38.00
2278.47

(3)

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. XO1-24820

Davidson County DEEDWARR
Recvd: 01/28/02 09:14 7pgs
Fees:38.00 Taxes:2278.47
20020128-0011301

Address New Owners:

1370 Avenue of the Americas
New York, NY 10019

Send Tax Bills To:

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

Map-Parcel No:

92-12-30

WARRANTY DEED
(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 CRYSTAC PROPERTY II LLC, a Delaware limited liability company ("Grantee"), whose address is c/o U.S. Realty Advisors, LLC, 1370 Avenue of the Americas, New York, New York 10019, an estate for years (the "Estate for Years") commencing on the effective date hereof through and including midnight on January 31, 2022, in 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 ("Premises").

TOGETHER WITH 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 to be and remain the sole and exclusive property of Grantee and its successors and assigns. The foregoing conveyance shall include any possibility of reverter to Grantor during the term of the Estate for Years and is subject to the Permitted Exceptions set forth in Exhibit B attached hereto and made a part hereof for all purposes.

Grantor hereby binds itself and its successors to warrant and forever defend the right and title to the Estate for Years and fee title to the Improvements unto Grantee, its successors and assigns, against the lawful claims of all persons.

TO HAVE AND TO HOLD said Estate for Years, and all privileges and appurtenances, including, without limitation, all easements thereto belonging, unto Grantee and its successors and assigns, through and including midnight on January 31, 2022, and to have and to hold the Improvements unto Grantee and its successors and assigns forever.

IT BEING THE INTENT of Grantor and Grantee to convey to Grantee the Estate for Years in the Premises and the fee title in the Improvements, all as reserved in the deed from Grantor to Snowflake Remainder II LLC, a Delaware limited liability company, of even date and recorded contemporaneously herewith.

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.

This is improved property known as , , Tennessee.

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

OFFICIAL SEAL
LUANNA BURRIS
NOTARY PUBLIC-ARIZONA
MARICOPA COUNTY
My Comm. Expires April 4, 2005

01-380717.01
FFCA No. 8001-3581
Unit No. NSH015
Nashville, TN

Mail Tax Bills to: CRYSTAC PROPERTY II, LLC
% 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 $ 615,802.19

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

01-380717.01
FFCA No. 8001-3581
Unit No. NSH015
Nashville, TN

EXHIBIT A

LEGAL DESCRIPTION

LEGAL DESCRIPTION

1717 Charlotte Ave, Nashville, Tennessee, County of Davidson, Tax Parcel No. 92-12-30

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

TRACT I: Land in Davidson County, being Lot No. 283 in Boyd Home Tract, as of record in Book 21, page 39, Register's Office for said County.

Said Lot No. 283 fronts 50 feet on southerly said of Charlotte Avenue, formerly Cedar Street, and runs back between parallel lines 230 feet more or less, to an alley.

TRACT II: Land in Davidson County, being the northerly part of Lots Nos. 281 and 282 on the Plan of the Boyd Home Tract, as of record in Book 21, page 39, Register's Office for said County, described as follows:

Beginning at the southeast corner of Charlotte Avenue, formerly Cedar Street, and 18th Avenue North, formerly Vanderbilt or Ewing Avenue; thence with the easterly margin of 18th Avenue North, southerly 186 feet to Bowers' northeast corner; thence with Bowers' northerly line easterly 100 feet to the line between Lots Nos. 282 and 283; thence with said line northerly to the southerly margin of Charlotte Avenue, formerly Cedar Street; thence with the southerly margin of said Avenue westerly 100 feet, more or less, to the beginning.

INCLUDED in the above description but specifically EXCLUDED therefrom is the following described tract of land vested in the Metropolitan Government of Nashville and Davidson County by Order of the Third Circuit Court for Davidson County, Tennessee, of record in Book 5121, page 213, Register's Office for Davidson County, Tennessee:

A triangular shaped tract of land in the 20th Councilman District of Metropolitan Government of Nashville and Davidson County, Tennessee, being part of Lot No. 281 in Boyd's Home tract, a plan of which is of record in Book 21, page 39, Register's Office for said County.

Said part of Lot No. 281 fronts 25.23 feet on both present margins of Charlotte Avenue and 18th Avenue, North, formerly Ewing Avenue, said margins are connected by a curve that has a 25-foot radius, the length of which is measured 39.5 feet thereon.

TRACT III: Land in Davidson County , Tennessee, being the southerly 50 feet of Lots Nos. 281 and 282 on the plan of Boyd Home Tract, as of record in Book 21, page 39, Register's Office for said County.

Said part of Lots Nos. 281 and 282 fronts 50 feet on the easterly side of 18th Avenue North and runs back between parallel lines with the northerly margin of an alley, 100 feet to a dead line.

BEING the same property conveyed to THE KRYSTAL COMPANY, a Tennessee Corporation by Deeds of Record in Deed Book 6619 page 541 and Book 6619 page 545, 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.