This Instrument Was Prepared By:

Heileen S. Bell, Esq.
Burger King Corporation
P.O. Box 020783 GMF
Miami, Florida 33102-0783
305-378-3480

Davidson County DEEDWARR
Recvd: 07/22/04 09:54 3pgs
Fees:18.00 Taxes:1202.50

20040722-0087694

Map 81-16, Parcel 409

The value for Tennessee recording Tax purposes is $325,000.00

Notary Public, State of Florida

OFFICIAL NOTARY SEAL
SUSAN M GARCIA
COMMISSION NUMBER
DD019169
MY COMMISSION EXPIRES
APR. 19,2005

STATE OF MISSISSIPPI
COUNTY OF DESOTO

The actual consideration of value, whicheve
is greater for this transfer is $325,000.00

Affiant

SUBSCRIBED AND SWORN to before me, this 19th day of July, 2004.

Notary Public
(Seal)

NOTARY PUBLIC DESOTO COUNTY MS

MY COMMISSION EXPIRES:
November 28, 2004

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made the 23rd day of June, 2004, by **BURGER KING CORPORATION,** a Florida corporation, having an address at 5505 Blue Lagoon Drive, Miami, Florida 33126 (the "Grantor"), to **SHELTON DEVELOPMENT COMPANY-NASHVILLE, LLC**, a Louisiana limited liability company, having an address 3600 Jackson Street, Suite 104, Alexandria, LA 71303 (the "Grantee"). (Wherever used herein, the terms "Grantor" and "Grantee" include all the parties to this instrument and the heirs, legal representatives and assigns of individuals, and the successor and assigns of corporations.)

W I T N E S S E T H:

That the Grantor, for and in consideration of the sum of **TEN AND NO/100 DOLLARS ($10.00)** and other good and valuable consideration paid to Grantor by Grantee, receipt whereof is hereby acknowledged, does hereby grant, bargain, sell, alien, remise, release, convey and confirm unto the Grantee, that certain property situated in the City of Nashville, County of Davidson, State of Tennessee, as more particularly described on Exhibit "A", attached hereto and made a part hereof (the "Property").

This conveyance is made subject to: Taxes not yet due and payable, all restrictions, conditions, reservations, limitations of record, and easements of record and in place, if any, current zoning, and any condition which a physical inspection of the premises and an accurate and complete survey would disclose, but this reference shall not operate to reimpose same.

This conveyance is made subject to the following restrictions:

Subject to the covenant and condition that the property shall not be used for a restaurant that derives thirty percent (30%) or more of its annual gross sales from the sale of hamburgers, or for the advertising thereof, for a period of two (2) years from the date first written above, and that this restriction shall be enforceable by the Grantor, its successors and assigns, by any available remedy at law and in equity.

TOGETHER with all the tenements, hereditament and appurtenances thereto belonging or in anywise appertaining.

TO HAVE AND TO HOLD the same in fee simple forever.

GRANTOR HEREBY specially warrants the title to the Property subject to the foregoing matters and will defend the same against the lawful claims of all persons claiming by, through or under Grantor.

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed in its name, and its corporate seal to be affixed hereto, by its property officers thereunto duly authorized, on the day and year first above written.

Signed, sealed and delivered in the presence of:

WITNESS TO ALL:

Print Name: Ana M. Gutierrez

Print Name: Linda D. Dallas

GRANTOR:

BURGER KING CORPORATION

BY: _____
Tony Moralejo, Associate General Counsel

ATTEST: _____
Heileen S. Bell, Assistant Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I, the undersigned, a Notary Public in and for said State and County, hereby certify that Tony Moralejo and Heileen S. Bell, whose name as Vice President and as Assistant Secretary respectively of Burger King Corporation, a Florida corporation, are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of said instrument, they as such officers, and with full authority, executed the same voluntarily for and as the act of said corporation, acting in their capacity as aforesaid.

Given under my hand and official seal this 23 day of June, 2004.

My Commission Expires:

_____
Notary Public State of Florida at Large
Print Name:

(SEAL)

OFFICIAL NOTARY SEAL
SUSAN M GARCIA
COMMISSION NUMBER
DD019169
MY COMMISSION EXPIRES
APR. 19,2005

Send Tax Bill To:
Property Owner:
Shelton Development Company-Nashville, LLC
3600 Jackson Street, Suite 104
Alexandria, LA 71303
318-443-3163

EXHIBIT "A"

LEGAL DESCRIPTION

Land in Davidson County, Tennessee, described according to a survey made by Turner Engineering Co., Inc., dated August 15, 1973; as follows Beginning at an iron pin in the northeasterly margin of Jefferson Street, said pin being located at the westerly margin corner, of the Missionary Baptist Church Property; thence with the margin of Jefferson Street N. 43 degrees 26' West for 195 feet to an iron pin; thence leaving margin of said street N 35 degrees 59' 49" E. for 177.03 feet to an iron pin in the southwesterly margin of Madison Street; thence with the margin of Madison Street, S 43degrees 18' 55" E. 195 feet to an iron pin; thence leaving said street, S 351 58' 21" West to 176.64 feet to the point of beginning. Being the same property conveyed to Burger King Corporation, a Florida Corporation, by deed from Third National *Bank, Trustee,* of record in Book 4761, page 316, said Register's office.