

\$328,000.00

This instrument prepared by:

W. Benjamin Johnson, Esquire
420 North 20th Street
Suite 3000
Birmingham, Alabama 35203

Send Tax Notice To:

Wen-Alabama, Inc.
c/o Mr. Rick Reynolds
202 North Loudoun Street
Suite 309
Winchester, Virginia 22601

STATUTORY WARRANTY DEED

STATE OF ALABAMA)
) **KNOW ALL MEN BY THESE PRESENTS:**
SHELBY COUNTY)

That for and in consideration of the sum of One Hundred Dollars (\$100.00) and other good and valuable consideration to the undersigned grantor **CHARLES E. MORGAN**, a married man, **DANIEL G. MORGAN**, a married man, and **NIEL C. MORGAN, JR.**, an unmarried man, and **AMSOUTH BANK, N.A.** and **CHARLES E. MORGAN**, as executors of the Estate of Nathaniel Chase Morgan a/k/a Niel C. Morgan a/k/a Neil C. Morgan, (collectively, "Grantor") in hand paid by **WEN-ALABAMA, INC.**, an Alabama corporation ("Grantee"), the receipt and sufficiency of which is hereby acknowledged, Grantor does grant, bargain, sell and convey unto Grantee the real estate situated in Shelby County, Alabama, as more particularly described on Exhibit "A" attached hereto and incorporated herein by reference.

The foregoing is not the homestead of Grantor.

TO HAVE AND TO HOLD unto Grantee, its successors and assigns forever.

And Grantor does for itself and for its successors and assigns covenant with the said Grantee, its successors and assigns, that Grantor is lawfully seized in fee simple of the premises conveyed hereby only against its own acts; that Grantor has not done any act or thing whereby said premises are, or may be, encumbered or charged, except as herein recited; that Grantor has a good right to sell and convey the same as aforesaid; and that Grantor will so warrant and defend the same to the said Grantee, its successor and assigns forever, against the lawful claims of all persons claiming under acts done or suffered by it except as herein stated.

165585.

03/14/1994-08119
10:20 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 HCD 346.50

Inst # 1994-08119

IN WITNESS WHEREOF, Grantor has caused this Deed to be executed as of the 14th day of March, 1994.

GRANTOR:

Charles E. Morgan
CHARLES E. MORGAN, a married man

D. G. Morgan
DANIEL G. MORGAN, a married man

Niel C. Morgan, Jr.
NIEL C. MORGAN, JR., an unmarried man

AMSOUTH BANK, N.A., as executor of the
Estate of Nathaniel Chase Morgan a/k/a
Niel C. Morgan/a/k/a Neil C. Morgan

By: D. Wayne Childress
D. Wayne Childress
its Vice President and Trust Real
Estate Officer

Charles E. Morgan
CHARLES E. MORGAN, as executor of the
Estate of Nathaniel Chase Morgan a/k/a
Niel C. Morgan a/k/a Neil C. Morgan

STATE OF Alabama
COUNTY OF Fuscalogee

I, Harriett Furniss a notary public in and for said County
in said State, hereby certify that CHARLES E. MORGAN, a married
man, whose name is signed to the foregoing Deed, and who is known
to me, acknowledged before me on this day that, being informed of
the contents of the instrument, he executed the same voluntarily as
of the day the same bears date. Given under my hand this 14th
day of March, 1994.

