

Send Tax Notices To:
Post Office Box 1596
Birmingham, AL 35201

GENERAL WARRANTY DEED

STATE OF ALABAMA)

SHELBY COUNTY)

902,500.00

KNOW ALL MEN BY THESE PRESENTS that, in consideration of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration in hand paid by the grantee herein, the receipt of which is hereby acknowledged, **RTM ALABAMA, INC.**, an Alabama corporation (hereinafter referred to as "Grantor"), does by these presents sell, grant, bargain and convey unto **TERRY R. HENLEY and T. OWEN VICKERS**, as tenants in common, (hereinafter jointly referred to as "Grantee"), the following described real estate, situated in Shelby County, Alabama, to-wit:

See Exhibit "A" which is attached hereto and incorporated herein by reference.

SUBJECT TO:

1. All taxes for the year 1996 and subsequent years not yet due and payable.
2. Declaration of Easements, Covenants and Restrictions dated March 14, 1994 and set out as Instrument 1994-8120 and refiled as Instrument 1994-10053 in the Probate Office of Shelby County, Alabama.
3. Rights of others to use of easement set out in Declaration of Easement for Ingress and Egress dated January 31, 1995 and recorded as Instrument 1995-03036 in the Probate Office of Shelby County, Alabama.

The purchase price of the property conveyed hereby was paid from the proceeds of a mortgage loan closed simultaneously herewith.

1995-33444

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SHELBY COUNTY JUDGE OF PROBATE
007 MCD 24.50

4. Rights of others to use the Slope Easement by and between Niel C. Morgan, Jr., Daniel G. Morgan and Charles E. Morgan and RTM Alabama, Inc., dated 5-23-95 and recorded as Instrument 1995-14752 in the Probate Office of Shelby County, Alabama.
5. Easement for Alabama Power Company recorded in Instrument 1995-30153 in the Probate Office of Shelby County, Alabama.

LESS AND EXCEPT:

The items listed on Equipment List, which is attached hereto as Exhibit "B" and incorporated herein by reference (the "Equipment"), are excluded from this conveyance and shall remain the property of the Grantor. Notwithstanding the foregoing, Grantor shall be liable to Grantee for any damage to any improvements caused by removal of any of the Equipment. Further, Grantor hereby agrees that neither Grantee nor its successors and assigns shall have any duty or obligation whatsoever to protect, preserve or maintain the Equipment.

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

And said Grantor does for itself, its successors and assigns, covenant with said Grantee, its successors and assigns, that it is lawfully seized in fee simple of said premises, that it is free from all encumbrances, unless otherwise noted above, that it has a good right to sell and convey the same as aforesaid, and that it will, and its successors and assigns shall, warrant and defend the same to the said Grantee, its successors and assigns forever, against the lawful claims of all persons.

IN WITNESS WHEREOF, the said RTM Alabama, Inc. has caused this General Warranty Deed to be executed by its duly authorized officer

on this the 14th day of November, 1995.

RTM ALABAMA, INC.

BY: _____

ITS: _____

JOE GONDOLFO

SENIOR VICE PRESIDENT

BY: _____

ITS: _____

Robert S. Stallings

V.P. & Asst. Secretary

STATE OF GEORGIA)

FULTON COUNTY)

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that Joe Gondolfo and Robert S. Stallings, whose names as Senior VP and V.P. & Asst. Sec. of **RTM ALABAMA, INC.**, an Alabama corporation, are signed to the foregoing General Warranty Deed, and who are known to me, acknowledged before me on this day, that, being informed of the contents thereof, they, as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 14th day of November, 1995.

Peter W. Burnett
NOTARY PUBLIC

MY COMMISSION EXPIRES:

PREPARED BY:

PHILLIP G. STUTTS, ESQ.
LEITMAN, SIEGAL, PAYNE & CAMPBELL, P.C.
600 North 20th Street
Birmingham, Alabama 35203
(205) 251-5900

