

Prepared by, and after recording return to:

Altman, Kritzer & Levick, P.C.
6400 Powers Ferry Road, NW
Suite 224
Atlanta, Georgia 30339
ATTN: Susan M. Gordon, Esq.

Send Tax Notice to:

Solid Equities, Inc.
1776 Peachtree Road
Suite 336 South
Atlanta, Georgia 30309
Attn.: George R. Kingston

SPECIAL WARRANTY DEED

STATE OF GEORGIA)

COUNTY OF FULTON)

Inst # 2001-01681

01/17/2001-01681

08:11 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
010 CJ1 38.00

WHEREAS, MRS. WINNER'S, L.P., a Georgia limited partnership ("Grantor") owns certain property in Jefferson County, Alabama;

WHEREAS, Grantor hereby executes the following deed to convey the property described herein (the "Property") to **AUDIT TRAIL, INC.**, a Georgia corporation, as Intermediary for Solid Equities, Inc., under agreement dated January 9, 2001 ("Grantee").

NOW, THEREFORE, in consideration of Ten and No/100 Dollars and other good and valuable consideration, in hand paid by the Grantee herein, the receipt of which is hereby acknowledged, Grantor does by these presents, grant, bargain, sell and convey unto 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. Taxes for the year 2001 and thereafter, which are not yet due and payable.
2. Zoning matters.
3. Those matters ("Permitted Exceptions") appearing on Exhibit "B" which is attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD said property, together with all and singular the rights, members and appurtenances thereof (except for the "Excluded Equipment" set forth on Exhibit "C" attached hereto and made a part hereof), to the same being, belonging or in anywise appertaining, to the only proper use, benefit and behoof to said Grantee, its successors and assigns forever.

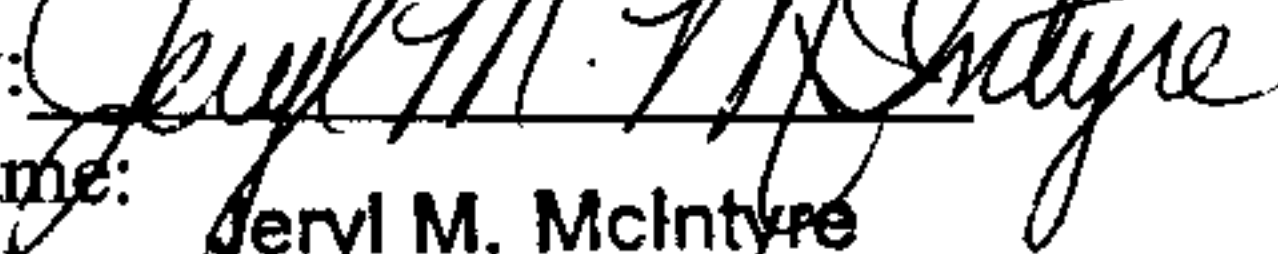
And said Grantor does, for itself, its successors and assigns, covenant with said Grantee, its successors and assigns, that it is lawfully seized in fee simple of the Property, that the Property is free from all encumbrances unless otherwise noted above, that it has a good right to sell and convey the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

IN WITNESS WHEREOF, Grantor has executed this deed under seal on this 9th day of January, 2001.

GRANTOR:

MRS. WINNER'S, L.P., a Georgia
limited partnership

By: Winners Corporation, a Georgia
Corporation, Managing General
Partner

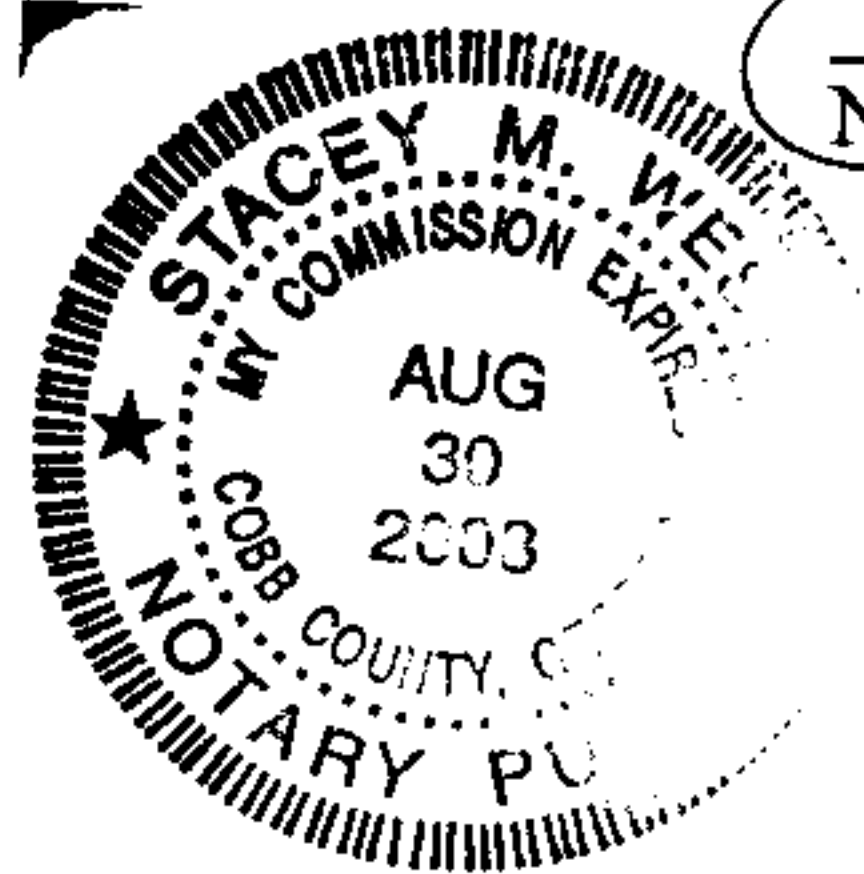
By: 
Name: Jeryl M. McIntyre
Title: Vice President

