Prepared by:

Susan M. Fitzgerald
GE Capital Franchise Finance Corporation
17207 North Perimeter Drive
Scottsdale, Arizona 85255

Davidson County DEEDWARR
Recvd: 06/01/04 16:05 4pgs
Fees:23.00 Taxes:1864.14
20040601-0064095

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 28th day of May, 2004, by and between GE CAPITAL FRANCHISE FINANCE CORPORATION, a Delaware corporation ("Seller"), successor by merger with Franchise Finance Corporation of America, a Maryland corporation, sole shareholder and successor by dissolution of FFCA Acquisition Corporation, a Delaware corporation duly organized under and by virtue of the laws of the State of Delaware, party of the first part, and LEE'S COMPANY OPERATIONS, a Georgia corporation, party of the second part,

WITNESSETH: That for and in consideration of the sum of FIVE HUNDRED THREE THOUSAND EIGHT HUNDRED TWENTY-TWO AND NO/100 DOLLARS ($503,822.00), cash in hand paid, and other good and valuable considerations, 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 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 all taxes, assessments, liens, easements, encumbrances and restrictions of record and all matters that an accurate inspection or survey of the Property would disclose.

Tax parcel identification numbers: 118-02-195
Municipal address known as: 2526 Franklin Pike, Nashville, Tennessee 37076

TO HAVE AND TO HOLD, all and singular, the Premises to the party of the second part, their successors and assigns to their 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 first part, but against none other, subject to the matters above set forth.

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.

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 26 day of May, 2004.

GE CAPITAL FRANCHISE FINANCE CORPORATION, a Delaware corporation

ATTEST:

By_____
Printed Name Todd V. Jones
Its Associate General Counsel

By_____
Mary E. Lorenz
Vice President

[SEAL]

STATE OF ARIZONA]
] SS.
COUNTY OF MARICOPA]

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Mary E. Lorenz Vice President, with whom I am personally acquainted, and who upon oath, acknowledged themselves to be a Vice President, respectively, of GE Capital Franchise Finance Corporation, a Delaware corporation, the within named bargainor, a corporation, and that they executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation, as Vice President.

Witness my hand and seal this 26 day of May, 2004.

Susan M. Fitzgerald
Notary Public

My Commission Expires:
7-31-07

OFFICIAL SEAL
SUSAN M. FITZGERALD
NOTARY PUBLIC-STATE OF ARIZONA
No. 139895
MARICOPA COUNTY
My Commission Expires July 31, 2007

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is $503,822.00.

By: _____.
as the John A. Todd, Jr. VP-Development, of Lee's Company Operations, Inc.

By: _____.
as the Robert S. Stallings VP and Assistant Secretary, of Lee's Company Operations, Inc.

Subscribed and sworn to before me this 21th day of May, 2004.

Laura McRae
Notary Public

My Commission Expires:

7-9-2004

(NOTARY SEAL)

LAURA C. NOTARY PUBLIC COBB COUNTY

680694-1 5857.0108000

EXHIBIT A

A tract of land lying in Metropolitan Nashville, Davidson County, Tennessee, being Lot numbers 20, 21 and 22 of the Plan of George I. Waddey's Subdivision of Westwood, of record in Book 332, page 99, Register's Office for Davidson County, Tennessee, and described according to a survey made Ragan Smith-Associates, Inc., Project No. 95-041, Work Order No. 4835, dated March 21, 1995, as follows:

Beginning at a cotton spike set on the easterly margin of Franklin Pike, said point lying 150 feet northerly as measured along the easterly margin of Franklin Pike from the northerly margin of Biloxi Avenue; thence with said easterly margin,

North 15 deg. 30 min. 00 sec. West, 149.89 feet to a P.K. nail set; thence leaving Franklin Pike,

North 74 deg. 30 min. 00 sec. East, 168.74 feet to an existing iron pin on the westerly margin of a 15 foot alley; thence with said alley,

South 15 deg. 30 min. 00 sec. East, 149.89 feet to an existing iron pin; thence leaving said alley,

South 74 deg. 30 min. 00 sec. West, 168.74 feet to the point of beginning.

Being the same property conveyed to FFCA Acquisition Corporation, a Delaware corporation by Special Warranty Deed from Shoney's, Inc., a Tennessee corporation of record in Book 9815, page 268, Register's Office for Davidson County, Tennessee.