This instrument prepared by:

Andrew G. Kent, Esq.
GE Capital Franchise Finance Corporation
17207 North Perimeter Drive
Scottsdale, Arizona 85255

Davidson County DEEDWARR
Recvd: 05/24/02 16:08 7pgs
Fees:38.00 Taxes:1683.50
20020524-0063883

Address of New Owners:	Send Tax Bills To:	Map Parcel No.:
Taco Bell of America, Inc. c/o Tricon Real Estate 17901 Von Karman Irvine, California 92614	Taco Bell of America, Inc. c/o TB Site No. 12-0159 P.O. Box 35370 Louisville, Kentucky 40232-5370	Map 72-10, Parcel 16

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 24th day of May, 2002, by and between GE CAPITAL FRANCHISE FINANCE CORPORATION, a Delaware corporation, successor by merger to FFCA Acquisition Corporation, duly organized under and by virtue of the laws of the State of Delaware, whose address is 17207 North Perimeter Drive, Scottsdale, Arizona 85255, party of the first part, and TACO BELL OF AMERICA, INC., a Delaware corporation, whose address is c/o Tricon Real Estate, 17901 Von Karman, Irvine, California 92614, party of the second part,

WITNESSETH: That for and in consideration of the sum of TEN DOLLARS ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency 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 Nashville, 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 the exceptions listed on the attached Exhibit B (the "Permitted Exceptions").

Tax parcel identification numbers: Map 72-10, Parcel 16
Municipal address known as: 2904 Gallatin Road, Nashville, Tennessee 37216

TO HAVE AND TO HOLD, all and singular, the Premises to the party of the second part, its successors and assigns to its 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 second part, but against none other, subject to the Permitted Exceptions.

Whenever the word "party" is used herein, it shall mean "parties" if there is 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 ___ day of _____, 2002.

GE CAPITAL FRANCHISE FINANCE CORPORATION, a Delaware corporation, successor by merger to FFCA ACQUISITION CORPORATION

By _____
Mark A. Johnson
Vice President and Associate
General Counsel

ATTEST:

By _____
Printed Name JOHN BARRAVECCHIA
Its CFO

05-113393.01
FFC No. 8000-3901
2904 Gallatin Road
Nashville, TN

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 Mark A. Johnson and John R. Barravecchia, with whom I am personally acquainted (or proved to be on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be Vice President and Associate General Counsel and Chief Financial Officer respectively, of GE Capital Franchise Finance Corporation, a Delaware corporation, successor by merger to FFCA Acquisition Corporation, the within named bargainor, a corporation, and that they as such officers of the within named bargainor, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation, as Vice President and Associate General Counsel and Chief Financial Officer.

Witness my hand and seal this 23RD day of May, 2002.

Laura L. Carley

Notary Public for Arizona

Residing at: 17207 N Perimeter Drive
Scottsdale, AZ 85255

My Commission Expires:

August 26, 2005

OFFICIAL SEAL
LAURA L. CARLEY
NOTARY PUBLIC - State of Arizona
MARICOPA COUNTY
My Comm Expires Aug. 26, 2005

05-113393.01
FFC No. 8000-3901
2904 Gallatin Road
Nashville, TN

The actual consideration for this transfer or value of the property transferred, whichever is greater, is $455,000.00.

Affiant

Subscribed and sworn to before me this 23RD day of May, 2002.

Laura L. Carley
Notary Public

OFFICIAL SEAL
LAURA L. CARLEY
NOTARY PUBLIC - State of Arizona
MARICOPA COUNTY
My Comm. Expires Aug. 26, 2005

05-113393.01
FFC No. 8000-3901
2904 Gallatin Road
Nashville, TN

EXHIBIT A

LEGAL DESCRIPTION

A parcel of land in the 7th Civil District of Metropolitan Nashville-Davidson County, Tennessee being lot 3 & parts of 4 & 5 of the Bransford Realty Company's Subdivision of Maxey Avenue and Gallatin Road Property, of record in Plat Book 332, page 44, Register's Office for Davidson County, Tennessee, being located on the East margin of Gallatin Pike, U.S. 31-E, North of Litton Avenue and South of Leland Avenue, and described according to survey made by Regan-Smith-Associates, Inc., Project No. 95-043, Work Order No. 4837, dated March 28, 1995 as follows:

Beginning at a set iron pin at the base of a rock wall on the East margin of Gallatin Pike; the southwest corner of Lot 6 of said Subdivision, said iron pin being located approximately 260 feet southerly of the South end of the southeast return curve at the intersection of the South margin of Leland Avenue and the East margin of Gallatin Pike, as measured along the East margin of Gallatin Pike thence;

1. With the South line of said Lot 6, South 84° 29' 24" East, a distance of 220.27 feet to an existing iron pin at the intersection of Alley No. 2040, a 15 foot alley, said iron pin being the southeast corner of Lot 6; thence,

2. With the West margin of Alley No. 2040, South 15° 51' 16" West, a distance of 152.83 feet to an existing iron pin, the northeast corner of Lot 2 of said Subdivision; thence,

3. With the North line of said Lot 2, North 84° 13' 20" West, a distance of 248.50 feet to a set iron pin in the East margin of Gallatin Pike, at the base of a block retaining wall; thence,

4. With the East margin of Gallatin Pike, North 21° 39' 00" East, a distance of 54.43 feet to a set iron pin; thence,

5. Continuing with the East margin of Gallatin Pike, South 68° 21' 00" East, a distance of 12.00 feet to a set iron pin; thence,

6. With said margin, North 21° 39' 00" East, a distance of 104.34 feet to the point of beginning.

Being a portion of the property conveyed to FFCA Acquisition Corporation by deed from Shoney's, Inc. of record in Book 9815, page 269, Register's Office for Davidson County, Tennessee, the said FFCA Acquisition Corporation now, by merger, being G E Capital Franchise Finance Corporation

05-114041.01
FFC No. 8000-3901
Site No. 5751
Nashville, TN

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 Chicago Title Insurance Company in connection with the conveyance hereby.