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

Davidson County DEEDWARR
Recvd: 02/13/04 16:16 5pgs
Fees:28.00 Taxes:1674.93
20040213-0017710

Tax parcel identification number(s):

Name and Address of Owner and Taxpayer:
KFC U.S. Properties, Inc.
1441 Gardiner Lane
Louisville, Kentucky 40213

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 5th day of August, 2003, by and between GE CAPITAL FRANCHISE FINANCE CORPORATION, a Delaware corporation, successor by merger to FFCA Acquisition Corporation, the party of the first part, whose address is 17507 North Perimeter Drive, Scottsdale, Arizona 85255 and KFC U.S. PROPERTIES, INC., a Delaware corporation, the party of the second part, whose address is 1441 Gardiner Lane, Louisville, Kentucky 40213.

WITNESSETH: That for and in consideration of Ten Dollars, cash in hand paid, and other good and valuable consideration, 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 that certain real property legally described on the attached Exhibit A (the "Property"), SUBJECT TO the exceptions listed on the attached Exhibit B (the "Permitted Exceptions").

TO HAVE AND TO HOLD, the Property together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, its heirs, or successors and assigns in fee simple forever.

The party of the first part hereby binds itself, its successors and assigns, to warrant and forever defend all and singular the Property unto the party of the second part, its successors and assigns, against any person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under the party of the first part, but not otherwise, and subject to the Permitted Exceptions.

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.

Executed this ___ day of August, 2003.

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

By _____
David M. Russell
Senior Vice President, Global Operations

ATTEST:

By _____
Printed Name John M. Toms
Title Associate General Counsel and Assistant Secretary

[SEAL]

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 David M. Russell, with whom I am personally acquainted (or proved to be on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be the Senior Vice President, Global Operations respectively, of GE Capital Franchise Finance Corporation, a Delaware 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 13 day of August, 2003.

_____
Commission Expiration Date

_____
Notary Public

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

05-141025.1
GE No. 8000-3513
Unit No. 3628
2102 Gallatin Pike N.
Madison, TN

Mail Tax Bills to: KFC U.S. PROPERTIES, INC.
1441 Gardiner Lane
Louisville, Kentucky 40213

I, or we, hereby swear or affirm that, to the best of Affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $ 452,683.62, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this 13 day of August, 2003.

Notary Public

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

After recording return to:

KFC U.S. Properties, Inc.
1441 Gardiner Lane
Louisville, Kentucky 40213

When recorded mail to:
LandAmerica Financial Group, Inc.
Attn:
1850 N. Central Ave., #300
Phoenix, AZ 85004 42483
Escrow No.

05-141025.1
GE No. 8000-3513
Unit No. 3628
2102 Gallatin Pike N.
Madison, TN

EXHIBIT A

LEGAL DESCRIPTION

A tract of land in the Second Civil District of Metropolitan Nashville-Davidson County, Tennessee, being Lot 2 on the plan of Rivergate Properties, Ltd. as recorded in Plat Book 6250, page 919, Register's Office for Davidson County, Tennessee and being more fully described according to the survey by Doss Constructive Ideas, Inc., dated May 8, 1999.

Commence at the north end of the northeast return curve at the intersection of Gallatin Pike and Conference Drive and proceed with the east right of way line of Conference Drive and northwardly 144.86 feet to a concrete monument at the southwest corner of Lot 1; thence with the south line of Lot 1 North 64 degrees 08 minutes 57 seconds East, 167.00 feet to an iron pin set at the southwesterly corner of Lot 2 and the beginning point of beginning (P.O.B.) of this description: Thence, 1. With the common line of Lot 1 and 2, North 25 degrees 51 minutes 03 seconds West, 200.00 feet to an iron pin found in the south line of Lot 4; thence, 2. With the line between Lot 2 and 4 North 64 degrees 08 minutes 57 seconds East, 162.00 feet to an iron pin found, the northwest corner of Lot 3; thence, 3. With the common line of Lots 2 and 3 South 25 degrees 51 minutes 03 seconds East, 200.00 feet to an iron pin found; thence, 4. South 64 degrees 08 minutes 57 seconds West, 162.00 feet to the point of beginning and containing 32,400 square feet or 0.75 of an acre, more or less.

BEING the same property conveyed to Long John Silver's, Inc., a Delaware Corporation, by Deed of Record in Book 7362, page 618, as corrected in Book 7370, page 23, Register's Office for Davidson County, Tennessee.

FFCA No. 8000-3513
Store No. 3628 – Contract No. 2888
Madison, TN

EXHIBIT B

PERMITTED EXCEPTIONS

All those recorded easements, restrictions, liens, encumbrances and other matters of record, but free and clear of all consensual liens granted by Grantor other than those granted by Grantor at the request of Grantee or any affiliate or predecessor in interest of Grantee.

EXHIBIT B

PERMITTED EXCEPTIONS

All those recorded easements, restrictions, liens, encumbrances and other matters of record, but free and clear of all consensual liens granted by Grantor other than those granted by Grantor at the request of Grantee or any affiliate or predecessor in interest of Grantee.