By: 
Name: Robert S. Stallings
Title: V.P. and Asst. Secretary

STATE OF Georgia
COUNTY OF Gulton

I, Stacey M. Weiss, a Notary Public in and for said County in said State, hereby certify that Sergio McIntyre and Robert D. Stallings whose names as general partners of Mrs. Winner's, L.P., a Georgia limited partnership, are signed to the foregoing conveyance, and who are known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, that they as such general partners and with full authority, executed the same voluntarily as the act of said limited partnership.

Given under my hand and official seal this the 9 day of January, 2001.



Stacey M. Weiss
NOTARY PUBLIC

EXHIBIT A

LEGAL DESCRIPTION

A parcel of land located in the SW 1/4 of Section 25, the SE 1/4 of Section 26, the NE 1/4 of Section 35, and the NW 1/4 of Section 36, all in township 20 South, Range 3 West, Shelby County, Alabama, more particularly described as follows:

Commence at the Southwest corner of said Section 25; thence in an Easterly direction, along the South line of said Section 25, a distance of 130.60 feet to the point of beginning, said point being on the Northwesternly right of way line of U.S. Highway 31; thence $74^{\circ} 13' 10''$ left in a Northeasterly direction, along said Highway right of way line, a distance of 26.0 feet; thence $107^{\circ} 34' 41''$ left, in a Southwesterly direction, a distance of 248.11 feet to the Southeasterly right of way line of the L and N Railroad; thence $80^{\circ} 19' 19''$ left, in a Southwesterly direction, along said railroad right of way line, a distance of 112.0 feet; thence $97^{\circ} 14' 55''$ left, in an Easterly direction, a distance of 229.09 feet to the Northwesternly right of way line of said Highway 31; thence $74^{\circ} 08' 55''$ left, in a Northeasterly direction, along said right of way line, a distance of 100.0 feet to the point of beginning.

Less and Except: the Excluded Equipment set forth on Schedule 1 attached hereto and made a part hereof.

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SCHEDULE I

Excluded Equipment

- 1 36" electric grill
- 1 Counter warmer, single tier, PASS THRU
- 4 Tea dispensers
- 1 Coffee brewer w/ (3) warmers and glass pots for regular & decaf coffee
- 1 Under-counter refrigerator w/ casters
- 1 Counter warmer, single tier - NOT PASS THRU
- 1 Single fryer
- 2 Convection ovens double stacked
- 1 Steamer w/ electric controls, w/ door steam out off valve & table
- 1 Ice maker with condenser
- 1 Ice bin with kit and line set
- 1 Bun pan rack
- 1 Worktable, 30" x 48"
- 1 Holding cabinet
- 1 Breeding table
- 1 Battery of (3/4) fryers
- 1 T-line and dump station
- Lot shelving for entire store
- Lot Dunnage racks
- 1 Hot water dispenser w/ bracket & shelf
- 1 Till Handler Safe w/ smartlock
- Lot Cup dispensers
- 1 Traffic/serpentine railing
- 1 (2) drawer warmer
- 1 Refrigerator w/ opening in top, w/ casters
- 1 Upright refrigerator
- 1 Front counter
- 1 Break counter
- 1 Manager's desk
- 1 T-line production counter
- 1 Sandwich slide
- 1 Drive Thru Counter
- 1 Sandwich station for preparation
- 1 Condiment, bag, and lid holders
- 1 Trash units and chutes
- 2 Televisions
- 1 VCR & monitor for training
- 1 Defield freezer w/ work top
- 1 Water filter system
- 1 CO2 tank
- 1 Front counter and/or self-serve drink system
- 1 Drive-thru drink system

BSS

- 1 Small wares package
- 1 Drive-thru communication system w/ loop
- 1 Music system
- Lot Building signs
- Lot Neon window signs
- 1 Exterior menu board w/ speaker post, appendages, & transites
- 1 Interior menu board w/ transites
- Lot Border neon
- 1 Decor package (chairs, tables, booths, wall covering, pendant lights, interior plants & artwork)

2 April, 1997

BSS

EXHIBIT "B"
TO SPECIAL WARRANTY DEED

PERMITTED EXCEPTIONS

1. Permit to Postal Telegraph Cable Company recorded in Deed Book 80, page 44 in the Probate Office of Shelby County, Alabama.
2. Permits to Alabama Power Company recorded in Deed Book 103, page 54; Deed book 119, page 165 and Deed Book 160, page 65, aforesaid records.
3. Easement to AT&T recorded in Deed Book 168, page 496, aforesaid records.
4. Sanitary Sewer Easement over caption lands from Mrs. Kathleen Williams to the Town of Alabaster, dated February 11, 1975, as shown in Book 340, page 65, aforesaid records.
5. Title to all minerals within and underlying the premises, together with all mining rights and other rights, privileges and immunities relating thereto, including release of damages, as recorded in Deed Book 36, page 426, aforesaid records.
6. Any and all matters that would be shown on a current and accurate survey.

EXHIBIT C

To Special Warranty Deed

Excluded Equipment

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