This Instrument Prepared By

Charles T. Sharbaugh, Esq.
Paul, Hastings, Janofsky & Walker LLP
600 Peachtree St., N.E., Suite 2400
Atlanta, GA 30308

Davidson County DEEDWARR
Recvd: 05/12/06 12:47 6 pgs
Fees:33.00 Taxes:494.42
20060512-0056085

After recording return to:
Sharon A. Gregory
Fidelity National Title Insurance
1800 Parkway Place, Suite 700
Marietta, GA 30067

SPECIAL WARRANTY DEED
(346 Bell)

Address New Owners:	*Send Tax Bills To*	Map-Parcel No.:
Paladins Bell, LLC c/o SunTrust Robinson Humphrey 303 Peachtree Street, NE, 24th Floor Atlanta, GA 30308	Paladins Bell, LLC c/o SunTrust Robinson Humphrey 303 Peachtree Street, NE, 24th Floor Atlanta, GA 30308	149-250

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of which is hereby acknowledged, MRS. WINNER'S, L.P., a Georgia limited partnership (successor by name change to RTM Winners, L.P., a Georgia limited partnership) ("**Grantor**"), has this day bargained and sold, and does hereby transfer and convey unto PALADINS BELL, LLC, a Delaware limited liability company ("**Grantee**"), its successors and assigns, a certain tract of land located in Davidson County, Tennessee and described as follows (the "**Property**"):

SEE EXHIBIT A attached hereto and made a part hereof.

BEING the same property conveyed to the Grantor by deed dated August 23, 1989, recorded in Book 7923, Page 547 of the Register's Office for Davidson County, Tennessee.

This is improved property located at 515 Bell Road, Nashville, Tennessee.

TO HAVE AND TO HOLD the Property, together with all the appurtenances and hereditaments thereunto belonging or in anywise appertaining, to the said Grantee, its successors and assigns, forever.

AND Grantor does hereby covenant with Grantee that it is lawfully seized and possessed of the Property in fee simple; that it has good right to sell and convey the same; and that the same is unencumbered, except as shown on **Exhibit B** attached hereto.

AND Grantor does further covenant and bind itself, its successors and assigns, to warrant and forever defend the title to the Property to Grantee and its successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but no further or otherwise.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed on this _____ day of April, 2006.

GRANTOR:

MRS. WINNER'S, L.P., a Georgia limited partnership (successor by name change to RTM Winners, L.P., a Georgia limited partnership)

By: Winners Corporation, a Georgia corporation, its General Partner

By: _____
Name: J. Russell Welch
Title: Senior Vice President

[CORPORATE SEAL]

STATE OF GEORGIA)
)
COUNTY OF FULTON)

Personally appeared before me, Mary C. Cadden, a Notary Public in and for DeKalb County and said State, J. Russell Welch, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Senior Vice President of Winners Corporation, the General Partner of Mrs. Winner's, L.P., the within named bargainor of the foregoing instrument, and is authorized by such within named bargainor to execute this instrument on behalf of such within named bargainor.

WITNESS my hand, at office, this 3rd day of April, 2006.

[NOTARY SEAL]

_____
NOTARY PUBLIC
My Commission Expires:

LEGAL_US_E # 70676187.2

STATE OF GEORGIA)
)
COUNTY OF FULTON)

The actual consideration or value, whichever is greater, for this transfer is $133,626.51.

AFFIANT

Subscribed and sworn to before me this 3rd day of April, 2006.

NOTARY PUBLIC
My Commission Expires:

[NOTARY SEAL]

MARY C. CADDEN NOTARY PUBLIC EXPIRES GEORGIA FEB. 22, 2007 DEKALB COUNTY

Tax Parcel ID #: 149-250

THE NAME AND ADDRESS OF PROPERTY OWNER:

Paladins Bell, LLC

ADDRESS:

c/o SunTrust Robinson Humphrey
303 Peachtree Street, 24th Floor
Atlanta, Georgia 30308

PERSON OR ENTITY RESPONSIBLE FOR PAYMENT OF TAXES:

Paladins Bell, LLC

ADDRESS:

c/o SunTrust Robinson Humphrey
303 Peachtree Street, 24th Floor
Atlanta, GA 30308

EXHIBIT A

DESCRIPTION OF PROPERTY

Land in Davidson County, Tennessee, described as follows:

Being Lot 1 on the Plan of the Resubdivision of Lot 4 on plat entitled Resubdivision of Lot 2 Phase 1 and Phase 2 on the Revised Site Plan for Priest Lake Plaza Shopping Center of record in Plan Book 5200, page 344, Register's Office for Davidson County, Tennessee, and more particularly described as follows:

Beginning at the northeasterly corner of property conveyed to J.C. Sanders etux, of record in Book 1759, page 224 and designated as Parcel 134, Map 149; said point being located in the westerly margin of Bell Road and proceeding as follows: South 88 degrees 05 minutes 02 seconds West a distance of 145.0 feet to a point; thence North 1 degree 54 minutes 58 seconds West a distance of 190.43 feet to a point; thence North 89 degrees 44 minutes 02 seconds east a distance of 81.09 feet to a point; thence South 17 degrees 35 minutes 26 seconds East a distance of 15.35 feet to a point; thence North 88 degrees 29 minutes 26 seconds East a distance of 104.29 feet to a point located in the westerly margin of Bell Road; thence with said margin, South 12 degrees 32 minutes 32 seconds West a distance of 178.22 feet to the point of beginning. Being the same property conveyed to Winners Corporation, a Tennessee Corporation (formerly Volunteer Capital Corporation) by deed from Larry Butler, a single person of record in Book 5769, page 824, Register's Office for Davidson County, Tennessee.

TOGETHER WITH all rights granted by that certain Cross Easement recorded in Book 4990, page 806, Register's Office for Davidson County, Tennessee, as amended by Modification of Easement recorded in Book 5073, page 350, aforesaid records

Being the same property conveyed to Grantor by deed of record in Book 7923, page 547, said Register's Office.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes and assessments for the year 2006 and subsequent years, a lien not yet due and payable.

2. All matters as shown on Plat as recorded in Plat Book 5200 Page 344, Register's Office for Davidson County, Tennessee.

3. Easements contained in Book 4990, Page 806 as modified by Book 5073, Page 350 and Book 9305, Page 886, aforesaid records.

4. Easements retained in Book 5256, Page 465, aforesaid records.

5. Agreement between Bell Road Investment, LTD and W.H. Criswell Co., Inc. as recorded in Book 5264, Page 294, aforesaid records.

6. Agreement of record in Book 5637, Page 694, aforesaid records.

7. Restrictions as contained in Book 5769, Page 824, aforesaid records.