Davidson County DEEDWARR
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Fees:38.00 Taxes:10850.25
20080922-0096105

THIS INSTRUMENT PREPARED BY:	RESPONSIBLE TAXPAYER
G. Wendell Thomas, Jr Kennerly, Montgomery & Finley, P.C. P.O. Box 442 Knoxville, Tennessee 37901	FORBELL, LLC c/o Arby's Restaurant Group 1155 Perimeter Circle West Atlanta, GA 30338 **Property Assessors's Parcel No.:** 142 00035900 142 000 14300

WARRANTY DEED

THIS WARRANTY DEED is made this 19th day of September, 2008, between **COCONUTS, LLC,** a Tennessee limited liability company ("Grantor") and FORBELL, LLC, a Tennessee limited liability company, an eighty percent (80%) undivided interest as a tenant-in-common and ROBERT F. OLIVER, married, a twenty percent (20%) undivided interest as a tenant-in-common (collectively, the "Grantee").

NEW OWNER ADDRESS 2200 21st AVEN
C/O ROBBINS PROPERTIES NASHVILLE, TN.

WITNESSETH:

That for and in consideration of the sum of Ten and no/100 Dollars ($10.00) and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Grantor hereby grants, bargains, sells and conveys unto Grantee the following described premises, with the hereditaments and appurtenances thereto appertaining, to-wit:

TRACT I:

Being a tract of land in the western portion of Davidson County, lying in the 22nd Council District of Nashville, Tennessee. Bounded on the northeast by Right-of-Way (R/W) of US Highway 70 South also known as Bristol Memphis Highway and State Route 1 (R/W varies), on the southeast by Byrd, Mann, Mcaffee, Neal, Watson etal as recorded in Instrument #200103200026647 Registers Office Davidson County (RODC), on the southwest by Hickory 1, LLC as recorded in Instrument #20030102-0000641 RODC, on the northwest by R/W of Coley-Davis Road (R/W varies). Tract being described as follows:

POINT OF BEGINNING being a found iron rod with a Cherry Land Surveying Cap, said point lying on the southerly R/W margin of US Hwy. 70 South, said point being North 48°46'57" East 12.75 feet from the northeast corner of Lot 7 of the Final Plat of the Re-subdivision of Lot 7 Galleries at Bellevue as recorded in Plat Instrument #20010306-0021171 RODC; thence leaving said R/W margin and running with said common line of Lot 7 South 48°46'57" West 303.66 feet to a found iron rod with a Cherry Land Surveying cap, passing a found 3/8" iron rod at 12.72 feet; thence North 41°06'28" West 195.58 feet to a found iron rod with a Cherry Surveying cap on the southerly R/W margin of Coley-Davis Road; thence with said R/W margin and a curve to the left having a radius of 408.57 feet, an arc length of 20.66 feet, a central angle of 2°53'51", a chord bearing and distance of North 37°49'08" East 20.66 feet to a found iron rod; thence continuing with said R/W margin North 36°30'16" East 161.50 feet to a found iron rod; thence with a curve to the right merging into the southerly R/W margin of US Hwy. 70 South having a radius of 50.00 feet, an arc length of 77.76 feet, a central angle of 89°06'40", a chord bearing and distance of North 81°05'13" East 70.16 feet to a found PK nail; thence North 34°42'10" East 2.18 feet to a found Drill Hole; thence with a curve to the left having a radius of 1933.73 feet, an arc length of 207.06 feet, a central angle

length of 207.06 feet, a central angle of 6°08'06", a chord bearing and distance of South 59°10'00" East 206.96 feet to the point of beginning.

Containing 57,998 square feet or 1.33 acres.

Being the same property conveyed to Coconuts, LLC by warranty deed from JRN, Inc., a Tennessee corporation, dated July 13, 2007, and recorded as Instrument No. 200707160084329 in the Register's Office of Davidson County, Tennessee.

