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 15:06 4 pgs
Fees:22.00 Taxes:0.00

20050609-0066293

SPECIAL WARRANTY DEED

Restaurant # 6975

ADDRESS NEW OWNER(s) AS FOLLOWS:	SEND TAX BILLS TO:	MAP PARCEL NUMBERS
Burger King Corporation Attn: Deputy General Counsel Re: Restaurant #6975	Burger King Corporation Attn: Deputy General Counsel Re: Restaurant #6975	105-10-180
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 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, 2005, 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 3 *day of* June *2005*

Notary Public Elizabeth Gracyalny

My commission expires: 1/26/08 *(Affix Seal)*

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN. ELIZABETH GRACYALNY

My Commission Expires JAN. 26, 2008

This is unimproved ( ) property, known as: 2011 Eighth Avenue South, Nashville, Tennessee 37204
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:

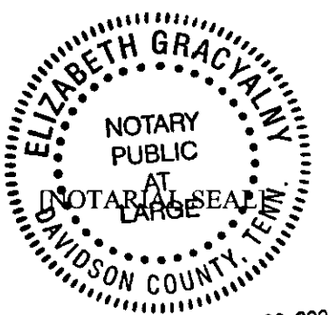
E.R. Smith Real Estate, LLC, a Tennessee limited liability company

By: E. Rhett Smith
E. Rhett Smith
Title: Chief Member

STATE OF TN)
)
COUNTY OF Davidson)

Personally appeared before me, E. Rhett Smith, 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 3 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 # 6975

A tract of lane in the Seventeenth Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee being parcel 180 on Tax Map 105-10 and being the westerly remaining part of Lot 101 and the southwesterly 41.5 feet of Lot 100, Waverly Land Company's Plan of Lots called "Waverly Place" as of record in Book 57, page 95, Register's Office for Davidson County (R.O.D.C.), Tennessee (part of lots appear to be taken for right-of-way of 8th Avenue South) and being more particularly described as follows:

Beginning at an iron rod (new) on the westerly right-of-way line of 8th Avenue South (as widened) at the present common corner of Lots 101 and 102 "Waverly Place"; said iron pin being South 00 deg. 02 min. 49 sec. West, 274.00 feet from a point at the southerly end of the southwesterly return curve at 8th Avenue South and Wedgewood Avenue (formerly called Acklen Avenue) as measured along the westerly right-of-way line of 8th Avenue South; thence,

With the common line between Lots 101 and 102, North 88 deg. 43 min. 45 sec. West, 198.53 feet to an iron rod (new) on the easterly right-of-way line of Alley No. 661; thence,

With the easterly right-of-way line of Alley No. 661 (being 15 feet wide), North 01 deg. 18 min. 57 sec. East, 181.50 feet to an iron rod (old) at the southwesterly corner of the Exxon Corporation, as of record in Deed Book 2092, page 75, R.O.D.C., Tennessee; thence,

With the common line of Exxon and the herein-described tract, South 88 deg. 43 min. 02 sec. East, 194.52 feet to an iron rod (old) on the westerly right-of-way line of 8th Avenue South (as widened); thence,

With the westerly right-of-way line 8th Avenue South (as widened), South 00 deg. 02 min. 49 sec. West, 181.50 feet to the Point of Beginning and containing 35,665 square feet or 0.819 acres, more or less.

Being the same property conveyed to E.R. SMITH REAL ESTATE, LLC, by deed of record as Instrument No. 20001227-0126093, said Register's Office.