Harriett Furniss
Notary Public
My Commission Expires: 5/18/94

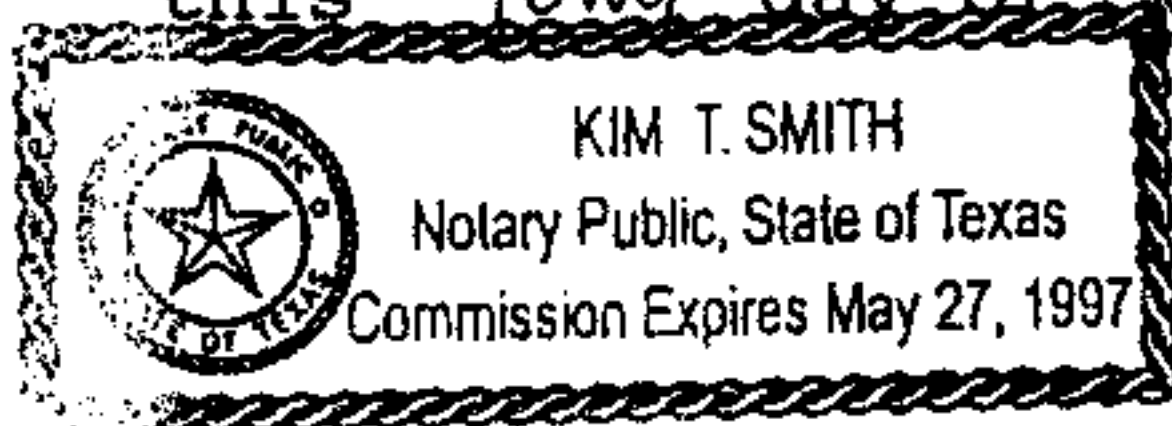
STATE OF COLORADO)
COUNTY OF DENVER)

I, MARGIE I TEIXEIRA, a notary public in and for said County in said State, hereby certify that DANIEL G. MORGAN, a married man, whose name is signed to the foregoing Deed, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily as of the day the same bears date. Given under my hand this 9th day of March, 1994.

Margie I. Teixeira
Notary Public
My Commission Expires: 3/9/96

STATE OF Texas)
COUNTY OF Harris)

I, KIM T. SMITH, a notary public in and for said County in said State, hereby certify that NIEL C. MORGAN, JR., an unmarried man, whose name is signed to the foregoing Deed, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily as of the day the same bears date. Given under my hand this 10th day of March, 1994.



Kim T. Smith
Notary Public
My Commission Expires: May 27, 1997

STATE OF Alabama
COUNTY OF Fuscalossa

I, Harriett Lurnjseed, a Notary Public in and for said County, in said State, hereby certify that D. WAYNE CHILDRESS, whose name as Vice President and Trust Real Estate Officer of AMSOUTH BANK, N.A., a national banking association, as executor of the Estate of Nathaniel Chase Morgan a/k/a Niel C. Morgan a/k/a Neil C. Morgan, is signed to the foregoing Deed, and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he, as such officer, and with full authority, executed the same voluntarily for and as the act of said corporation, acting in its capacity as executor of the Estate of Nathaniel Chase Morgan a/k/a Niel C. Morgan a/k/a Neil C. Morgan.

Given under my hand this the 11th day of March, 1994.

Harriett Lurnjseed
Notary Public
My Commission Expires: 5/18/94

STATE OF Alabama
COUNTY OF Fuscalosa

I, Harriett Purnpseed a Notary Public in and for said County, in said State, hereby certify that CHARLES E. MORGAN, whose name as executor of the Estate of Nathaniel Chase Morgan a/k/a Niel C. Morgan a/k/a Neil C. Morgan, is signed to the foregoing Deed, and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he executed the same voluntarily for acting in his capacity as executor of the Estate of Nathaniel Chase Morgan a/k/a Niel C. Morgan a/k/a Neil C. Morgan.

Given under my hand this the 11th day of March, 1994.

Harriett Purnpseed
Notary Public
My Commission Expires: 5/18/94

EXHIBIT "A"

LEGAL DESCRIPTION "PARCEL I"

Commence at the Northwest corner of the Southeast 1/4 of Section 31, Township 19 South, Range 2 West, thence run in an Easterly direction along the North line of the Southeast 1/4 for a distance of 329.53'; thence turn an angle to the right of 60 degrees 17 minutes 38 seconds and run in a Southeasterly direction for a distance of 1009.25 feet to the point of beginning, from the point of beginning thus obtained continue along the last described course for a distance of 250.00 feet to a point on the Northwest right of way of Alabama Highway No. 119, thence turn an angle to the right of 88 degrees 06 minutes, 12 seconds and run in a Southwesterly direction along the Northwest right of way for a distance of 160.00 feet; thence turn an angle to the right of 91 degrees, 53 minutes, 48 seconds and run in a Northwesterly direction for a distance 250.00 feet; thence turn an angle to the right of 88 degrees, 06 minutes, 12 seconds and run in a Northeasterly direction for a distance of 160.00 feet to the point of beginning.

Subject to the following:

1. Taxes due and payable October 1, 1994.

Inst # 1994-08119

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03/14/1994-08119
10:20 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 HCD 346.50