This Instrument Was Prepared By:
Jack F. King, Esq.
Trabue, Sturdivant & DeWitt
27th Floor, Life & Casualty Tower
Nashville, Tennessee 37219

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Address New Owner(s):
Fall School Associates
1130 Eighth Ave South
Nashville, Tennessee
37203

Send Tax Bills to:
Same

Map: 105-14
Parcel: 221

Mortgagee:
None

WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten and no/100 Dollars ($10.00), cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, SHONEY'S, INC., the successor to Shoney's Big Boy Realty Company of Madison Corporation, (the "Grantor"), has this day bargained and sold, and does hereby transfer and convey to FALL SCHOOL ASSOCIATES, (the "Grantee"), its successors and assigns, the land in Davidson County, Tennessee, described on Exhibit A attached hereto and incorporated herein by this reference.

This conveyance is made subject to the following:

1. 1987 taxes which have been prorated and assumed by the Grantee.

2. All agreements, easements, restrictions and covenants of record.

This is unimproved property located on Franklin Pike.

The above-described property shall not be used for the sale of seafood, whether cooked or uncooked, nor shall it be used for any immoral and/or illegal establishments such as topless bars, adult bookstores, massage parlors or similar type establishments.

TO HAVE AND TO HOLD said real estate, with the appurtenances, estate, title and interest thereto belonging, to the said Grantee and its successors and assigns, forever.

AND Grantor covenants that it is lawfully seized and possessed of said real estate in fee simple, has a good right to convey it, and that the same is unencumbered, except as herein set out. Grantor further covenants and binds itself, its successors and assigns to warrant and forever defend the title to said real estate to said Grantee, its successors and assigns against the lawful claims of all persons.

Whenever used, the singular shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantor has executed this instrument on this 16 day of February, 1987.

SHONEY'S, INC.

By: [signature]
Title: Vice President of Finance

9.5.1.3.5

IDENTIFICATION REFERENCE

FEB 19 10 37 AM '87

FELIX Z. WILSON JR. REGISTER
DAVIDSON COUNTY, TN

02/19 205.50- CHECK

STATE OF TENNESSEE)
)
COUNTY OF Davidson)

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Before me, Mary L Hale, a Notary Public in and for the County and State aforesaid, personally appeared Taylor Henry Jr., 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 Vice President of Fidelity Fidelity, the within named bargainor, a corporation, and that (he/~~she~~) as such Vice Pres of Fidelity, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by (himself/~~herself~~) as Vice Pres of Fidelity.

Witness my hand and seal, at office in Nashville, Tennessee, this 16 day of February, 1987.

Mary L Hale
Notary Public

My Commission Expires:
April 19, 1987

STATE OF TENNESSEE)
)
COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is $70,000.

Affiant

Subscribed and sworn to before me, this
16 day of February, 1987.

Notary Public

My Commission Expires: April 27, 1988

EXHIBIT A

A tract or parcel of land located in Davidson County, Tennessee being Lot No. 2 on the Plan of Shoney's Franklin Road Subdivision of record in Book 6900, page 216, Register's Office for Davidson County, Tennessee, which Plan is a resubdivision of Lots 2, 3, part of Lot 4 and Lots 19 and 20, Nashville Trust Company Resubdivision of Lots 6 through 15 Block F, C.D. Elliot's Plan as of record in Book 843, page 97, Register's Office for Davidson County, which property is more particularly described as follows:

Beginning at a concrete monument in the westerly margin of Franklin Pike which point is North 21° 06' 34" West 343 feet along the westerly margin of Franklin Pike from the intersection of said westerly margin of Franklin Pike and the northerly margin of Hillview Heights; thence leaving said westerly margin of Franklin Pike South 66° 44' 42" West 135.09 feet to an iron pin; thence North 21° 06' 34" West 71.18 feet to an iron pin; thence North 67° 14' 43" East 135.05 feet to a concrete marker in the westerly margin of Franklin Pike; thence along said westerly margin of Franklin Pike South 21° 06' 34" East 70.0 feet to the point of beginning, containing 9,529 square feet or 0.219 acres, more of less.

Being part of the same property conveyed to Shoney's Big Boy Realty Company of Madison Corporation, now Shoney's, Inc. by deed of record in Book 4385, page 238, Register's Office for Davidson County, Tennessee.

Shoney's Big Boy Realty Company of Madison Corporation was merged into Danner Foods Realty, Inc. on January 28, 1970. Danner Foods Realty, Inc. was merged into Shoney's Big Boy Enterprises, Inc. dated October 26, 1975. Shoney's Big Boy Enterprises, Inc. changed its name to Shoney's, Inc. on October 21, 1976.

OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

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CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

70[illegible] CAMT.
196.00 CSTAX
.50 PRFEE
9.00 WDED
CHECK 205.50

[illegible] BAL .00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

9. 5. 1. 3 5.

IDENTIFICATION REFERENCE

FEB 19 10 37 AM '87

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN

No. 47315