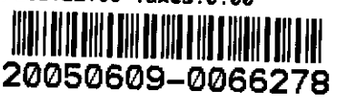
This instrument prepared by:
Deborah Moench, Esq.
Sher Garner Cahill Richter Klein & Hilbert, L.L.C.
909 Poydras Street, 28th Floor
New Orleans, Louisiana 70112
504-299-2100

Davidson County DEEDWARR
Recvd: 06/09/05 14:46 4 pgs
Fees:22.00 Taxes:0.00



20050609-0066278

SPECIAL WARRANTY DEED

Restaurant # 6479

ADDRESS NEW OWNER(s) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
Burger King Corporation Attn: Deputy General Counsel Re: Restaurant #6479	Burger King Corporation Attn: Deputy General Counsel Re: Restaurant #6479	142-190
5505 Blue Lagoon Drive	5505 Blue Lagoon Drive	
Miami, Florida 33126	Miami, Florida 33126	

THIS SPECIAL WARRANTY DEED is made the 7TH day of June, 2005, by **E.R. Smith Real Estate, LLC**, a Tennessee limited liability company having an address at 500 Wilson Pike Circle, Suite 100, Brentwood, Tennessee 37027 (the "Grantor") to **Burger King Corporation,** a Florida corporation, having an address at 5505 Blue Lagoon Drive, Miami, Florida 33126 (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.)

WITNESSETH:

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 real estate (the "Property") situated in the County of Davidson, State of Tennessee, as more particularly described on Exhibit "A", attached hereto and made a part hereof, together with all improvements located thereon (collectively, the "Improvements").

This conveyance is made subject to: Taxes and assessments for the current calendar year and all subsequent years; zoning ordinances, restrictions, prohibitions and other requirements imposed by governmental authority; all restrictions, conditions, reservations, limitations and easements of record and in place, if any, but this reference shall not operate to reimpose same.

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

STATE OF TENNESSEE
COUNTY OF Davidson

This transfer is made pursuant to the Chapter 11 Plan of Grantor, E. R. Smith Real Estate LLC, as confirmed by Order Granting Debtors' Motion for Approval of Sale of Substantially All of Debtors' Assets Free and Clear of Interests, Liens, Claims, and Enc umbrances and Authorizing the Assumption and Assignment of Related Unexpired Leases of Non -Residential Real Property and Executory Contracts ordered from The United States Bankruptcy Court for the Middle District of Tennessee and entered on May 23, 2005, a nd the recording of this deed, is, therefore, exempt from conveyance tax pursuant to Section 1146(c) of the United States Code.

Affiant E. Rhett Smith

Subscribed and sworn to before me this the 6 *day of* June *2005*

Notary Public Elizabeth Gracyalny

ELIZABETH GRACYALNY NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires JAN. 26, 2008 *(Affix Seal)*

My Commission Expires:

The unimproved property known as: 7116 Highway 70 South, Nashville, Tennessee 37221
improved (X)

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

GRANTOR HEREBY warrants the title to the Property and the Improvements 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, on the day and year first above written.

Signed, sealed and delivered in the presence of:

WITNESSES:

Print Name: Kathleen D. DuPont

Print Name: Russell Chamberlain

GRANTOR:

E.R. Smith Real Estate, LLC, a Tennessee limited liability company

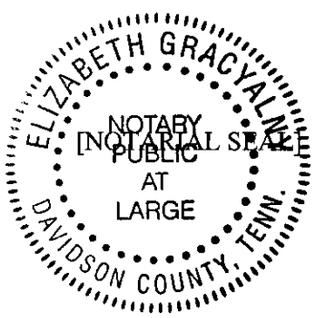
By: E. Rhett Smith

E. Rhett Smith
Title: Chief Member

STATE OF TN)
)
COUNTY OF Davidson)

Personally appeared before me, Elizabeth Gracyalny a Notary Public in and for said County and State, E. Rhett Smith, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the duly authorized Member of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand, at office in Nashville, TN, this 6 day of June 2005.



My Commission Expires JAN. 26, 2008

Notary: Elizabeth Gracyalny
Print name: Elizabeth Gracyalny
Notary Public, State of TN
My commission expires: 1/26/2008

EXHIBIT "A"

Legal Description
Restaurant # 6479

Land in Davidson County, Tennessee, being Lot No. 2, on the Plat of Bellevue Center, Section 2, as shown on plat of record in Plat Book 6900, page 854, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being the same property conveyed to E. R. Smith Real Estate, LLC, by Deed of record in Instrument No. 20001227-0126127, Register's Office for Davidson County, Tennessee.