8000-3897/sg
(Winner's/Hermitage, TN)

Whenever the word "party" is used herein, it 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 officer as of this 7th day of May, 2001.

ATTEST:

By _____
Printed Name ANDREW G. KENT
Its Senior Vice President, Associate General Counsel and Assistant Secretary

FFCA ACQUISITION CORPORATION,
a Delaware corporation

By _____
Harold W. Vinson
Senior Vice President

[SEAL]

STATE OF ARIZONA ]
] SS.
COUNTY OF MARICOPA ]

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Harold W. Vinson and Andrew G. Kent, with whom I am personally acquainted, and who upon oath, acknowledged themselves to be a Senior Vice President and Sr. VP, Assoc. Gen Counsel & Asst. Secretary, respectively, of FFCA Acquisition Corporation, a Delaware corporation, the within named bargainor, a corporation, and that they executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation, as Senior Vice President and Sr. VP, Assoc. Gen Counsel, & Asst. Secretary

Witness my hand and seal this 7th day of May, 2001

Paula M. LaCroix
Notary Public

My Commission Expires:
Jan. 1, 2003

OFFICIAL SEAL
PAULA M. LACROIX
NOTARY PUBLIC-ARIZONA
MARICOPA COUNTY
My Comm. Expires Jan. 1, 2003

EXHIBIT A

A tract of land lying in the Second Civil District of Metropolitan Nashville-Davidson County, Tennessee and shown on a survey by Ragan-Smith-Associates, Inc., Job Number 84-043/4823, dated April 4, 1995, last revised September 6, 1995, and being more particularly described as follows:

BEGINNING at an iron pin set on the northerly right-of-way line of Lebanon Road, U.S. 70 N, State Route 24, at the southwest corner of a tract conveyed to Taco Bell, Inc., by deed recorded in Book 5955, page 507, Register's Office for Davidson County, Tennessee; thence,

1. With said northerly right-of-way line, westerly, with a curve to the left, having a radius of 1597.70 feet and a central angle of 04° 20' 50", an arc length of 121.23 feet, a chord bearing and distance of South 85° 21' 57" West, 121.20 feet to an existing iron pin; thence,
2. Leaving said northerly right-of-way line and with the easterly line of a 30 foot wide joint ingress and egress easement of record in Deed Book 5230, page 637 and recorded in Plat Book 5210, page 71, Register's Office for Davidson County, Tennessee, westerly, with a curve to the right, having a radius of 25.00 feet and a central angle of 96° 52' 08", an arc length of 42.27 feet, a chord bearing and distance of North 48° 22' 24" West, 37.41 feet to an existing iron pin; thence,
3. North 00° 03' 40" East, 166.13 feet to an existing railroad spike; thence,
4. Leaving said easterly line, and with the southerly line of Lot One of Moore - Handley, Lebanon Road Site of record in Book 5210, page 71, Register's Office for Davidson County, Tennessee, North 88° 17' 08" East, 149.03 feet to an iron pin set; thence,
5. Leaving said southerly line and with the westerly line of Belz Investment Co. tract of record in Deed Book 4620, page 935, and the westerly line of said Taco Bell tract, South 00° 07' 02" West, 185.65 feet to the point of beginning.

BEING a portion of the same property conveyed to FFCA Acquisition Corporation, a Delaware Corporation, by Deed of Record in Book 9815, page 269, Register's Office for Davidson County, Tennessee.

TOGETHER with easements appurtenant thereto as shown on Plat of record in Book 5210, page 71, and as set forth in Book 5230, page 637, Register's Office for Davidson County, Tennessee.

Address of Owner And send Tax Bills to:
Mrs. Winners L.P.
c/o Realty Income Corporation
220 West Crest Street
Escondido California 92025-1707

8000-3897