WHEN RECORDED MAIL TO:

Zonia N. Veal TS
First National Financial Title Service, Inc.
3237 Satellite Blvd., Suite 450, Bldg 300
Duluth, GA 30096 H4718-A

ESCROW NO. Z07-05937

Davidson County DEEDWARR
Recvd: 07/17/08 12:43 7 pgs
Fees:38.00 Taxes:1257.80

20080717-0073467

DO NOT REMOVE THIS COVER SHEET. IT IS NOW PART OF THE RECORDED DOCUMENT.

DOCUMENT TO BE RECORDED:

SPECIAL WARRANTY DEED

SEND TAX BILL TO:
CHARTER FOODS, INC.
5139 OLD HIGHWAY 11 EAST
MORRISTOWN, TN 37814

DOCUMENT PREPARED BY:
MICHAEL J. TAICHMAN-ROBINS, ESQUIRE
BALLARD SPAHR ANDREWS & INGERSOLL, LLP
1735 MARKET STREET, 51ST FLOOR
PHILADELPHIA, PA 19103

STORE # 3628
2102 GALLATIN RD. NORTH
MADISON, TN

CONUTY OF: DAVIDSON

reccvr

This Instrument Prepared By:

Michael J. Taichman-Robins, Esquire
Ballard Spahr Andrews & Ingersoll, LLP
1735 Market Street, 51st Floor
Philadelphia, PA 19103

Address of New Owner / Send Tax Bills To:

Charter Foods, Inc.
5139 Old Highway 11 East
Morristown, TN 37814

Map/Parcel ID Number: 02600012100

May 19, 2008

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN DOLLARS AND 00/100 DOLLARS ($10.00), cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, KFC U.S. PROPERTIES, INC. (herein referred to as "Grantor") has this day bargained and sold and, by these presents, does hereby transfer and convey unto CHARTER FOODS, INC., a Tennessee corporation (herein referred to as "Grantee"), its successors and assigns, forever, the following described tract or parcel of land located in Davidson County, Tennessee, to wit:

See Exhibit A attached hereto and made a part hereof ("Property").

TO HAVE AND TO HOLD said tract or parcel of land together with all the improvements thereon and the appurtenances thereunto belonging unto the said Grantee, its successors and assigns, in fee simple, forever.

GRANTOR COVENANTS with the said Grantee that is lawfully seized and possessed of said property, that it has a good and lawful right to sell and convey the same, and that it is free from any lien or encumbrance whatsoever, except for applicable zoning and building regulations, all visible easements, restrictions and limitations of record, and 2008 real estate taxes, which are to be prorated.

GRANTOR FURTHER COVENANTS with the said Grantee and binds itself, its successors and assigns, to warrant and forever defend the title thereto of said tract or parcel of land to the said Grantee, its successors and assigns, against the lawful claims and demands of all persons whomsoever.

ALL warranties of Grantor herein contained are expressly limited to those persons or parties claiming by, through or under Grantor.

[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

WITNESS the following signature and seal:

KFC U.S. PROPERTIES, INC.,
a Delaware corporation

_____ (SEAL)
Matthew M. Preston,
Vice President and General Counsel
(Seller)

COMMONWEALTH OF KENTUCKY

COUNTY OF JEFFERSON

I, a Notary Public of Jefferson County, Commonwealth of Kentucky certify that Matthew M. Preston, being personally known to me, personally appeared before me this day and acknowledged that he is Vice President and General Counsel of KFC U.S. Properties, Inc., a Delaware corporation, and that he, as Vice President and General Counsel, being authorized to do so, voluntarily executed the foregoing on behalf of the corporation for the purposes stated therein.

Witness my hand and official stamp or seal, this 19th day of May, 2008.

_____
Notary Public
Printed Name: Laura Nadeau

My Commission Expires: May 4, 2010

[AFFIX NOTARIAL STAMP OR SEAL]



OATH OF CONSIDERATION

State of Georgia

County of Gwinnett

Affiant swears, affirms and certifies that the actual consideration or value, whichever is greater, for this transfer is $339,945.00.

Affiant: First National Financial Title Services, LLC
3237 Satellite Blvd. Bldg. 300 Suite 450
Duluth, GA 30096
Jeff Yearwood, Esq.

Jeff Yearwood
Affiant: Jeff Yearwood, Esq.

Notary Acknowledgement:

Subscribed and sworn to before me, this 8th day of July 2008.

Cameo T. Clark
Notary Public

Seal and Stamp



My Commission Expires:
11-29-10

EXHIBIT "A"

All that tract or parcel of land lying and being in the Second Civil District of Metropolitan Nashville-Davidson County, Tennessee, and being more particularly described as follows:

A tract of land in the Second Civil District of Metropolitan Nashville-Davidson County, Tennessee, being Lot 2 on the plat of Rivergate Properties, Ltd., as recorded in Plat Book 6250, page 919, Register's Office for Davidson County, Tennessee and being more fully described according to the survey by Doss Constructive Ideas, Inc. dated May 8, 1999.

Commence at the north end of the northeast return curve at the intersection of Gallatin Pike and Conference Drive and proceed with the east right of way line of Conference Drive and northwardly 144.86 feet to a concrete monument at the southwest corner of Lot 1; thence with the south line of Lot 1 North 64 degrees 08 minutes 57 seconds East, 167.00 feet to an iron pin set at the southwesterly corner of Lot 2 and the beginning point of beginning (P.O.B) of this description; thence 1. With the common line of Lots 1 and 2, North 25 degrees 51 minutes 03 seconds West, 200.00 feet to an iron pin found in the south Line of Lot 4; thence, 2. With the line between Lot 2 and 4 North 64 degrees 08 minutes 57 seconds East 162.00 feet to an iron pin found, the northwest corner of Lot 3; thence 3. With the common line of Lots 2 and 3 South 25 degrees 51 minutes 03 seconds East, 200.00 feet to an iron pin found; thence 4. South 64 degrees 08 minutes 57 seconds West 162.00 feet to the point of beginning and containing 32,400 square feet or 0.75 of an acre, more or less.

Being the same property conveyed to KFC U.S. Properties, Inc., a Delaware Corporation by Special Warranty Deed from GE Capital Franchise Finance Corporation, a Delaware corporation, successor by merger to FFCA Acquisition Corporation, dated August 15, 2003, recorded February 13, 2004 in Instrument No. 20040213-0017710, Davidson County, Tennessee Records, as re-recorded August 16, 2004, in Instrument No. 20040816-0098938, aforesaid records.

And being the same property reflected in that certain Survey prepared by H & A Associates, LLC dated April 18, 2008.

All that tract or parcel of land containing 0.74 acres more or less situated, lying and being in the Second Civil District of Metropolitan Nashville-Davidson County, Tennessee, being Lot 2 on the plan of Rivergate Properties, Ltd. As recorded in Plat Book 6250, Page 919, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

Commence at a point on the East right-of-way margin of Conference Drive; thence run North 64 degrees 08'57" East, for a distance of 167.00 feet to a point; thence run North 25 degrees 51'03" West, for a distance of 200.00 feet to a point; thence run North 64

degrees 08'57" East for a distance of 162.00 feet to a point; thence run South 25 degrees 51'03 East, for a distance of 200.00 feet to a point; thence run South 64 degrees 08'57" West, for a distance of 162.00 feet to a point; said point being the True Point of Beginning.

Store No. 03628 / Escrow No. Z07-03937
2102 Gallatin Road North, Madison, TN
County: Davidson