Davidson County DEEDWARR
Recvd: 01/25/02 11:19 7pgs
Fees:38.00 Taxes:120.60
20020125-0010695

This instrument prepared by:
Kutak Rock LLP
Suite 300
8601 North Scottsdale Road
Scottsdale, AZ 85253-2742

When recorded mail to:
LandAmerica Financial Group, Inc.
attn:
3636 N. Central Avenue, Suite 350
Phoenix, AZ 85012
Escrow No. 01-24822

Address New Owners:

1370 Avenue of the Americas
New York, NY 10019

Send Tax Bills To:

Snowflake Remainder II, LLC
% U.S. Realty Advisors, LLC
1370 Avenue of the Americas
New York, NY 10019

Map-Parcel No:

26-1-136

WARRANTY DEED
(Remainder Interest, Reserving Estate for Years and Improvements)

THE KRYSTAL COMPANY, a Tennessee corporation ("Grantor"), whose address is One Union Square, Chattanooga, Tennessee 37402, in consideration of Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby GRANT, BARGAIN, SELL, WARRANT AND CONVEY to SNOWFLAKE REMAINDER II LLC, a Delaware limited liability company ("Grantee"), having an address of % U.S. Realty Advisors, LLC, 1370 Avenue of the Americas, New York, New York 10019, in fee, all that certain parcel or parcels of land more particularly described in Exhibit A attached hereto and made a part hereof for all purposes, together with all of Grantor's right, title and interest, if any, in and to all streets and roads abutting the said parcel or parcels (the "Premises"); EXCEPTING, HOWEVER, that the conveyance made herein is subject to the Permitted Exceptions set forth in Exhibit B attached hereto and made a part hereof for all purposes, and does not include and is subject to the interests described in (i) and (ii) below:

(i) an estate for years in the Premises commencing on the effective date hereof, through and including midnight on January 31, 2022, which is conveyed by Grantor to CRYSTAC PROPERTY II LLC, a Delaware limited liability company ("Estate for Years Owner"), by separate deed of even date herewith; and

(ii) all buildings, structures, fixtures and improvements now located on the Premises, whether below or above grade level (all such buildings, structures, fixtures and improvements being collectively referred to as the "Improvements"), which are intended to be and remain real property and are conveyed to Estate for Years Owner by the deed described in paragraph (i) above.

The Premises, excepting the interests described in (i) and (ii) above, conveyed hereby, are hereinafter called the "Remainder Interest."

Grantee, by its acceptance of this deed, for itself and its successors in title to the Remainder Interest, agrees to the foregoing exceptions and reservations and acknowledges that it

is acquiring a remainder interest in the Premises and further acknowledges that it is acquiring no right, title or interest whatsoever in the Improvements.

Grantor hereby binds itself and its successors to warrant and forever defend the right and title to the Remainder Interest unto Grantee, its successors and assigns, against the lawful claims of all persons.

TO HAVE AND TO HOLD said Remainder Interest and all privileges and appurtenances, including, without limitation, all easements, thereto belonging unto Grantee and its successors and assigns forever.

The designations "Grantor" and "Grantee" as used herein shall include said parties, their heirs, successors and assigns, and shall include singular, plural, masculine, feminine or neuter as required by context.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Grantor has caused this deed to be executed as of December 27th, 2001, and made to be effective as of December 31st, 2001.

THE KRYSTAL COMPANY, a Tennessee corporation

By: _____
Larry D. Bentley
Its Vice President and Chief Financial Officer

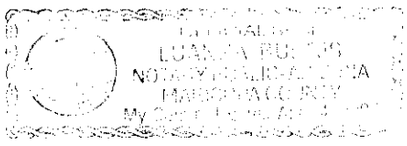
STATE OF ARIZONA)
) SS.
COUNTY OF MARICOPA)

Before me, the undersigned, a notary public in and for said state and county, duly commissioned and qualified, personally appeared Larry D. Bentley, with whom I am personally acquainted (or proved to be on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Vice President and Chief Financial Officer of The Krystal Company, a Tennessee corporation, the within named bargainor, a corporation, and that they as such officers of the within named bargainor, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation as such officers of the corporation.

Witness my hand and seal in the aforementioned county and state this 27th day of December, 2001.

April 4, 2005
Commission Expiration Date

_____
Notary Public



01-380672.01
FFCA No. 8001-3583
Unit No. NSH022
Goodlettsville, TN

Mail Tax Bills to: CRYSTAC PROPERTY II, LLC
c/o U.S. Realty Advisors, LLC
1370 Avenue of the Americas
New York, NY 10019

The actual consideration for this transfer or value of the property transferred, whichever is greater, is $32,595.00.

Affiant

Subscribed and sworn to before me this 28 day of December, 2001.

Notary Public

OFFICIAL SEAL
JANICE S. BOTT
NOTARY PUBLIC - STATE OF ARIZONA
MARICOPA COUNTY
My Comm. Expires Dec. 12, 2004

After recording return to:
Kenneth S. Hilton, Esq.
Proskauer Rose LLP
1585 Broadway
New York, NY 10036-3000

01-380672.01
FFCA No. 8001-3583
Unit No. NSH022
Goodlettsville, TN

EXHIBIT A

LEGAL DESCRIPTION

LEGAL DESCRIPTION

401 S. Cartwright St., Goodlettsville, Tennessee, County of Davidson, Tax Parcel No. 26-1-136

LAND lying in Davidson County, Tennessee, being more particularly described as follows:

Lot 3 of Resubdivision of Lots I & II Section Twelve NORTHGATE PARK according to the Plat thereof as recorded in Plat Book 6900 Page 197 of the public records of Davidson County, Tennessee.

BEING the same property conveyed to THE KRYSTAL COMPANY, a Tennessee Corporation by Deed of Record in Deed Book 8960 page 298, of the public records of Davidson County, Tennessee.

TOGETHER WITH easements appurtenant thereto as set forth in Book 7116 page 816 as amended by Book 7448 page 345 and as set forth in Book 6900 page 197 as amended by Book 8960 page 292 all of the public records of Davidson County, Tennessee.

EXHIBIT B

PERMITTED EXCEPTIONS

All those recorded easements, restrictions, liens and encumbrances set forth as exceptions in the title insurance policy issued to Grantee by Lawyers Title Insurance Corporation in connection with the conveyance hereby.