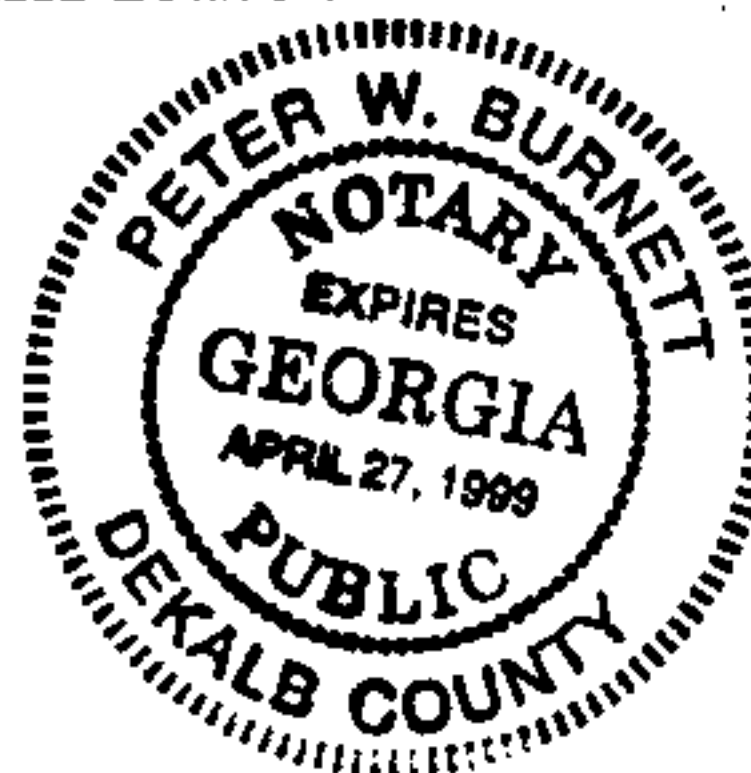


EXHIBIT "A"

LEGAL DESCRIPTION

PARCEL #1

A PARCEL OF LAND SITUATED IN THE NW 1\4 OF THE SE 1\4 OF SECTION 31, TOWNSHIP 19 SOUTH, RANGE 2 WEST, SHELBY COUNTY, ALABAMA BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF BLOCK 1 OF CAHABA VALLEY PARK NORTH AS RECORDED IN MAP BOOK 13, PAGE 140, IN THE OFFICE OF JUDGE OF PROBATE, SHELBY COUNTY, ALABAMA, SAID POINT BEING ON THE NORTHERLY RIGHT-OF-WAY LINE OF ALABAMA HIGHWAY #119;

THENCE RUN SOUTHWESTERLY ALONG SAID RIGHT-OF-WAY LINE 160.00 FEET TO THE POINT OF BEGINNING OF THE PARCEL HEREIN DESCRIBED;

THENCE CONTINUE ALONG THE LAST STATED COURSE 140.75 FEET;

THENCE TURN AN INTERIOR ANGLE OF $88^{\circ}-06'-12''$ LEAVING SAID RIGHT-OF-WAY LINE AND RUN NORTHWESTERLY 250.00 FEET.

THENCE TURN AN INTERIOR ANGLE OF $91^{\circ}-53'-48''$ AND RUN NORTHEASTERLY 140.75 FEET;

THENCE TURN AN INTERIOR ANGLE OF $88^{\circ}-06'-12''$ AND RUN SOUTHEASTERLY 250.00 FEET TO THE POINT OF BEGINNING.

PARCEL #2

A PARCEL OF LAND SITUATED IN THE NW 1\4 OF THE SE 1\4 OF SECTION 31, TOWNSHIP 19 SOUTH, RANGE 2 WEST, SHELBY COUNTY, ALABAMA BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCE AT THE SOUTHWEST CORNER OF BLOCK 1 OF CAHABA VALLEY PARK NORTH AS RECORDED IN MAP BOOK 13, PAGE 140, IN THE OFFICE OF JUDGE OF PROBATE, SHELBY COUNTY, ALABAMA, SAID POINT BEING ON THE NORTHERLY RIGHT-OF-WAY LINE OF ALABAMA HIGHWAY #119;

THENCE RUN SOUTHWESTERLY ALONG SAID RIGHT-OF-WAY LINE 300.75 FEET TO THE POINT OF BEGINNING OF THE PARCEL HEREIN DESCRIBED;

THENCE CONTINUE ALONG THE LAST STATED COURSE 22.73 FEET;

THENCE TURN AN INTERIOR ANGLE OF 90° LEAVING SAID RIGHT-OF-WAY LINE AND RUN NORTHWESTERLY 249.86 FEET;

THENCE TURN AN INTERIOR ANGLE OF 90° AND RUN NORTHEASTERLY 31.00 FEET;

THENCE TURN AN INTERIOR ANGLE OF 88°-06'-12" AND RUN SOUTHEASTERLY 250.00 FEET TO THE POINT OF BEGINNING.

