This Instrument Prepared By

Charles T. Sharbaugh, Esq.
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600 Peachtree St., N.E., Suite 2400
Atlanta, GA 30308

Davidson County DEEDWARR
Recvd: 05/12/06 12:54 6 pgs
Fees:33.00 Taxes:2067.57
20060512-0056094

SPECIAL WARRANTY DEED
(332 Charlotte)

Address New Owners:	*Send Tax Bills To*	Map-Parcel No.:
Paladins Charlotte, LLC c/o SunTrust Robinson Humphrey 303 Peachtree Street, NE, 24th Floor Atlanta, GA 30308	Paladins Charlotte, LLC c/o SunTrust Robinson Humphrey 303 Peachtree Street, NE, 24th Floor Atlanta, GA 30308	91-15-254

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 CHARLOTTE, 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 577 of the Register's Office for Davidson County, Tennessee.

This is improved property located at 4816 Charlotte Avenue, Nashville, Tennessee.

1112 - GTC

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 5th day of April, 2006.

[NOTARY SEAL]

NOTARY PUBLIC
My Commission Expires:

LEGAL_US_E # 70320310.2

STATE OF GEORGIA)
)
COUNTY OF FULTON)

The actual consideration or value, whichever is greater, for this transfer is $558,801.77.

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 DEKALB COUNTY EXPIRES GEORGIA FEB. 22, 2007

Tax Parcel ID #: 91-15-254

THE NAME AND ADDRESS OF PROPERTY OWNER:

Paladins Charlotte, LLC

ADDRESS:

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

PERSON OR ENTITY RESPONSIBLE FOR PAYMENT OF TAXES:

Paladins Charlotte, LLC

ADDRESS:

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

EXHIBIT A

DESCRIPTION OF PROPERTY

TRACT 1: Land in Davidson County, Tennessee, being Lots Nos. 711, 713, 715 and the easterly 13.5 feet of Lot No. 717 of Block 89 in Plan No. 1, West Nashville, as of record in Book No. 57, pages 74 and 75, Register's Office for Davidson County, Tennessee.

Said Lots Nos. 711, 713, 715 and the easterly part of 717 adjoin and front together 88.5 feet on the northerly side of Charlotte Avenue and extend back between parallel lines 150 feet to an alley.

Being the same property conveyed to Winners Corporation, a Tennessee corporation (formerly Volunteer Capital Corporation) by deed of record in Book 7923, page 577, said Register's Office.

TRACT 2: Land in Davidson County, Tennessee, being the westerly 11.5 feet of Lot No. 717 and the easterly 9.5 feet of Lot No. 719 of Block No. 89, Plan No. 1, West Nashville, as of record in Book 57, pages 74 and 75, Register's Office for said county.

Said westerly part of Lot No. 717 and easterly part of Lot No. 719 together front 21 feet on the northerly side of Charlotte Avenue, formerly the Charlotte Pike, and run back between parallel lines 150 feet to an alley.

Being the same property conveyed to Grantor by deed of record in Book 7923, page 577, said Register's Office.

EXHIBIT B

PERMITTED EXCEPTIONS

1. Party wall(s) situated partly on the insured property and partly on adjoining properties and the terms and provisions of the Agreement relating to the use and maintenance thereof recorded in Book 426, Page 474, Book 638, Page 94 and Book 1149, Page 359, Register's Office for Davidson County, Tennessee.