THIS INSTRUMENT PREPARED BY:
Taco Bell of America, Inc.
a Delaware corporation
17901 Von Karman Avenue
Irvine, CA 92614

NEW OWNER:	**SEND TAX BILLS TO:**	**MAP-PARCEL NO:**
Bennie Hackney and Sara Hackney 2800 Gallatin Pike Nashville, TN 37206	Bennie Hackney and Sara Hackney 2800 Gallatin Pike Nashville, TN 37206	72-10/82

SPECIAL WARRANTY DEED

THIS INSTRUMENT made this 17th day of December, 2002, between Taco Bell of America, Inc., a Delaware corporation ("Grantor") and Bennie Hackney and Sara Hackney, as individuals ("Grantee").

WITNESSETH:

THAT SAID GRANTOR, for and in consideration of the sum of TEN AND No/100 ($10.00) DOLLARS, and other good and valuable consideration, to it in hand paid by said Grantee, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does by these presents grant, bargain, sell and convey unto Grantee, the following described premises, to -wit;

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

BEING the same property conveyed to Taco Bell of America, Inc., a Delaware corporation by deed from Taco Bell Corp. recorded in Book 11286, Page 907, in the office of the Register of Deeds for Davidson County, State of Tennessee.

TOGETHER WITH all easements, hereditaments, and appurtenances thereto appertain, and together with all strips and gores of land, if any, that may be contiguous with the herein described property and owned by Grantor.

Reservations from the Exceptions to Conveyance and Warranty:

Grantee, its successors and assigns, hereby agree that no portion of the Property shall be operated as a food outlet selling i) Mexican Food; ii) pizza; iii) chicken; iv) seafood; or v) hamburgers. This non-competition clause shall be placed as a restriction on the Deed for a period of twenty (20) years from the Closing and shall inure to the benefit and obligation of the successors and assigns of Grantor and Grantee, respectively.

TO HAVE AND TO HOLD the same unto the Grantee, its successors and assigns forever.

AND GRANTOR, for itself and its representatives, successors, and assigns, does hereby covenant with Grantee and its representatives, successors, and assigns, that the reference to Taco Bell of America, Inc., a Delaware corporation, in that certain deed from Taco Bell Corp. recorded in Book 11286, Page 907, in the office of the Register of Deeds for Davidson County, State of Tennessee, was intended to be, and was, a reference to Grantor; that Grantor is lawfully seized in fee simple of the premises herein conveyed: that Grantor has full power, authority and right to convey the same: that Grantor will forever warrant and defend the title to the Property against all persons lawfully claiming the same from, though and under it, but not otherwise; and that such premises are free from all encumbrances except for the lien of current ad valorem City of Nashville property taxes and ad valorem County of Davidson property taxes (for which Grantee hereby assumes the obligation to pay as the same become due and payable), and the following:

Whenever in this instrument a pronoun is used it shall be construed to represent either singular or plural, or the masculine, feminine or neuter gender, as the case may demand.

Davidson County DEEDWARR
Recvd: 12/31/02 12:18 4pgs
Fees:23.00 Taxes:740.00
20021231-0162582

IN WITNESS WHEREOF, the said Grantor has caused this instrument to be executed and its name to be signed hereto by its duly authorized officer the day and year first above written.

Taco Bell of America, Inc.,
a Delaware corporation,

By: _____

R. BRYCE SHIRLEY
Title: Attorney in Fact

STATE OF CALIFORNIA }
} ss:
COUNTY OF ORANGE }

REVIEWED BY: H. Apodaca
DATE 12-17-02

On December 17, 2002 before me,
Cherie Silberberger,
personally appeared R. Bryce Shirley, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

CHERIE SILBERBERGER
Commission # 1322238
Notary Public - California
Orange County
My Comm. Expires Oct 24, 2005

Signature Cherie Silberberger

(This area for official notarial seal)

STATE OF TENNESSEE

COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $200,000.00.

Affiant

Subscribed and sworn to before me, this the 31st day of December, 2002.

Notary Public

My Commission Expires: My Commission Expires 12/17/03

PAMELA B. HAMPTON NOTARY PUBLIC AT LARGE CHEATHAM COUNTY TENN

EXHIBIT "A"

Tract 1:

A tract of land in Davidson County, Tennessee, being a portion of Lot "A" on the Map of Bush Spain's Subdivision of part of the Zack Stull Land, as of record in Book 161, page 129, Register's Office for Davidson County, Tennessee, described as follows:

Beginning at an existing iron pin in the West right-of-way of Gallatin Road, same being 114.97' North of the North right-of-way of Spain Avenue, thence with said right-of-way of Gallatin Road S 23 deg. 30' W 50.00' to an existing iron pin, thence leaving said right-of-way N 66 deg. 30' W 187.80' to an existing iron pin, thence N 23 deg. 30' E 50.00' to an existing iron pin, thence S 66 deg. 30' E 187.80' to the point of beginning containing 0.215 acres more or less.

Tract 2:

A tract of land in Davidson County, Tennessee, being a portion of Lot "A" on the Map of Bush Spain's Subdivision of part of the Zack Stull Land, as of record in Book 161, page 129, Register's Office for Davidson County, Tennessee, described as follows:

Beginning at an existing iron pin in the West right-of-way of Gallatin Road, same being 64.97' North of the North right-of-way of Spain Avenue, thence with said right-of-way of Gallatin Road S 23 deg. 30' W 64.97' to an existing iron pin in the North right-of-way of Spain Avenue, thence with said right-of-way of Spain Avenue N 66 deg. 30' W 187.80' to an existing iron pin, thence N 23 deg. 30' E 64.97' to an existing iron pin, thence S 66 deg. 30' E 187.80' to the point of beginning containing 0.280 acres more or less.

BEING the same property conveyed to Taco Bell of America, Inc., a Delaware corporation, by Deed of Record in Book 11286, page 907, Register's Office for Davidson County, Tennessee.