TRACT II:

Being a tract of land in the western portion of Davidson County, lying in the 22nd Council District of Nashville, Tennessee. Tract being known as Lot 8 of the Final Plat of the Re-subdivision of Lot 7 Galleries at Bellevue as recorded in Plat Instrument #20010306-0021171 Registers Office Davidson County (RODC). Tract bounded on the northeast by JRN, Inc. as recorded in Instrument #20031015-0153055 RODC, also on the northeast by Byrd, Mann, Mcafee, Neal, Watson etal as recorded in Instrument #200103200026647 RODC, on the southeast by TRU 2005 REI, LLC as recorded in Instrument #200601060002462 RODC, on the southwest by Draper, Lloyd, Tr. For CCI Trust as recorded in Book 9519, Page 782 RODC, and on the northwest by Right-of-Way (R/W) of Coley-Davis Road (R/W varies). Tract being described as follows:

POINT OF BEGINNING being a found iron rod with a Cherry Land Surveying cap at the northeast corner of the tract being described, said point lying on the southerly R/W margin of Coley-Davis Road; thence leaving said R/W South 41°06'28" East 195.58 feet to a found iron rod with a Cherry Cap; thence South 41°06'41" East 131.01 feet to a set point; thence South 48°46'57" West 94.27 feet to a found PK nail; thence North 41°13'03" West 77.00 feet to a found PK nail; thence North 48°46'57" East 51.00 feet to a set point; thence North 41°06'41" West 244.79 feet to a set point in the southerly R/W margin of Coley-Davis Road; thence with said R/W margin and with a curve to the left having a radius of 408.57 feet, an arc length of 43.72 feet, a central angle of 6°07'51", a chord bearing and distance of North 42°28'16" East 43.70 feet to the point of beginning.

Containing 17,979 square feet or 0.41 acres.

Being the same property conveyed to Coconuts, LLC by warranty deed from Hickory I, LLC, a Tennessee limited liability company, dated July 10, 2007, and recorded as Instrument No. 200707160084328 in the Register's Office of Davidson County, Tennessee.

TOGETHER WITH the easements for ingress, egress, and utilities as set forth in the following agreements:

(a) Easement and Agreement between JRN, Inc., Hickory I, LLC, and Home Depot U.S.A., Inc., recorded as Instrument No. 200707170084324 in the Register's Office of Davidson County, Tennessee.

(b) Easement and Agreement between JRN, Inc., Hickory I, LLC, Byrd, Mann, McAfee, Neal, Watson, Bellevue, TN #2 Realty, Union Planters Bank, and Union Planters Bank, N.A., recorded as Instrument No. 200707170084322 in the Register's Office of Davidson County, Tennessee.

(c) Easement and Agreement between JRN, Inc., Hickory I, LLC, Taco Bell of America, Inc., and East West Enterprises, LLC, recorded as Instrument No. 200707170084325 in the Register's Office of Davidson County, Tennessee.

(d) Easement and Agreement between JRN, Inc., Hickory I, LLC, CCI Trust 1994-1, Circuit City Stores, Inc., and Manufacturer's and Trader's Trust Company, recorded as Instrument No. 200707170084326 in the Register's Office of Davidson County, Tennessee.

(e) Consent to Easement by TRU 2005 REI, LLC, to JRN, Inc., recorded as Instrument No. 200707170084327 in the Register's Office of Davidson County, Tennessee.

(f) Easement Agreement between JRN, Inc., Hickory I, LLC, and George V. Crawford, Jr., Trustee for Daryl E. Harms and Terry W. Johnson, recorded as Instrument No. 200707170084323 in the Register's Office of Davidson County, Tennessee.

TO HAVE AND TO HOLD the said premises to the said Grantee, its successors and assigns forever.

And Grantor, for itself and its successors and assigns does hereby covenant with Grantee, its representatives, successors and assigns, that Grantor is lawfully seized in fee simple of the premises herein conveyed; has full power, authority and right to convey the same; that Grantor will forever warrant and defend the title thereto against the lawful claims of all persons whomsoever; and that such premises are free from all encumbrances except for (a) the lien of current ad valorem real property taxes which are being prorated between the parties and (b) the matters shown on Exhibit A which is attached hereto and incorporated herein by reference.

IN WITNESS WHEREOF, the Grantor has caused this instrument to be executed by its duly authorized officer, partner or other agent the day and year set forth above.

COCONUTS, LLC

By: _____

PRINTED NAME: Milton A. Turner

TITLE: Chief Manager

STATE OF TENNESSEE)
: ss
COUNTY OF KNOX)

Before me, the undersigned authority, of the state and county aforesaid, personally appeared Milton A. Turner, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself/herself to be the Chief Manager of Coconuts, LLC, a Tennessee limited liability company, the within named bargainor, and that he/she as such officer, executed the foregoing instrument for the purposes therein contained by signing the name of the limited liability company by himself/herself as such officer.

