FILE Box 93

Davidson County DEEDWARR
Recvd: 12/10/04 15:04 4pgs
Fees:23.00 Taxes:2960.00

20041210-0147483

This instrument prepared by:
Sandra McArthur
FFCA Co-Investment Limited Partnership
17207 North Perimeter Drive
Scottsdale, Arizona 85255

Tax parcel identification number(s): 108-01-0 073.00

Name and Address of Owner and Taxpayer:
Fifth Third Bank N.A.
38 Fountain Square Plaza MD 10ATA1
Cincinnati, OH 45263

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 9 day of December, 2004, by and FFCA CO-INVESTMENT LIMITED PARTNERSHIP, a Delaware limited partnership, the party of the first part, whose address is 17207 North Perimeter Drive, Scottsdale, Arizona 85255 and FIFTH THIRD BANK N.A., a national banking association, the party of the second part, whose address is 38 Fountain Square Plaza MD 10ATA1, Cincinnati, OH 45263.

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 all taxes, assessments, liens, encumbrances, easements and restrictions of record and all matters which an accurate survey or physical inspection of the Property would disclose (the "Permitted Exceptions").

TO HAVE AND TO HOLD, the Property together will 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 9 day of December, 2004.

FFCA CO-INVESTMENT LIMITED PARTNERSHIP,
a Delaware limited partnership

By: FFCA Institutional Advisors, Inc.,
its managing general partner

By _____

Printed Name Mary E. Lorenz
Vice President, Collateral Manageme

Its _____

ATTEST:

By _____
Printed Name TODD V. JONES
Title Associate General Counsel and Assistant Secretary

[SEAL]

FRANCHISE FINANCE CORPORATION OF DELAWARE
CORPORATE SEAL

STATE OF ARIZONA]
] SS.
COUNTY OF MARICOPA]

Before me, the undersigned Notary Public, on this 3rd day of December, 2004, personally appeared Mary E. Lorenz, known to me to be the person whose name is subscribed to the foregoing instrument, and known to me to be Vice President, Collateral Management of FFCA Institutional Advisors, Inc., a Delaware corporation, the managing general partner of FFCA Co-Investment Limited Partnership, a Delaware limited partnership, and acknowledged to me that she executed said instrument for the purposes and consideration therein expressed, on behalf of the corporation, as managing general partner of the partnership.

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

7000-0506
Nashville, TN

Mail Tax Bills to: Fifth Third Bank N.A.
38 Fountain Square Plaza MD 10ATA1
Cincinnati, OH 45263
Attn: Ben Eddie

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 $ 800,000.00, 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 3rd day of December, 2004.

Notary Public

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

After recording return to:

7000-0506
Nashville, TN

EXHIBIT A

LEGAL DESCRIPTION

A tract of land in the First Civil District of Metropolitan Nashville and Davidson County, Tennessee, being all of Lot 2 on the Final Plat of "Metro Airport Center Section 4, Phase 1", as of record in Plat Book 6200, Page 216, Register's Office of Davidson County, Tennessee and more particularly described as follows:

Beginning at an existing iron pin on the east right-of-way line of Donelson Pike; said iron pin also marks the southwest corner of the land of Spiros Darsinos and Angelo (Evangelos) Darsinos as of record in Deed Book 6805, Page 479, R.O.D.C., Tennessee; thence,

1. With the south line of said Darsinos land, S 83° 12' 58" E a distance of 144.04 feet to a tack in leaded hole set at the southeast corner thereof; said tack also marks the southwest corner of Lot 1 of said "Metro Airport Center Section 4, Phase 1; thence,

2. With the south line of said Lot 1, S 83° 13" 18" E a distance of 127.33 feet to an iron pin set on the west line of Lot 2 on the Final Plat of "Elm Hill Limited" as of record in Plat Book 5200, Page 259, R.O.D.C., Tennessee; thence,

3. With the west line of Lot 2 of said "Elm Hill Limited", S 10° 39' 99" W a distance of 175.00 feet to an iron pin set at the northeast corner of Lot 3 on the Final Plat of "Metro Airport Center Section 4, Phase 3", as of record in Plat Book 6200, Page 212, R.O.D.C., Tennessee; thence,

4. With the north line of said Lot 3, N 83° 18' 10" W a distance of 258.94 feet to an "x" set in a concrete walk on said east right-of-way line of Donelson Pike; thence,

5. With said east right-of-way line and with a curve to the left, having a radius of 3,477.83 feet and a chord of N 06° 34' 41" E, 174.97 feet for an arc distance of 174.98 feet to the point of beginning;

containing 46,216 square feet or 1,061 acres, more or less.

This description was prepared from an ALTA/ACSM Land Title Survey by Ragan Smith Associates, Inc.; Job No. 93-094/4250; dated May 28, 1993 and certified by John O. Spry, Tennessee Registered Land Surveyor #727.

Together with the utility and drainage easements granted by "Final Plat of Metro Airport Center Section 4, Phase I" as of record in Plat Book 6200, Page 216, Register's Office of Davidson County, Tennessee.

Being the same property conveyed to FFCA Co-Investment Limited Partnership by deed dated July 1, 1993 from Smith Foods II Limited Partnership of record in Book 9005, page 827, corrected in Book 9604, page 814, Register's Office for Davidson County, Tennessee.