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
20050609-0066279

SPECIAL WARRANTY DEED

Restaurant # 12357

ADDRESS NEW OWNER(s) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
Burger King Corporation Attn: Deputy General Counsel Re: Restaurant #12357	Burger King Corporation Attn: Deputy General Counsel Re: Restaurant #12357	92-8-302
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, a nd Encumbrances 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, 2 005, and 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 Graysburg

ELIZABETH GRAYSBURG NOTARY PUBLIC AT LARGE DAVIDSON COUNTY TENN.

(Affix Seal)

My Commission Expires JAN. 26, 2008

This is unimproved property, known as: 1501 Charlotte Avenue, Nashville, Tennessee 37203
~~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. Walker

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.

ELIZABETH GRACYALNY
NOTARY PUBLIC
[NOTARIAL SEAL] AT LARGE
DAVIDSON COUNTY, TENN.
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 # 12357

Land in the Nineteenth Councilmanic District of Davidson County, Tennessee, being described according to a survey prepared by Ragan-Smith Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206, Job Number 98-097/5890, and being more particularly described as follows:

Beginning at an iron pin (new) in the easterly right-of-way margin of McMillin Avenue, a 40' public right-of-way; said pin being at the intersection of the easterly right-of-way margin of said McMillin Avenue with the northerly margin of Alley #372, a 12 foot alley; thence,

With the easterly right of way margin of said McMillin Avenue, North 44 deg. 01' 30" West, a distance of 171.77 feet to an iron pin (new); thence,

North 04 deg. 40' 59" East, a distance of 5.57 feet to an iron pin (new) in the southerly right-of-way margin of Charlotte Avenue, a 92' public right-of-way; thence,

With the southerly right-of-way margin of said Charlotte Avenue, along a curve to the left having a radius of 5,135.39 feet, a central angle of 02 deg. 23' 10" for an arc distance of 213.87 feet to an iron pin (new) in the westerly right-of-way margin of 15th Avenue North, a 50' public right-of-way; said curve has a chord bearing and distance of North 59 deg. 37' 00" East, 213.85 feet; thence,

With the westerly right-of-way margin of said 15th Avenue, North South 44 deg. 01' 30" East, a distance of 125.00 feet to an iron pin (new) in the northerly margin of said Alley #372; thence,

With the northerly margin of said Alley #372, South 45 deg. 58' 30" West, a distance of 212.00 feet to the Point of Beginning and containing 31,786 square feet or 0.730 acres, more or less as calculated by the above courses and a distances which were determined within the precision requirements of an ALTA/ACSM "Urban" Land Title Survey of 1997.

Being the same property conveyed to E.R. Smith Real Estate, LLC by deed from Ronald C. Martin, by deed of record in Book 11133, page 66, Register's Office of Davidson County, Tennessee.