WITNESS my hand and seal, at office this 17th day of September, 2008.

Jennifer Goodpaster
Notary Public

My commission expires: 9/11/2010

JENNIFER GOODPASTER STATE OF TENNESSEE NOTARY PUBLIC Comm. Exp. 9-11-2010 KNOX COUNTY

AFFIDAVIT OF CONSIDERATION

I, or we, hereby swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $2,932,500.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Affiant

Subscribed and sworn to before me this 17th day of September, 2008.

Jennifer Goodpaster
Notary Public

My commission expires: 9/11/2010

JENNIFER GOODPASTER STATE OF TENNESSEE NOTARY PUBLIC Comm. Exp. 9-11-2010 KNOX COUNTY

EXHIBIT "A"
TO
WARRANTY DEED FROM COCONUTS, LLC
TO FORBELL, LLC AND ROBERT F. OLIVER
EXCEPTIONS WITH RESPECT TO PARCEL I

1. Easement Agreement between JRN, Inc., and Byrd, Mann, McAfee, Neal, Watson, Bellvue, Tennessee #2 Realty, a joint venture, dated October 9, 2003, and recorded as Instrument No. 20031015-0153056, in the Davidson County Register's Office.

2. Covenants and restrictions contained in the deed to JRN, Inc., recorded Instrument No. 20031015-0153055, in the office of the Davidson County Register of Deeds.

EXHIBIT "A"
TO
WARRANTY DEED FROM COCONUTS, LLC
TO FORBELL, LLC AND ROBERT F. OLIVER
EXCEPTIONS WITH RESPECT TO PARCEL II

1. Terms and provisions of Reciprocal Easement and Operation Agreement recorded in Book 8323, page 183, as amended in Book 8394, page 993, as amended in Book 9214, page 962, as amended in Book 9720, page 53, in the Davidson County Register's Office.

2. Joint Access and Utility Easement by and between The Bellevue Galleries, L.P., Service Merchandise Company, Inc., and Stewart F. Kresge, Trustee, dated as of February 11, 1991, of record in Book 8293, page 3, as amended in Book 8323, page 82, both in the Davidson County Register's Office. Said easement provides for maintenance obligations affecting the owner of Tract II.

3. Ground Lease and Declaration of Easements, Covenants and Restrictions dated March 27, 1991, of record in Book 8323, page 111, in the Davidson County Register's Office.

4. Reciprocal Easement, Maintenance, Indemnity and Restriction Agreement dated January 7, 1994, of record in Book 9214, page 985, in the Davidson County Register's Office.

5. Matters depicted or disclosed by survey of Mark E. Sawyer, Sawyer Land Surveying, P.O. Box 215, Spring Hill, TN, RLS No. 1649, dated December 13, 2002, as corrected on December 16, 2002, Job No. 02-086 (affects Lot 8).

6. Easement for sewer line to Harpeth Valley Utility District of record in Book 6673, page 43, in the Davidson County Register's Office.

7. Agreement for Dedication of Public Utilities Easement to Harpeth Valley Utilities District recorded as Instrument No. 20010302-0019758, in the Davidson County Register's Office.

8. Matters depicted or disclosed by map of record in Book 7900, page 534, in the Davidson County Register's Office.

9. Development Agreement between The Bellevue Galleries, L.P. and Home Depot U.S.A., Inc., dated March 27, 1991, of record in Book 8323, page 234, as amended by First Amendment to Development Agreement of

record in Book 8617, page 890, both in the Davidson County Register's Office.

10. Memorandum of Agreement between The Bellevue Galleries, L.P. and Toys "R" US, Inc., dated July 3, 1991, of record in Book 8395, page 6, in the Davidson County Register's Office.

11. Declaration of Restrictive Covenant filed of record in Book 8399, page 90, in the office of the Davidson County Register of Deeds.

12. Matters depicted or disclosed by plats recorded in Book 7900, page 272, and as Instrument No. 20010306-0021171, in the Davidson County Register's Office, to include the following:
    a. public utility easement of 20 feet along Coley Davis Road;
    b. 15 foot drainage easement crosses the property;
    c. proposed 10 foot water line easement crosses the property;
    d. 20 foot sanitary sewer easement crosses the property.