24 FOOT INGRESS\EGRESS EASEMENT

A 24 FOOT WIDE INGRESS\EGRESS EASEMENT SITUATED IN THE NW 1\4 OF THE SE 1\4 OF SECTION 31, TOWNSHIP 19 SOUTH, RANGE 2 WEST, SHELBY COUNTY, ALABAMA BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCE AT THE SOUTHWEST CORNER OF BLOCK 1 OF CAHABA VALLEY PARK NORTH AS RECORDED IN MAP BOOK 13, PAGE 140, IN THE OFFICE OF JUDGE OF PROBATE, SHELBY COUNTY, ALABAMA. SAID POINT BEING ON THE NORTHERLY RIGHT-OF-WAY OF ALABAMA HIGHWAY #119;

THENCE RUN SOUTHWESTERLY ALONG SAID RIGHT-OF-WAY LINE 300.75 FEET;

THENCE TURN AN ANGLE TO THE RIGHT OF $91^{\circ}-53'-48''$ LEAVING SAID RIGHT-OF-WAY LINE AND RUN NORTHWESTERLY 225.99 FEET TO THE POINT OF BEGINNING OF SAID EASEMENT;

THENCE CONTINUE ALONG THE LAST STATED COURSE 24.01 FEET;

THENCE TURN AN INTERIOR ANGLE OF $88^{\circ}-06'-12''$ AND RUN SOUTHWESTERLY 216.34 FEET;

THENCE TURN AN INTERIOR ANGLE OF $91^{\circ}-53'-48''$ AND RUN SOUTHEASTERLY 24.01 FEET;

THENCE TURN AN INTERIOR ANGLE OF $88^{\circ}-06'-12''$ AND RUN NORTHEASTERLY 216.34 FEET TO THE POINT OF BEGINNING;

SLOPE EASEMENT #1

A SLOPE EASEMENT SITUATED IN THE NORTHWEST ONE-QUARTER OF THE SOUTHEAST ONE-QUARTER OF SECTION 31, TOWNSHIP 19 SOUTH, RANGE 2 WEST, SHELBY COUNTY, ALABAMA BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCE AT THE SOUTHWEST CORNER OF BLOCK 1 OF CAHABA VALLEY PARK NORTH AS RECORDED IN MAP BOOK 13, PAGE 140, IN THE OFFICE OF JUDGE OF PROBATE, SHELBY COUNTY, ALABAMA, SAID POINT BEING ON THE NORTHERLY RIGHT-OF-WAY LINE OF ALABAMA HIGHWAY #119;

THENCE RUN SOUTHWESTERLY ALONG SAID RIGHT-OF-WAY LINE 323.48 FEET TO THE POINT OF BEGINNING OF THE EASEMENT HEREIN DESCRIBED;

THENCE CONTINUE ALONG THE LAST STATED COURSE 60.00 FEET;

THENCE TURN AN INTERIOR ANGLE OF $90^{\circ}-00'-00''$ LEAVING SAID RIGHT-OF-WAY LINE AND RUN NORTHWESTERLY 249.86 FEET;

THENCE TURN AN INTERIOR ANGLE OF $90^{\circ}-00'-00''$ AND RUN NORTHEASTERLY 60.00 FEET;

THENCE TURN AN INTERIOR ANGLE OF $90^{\circ}-00'-00''$ AND RUN SOUTHEASTERLY 249.86 FEET TO THE POINT OF BEGINNING.

EXHIBIT "B"

EQUIPMENT LIST

All furniture, fixtures and equipment now owned by Grantor, or hereafter acquired, and located on, or used in the operations of, a fast food "Arby's Restaurant operated by Grantor at Unit #6469, 571 Cahaba Valley Parkway (Highway 119), Pelham, Alabama 35124, including but not limited to, the equipment described in this Exhibit "B", together with all replacements, additions, substitutions or proceeds from sale.

Inst # 1995-33444

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