SPECIAL WARRANTY DEED

FROM:	Third National Bank in Nashville, Grantor	This instrument was prepared by: Jeffrey R. King Farris, Warfield & Kanaday Seventeenth Floor
TO:	Shoney's, Inc. Grantee	Third National Bank Building Nashville, Tennessee 37219

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible	Map-Parcel Numbers
		72-3-39.00
1727 Elm Hill Pike Nashville, TN 37202	for the Payment of Real Property Taxes	Field Book Numbers
	New Owner	15DZ-15980

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is One Hundred Sixty Thousand, Seven Hundred Forty Dollars ($160,740.00)..

Affiant

SUBSCRIBED AND SWORN TO before me, this the 25th day of June, 1993.

Notary Public

My Commission Expires: 9-25-93

FOR AND IN CONSIDERATION OF the sum of One Hundred Sixty Thousand, Seven Hundred Forty and No/100 Dollars ($160,740.00), the receipt and sufficiency of which are hereby acknowledged, Third National Bank in Nashville, Grantor, has bargained and sold, and by these presents does transfer and convey unto the said Shoney's, Inc., Grantee, its successors, and/or assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to-wit:

> A tract of land in the 1st Civil District, 9th Councilmanic District of Metropolitan Nashville, Davidson County, Tennessee, being Lot #1 on the "Re-Recording of Lot #1 of Inglewood Place" as of record in Plat Book 6050, page 432, Register's Office for Davidson County, Tennessee and being more particularly described as follows:
>
> Beginning at an existing iron pin in concrete on the easterly right-of-way line of Gallatin Pike, U.S. 31E (an 84-foot wide right-of-way),

said point is at the southwest property corner of Third National Bank Trustee property as of record in Deed Book 4457, page 615, R.O.D.C., Tennessee, being on Map 72-3, Parcel 40, and proceeding as follows:

1. Leaving the easterly right-of-way line of said Gallatin Pike and with the common property line of Third National Bank Trustee for the next two calls S84°00'00"E, 183.16 feet to an existing iron pin; thence,

2. N6°26'10"E, 100.00 feet to an existing iron pin; thence,

3. Leaving said Third National Bank Trustee property and with the common property line of Emro Marketing Company as of record in Deed Book 7909, page 49, R.O.D.C., Tennessee, Map 61-15, Parcel 319, S84°00'00"E, 51.00 feet to an existing iron pin; thence,

4. Leaving said Emro Marketing Company property and with the common property line of John E. Grapes, et ux, as of record in Deed Book 5881, page 370, R.O.D.C., Tennessee, Map 72-3, Parcel 37, S6°26'02"W, 203.79 feet to an existing iron pin; thence,

5. Leaving said Grapes property and with the northerly right-of-way line of McChesney Avenue (a 60-foot wide right-of-way) N84°00'00"W, 237.90 feet to an existing iron pin; thence,

6. With a 25.00 foot radius return curve to the right having a central angle of 111°45'45", for a distance of 48.77 feet to an existing iron pin in concrete, said curve has a chord bearing and distance of N28°07'08"W, 41.394 feet; thence,

7. With the easterly right-of-way line of Gallatin Pike, N27°45'45"E, 74.85 feet to the point of beginning and containing 31,199 square feet or 0.716 acre, more or less.

This description is based upon a boundary survey for Shoney's Incorporated dated June 24, 1993 and certified by John O. Spry, Registered Land Surveyor, Tennessee License Number 727.

Being the same property conveyed to Third National Bank in Nashville by deed from Roy Dee Pearce and wife, Jessie Pearce of record in Book 4779, page 560, Register's Office for Davidson County, Tennessee and part of the same property conveyed to Third National Bank in Nashville by deed from Mr. D's Inc. of record in Book 4775, page 808, Register's Office for Davidson County, Tennessee.

This is unimproved property, known as 3700 Gallatin Road, Nashville, Tennessee.

This conveyance is expressly made subject to those title exceptions set out on Exhibit A attached hereto.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, its successors, and/or assigns, forever.

And Grantor does covenant with the said Grantee that Grantor is lawfully seized and possessed of said land in fee simple and has a good right to convey it.

And Grantor does further covenant and bind Grantor, its successors, and assigns, to warrant and forever defend the title to the said land to the said Grantee, its successors, and/or assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but not further or otherwise, except as to those matters set forth above to which this conveyance is expressly made subject.

Witness our hands this 25th day of June, 1993.

THIRD NATIONAL BANK IN NASHVILLE

By: _____

Title: V.P.

By: _____

Title: Asst V.P.

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of said County and State, personally appeared Lynn Vandergriff, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President (or other officer authorized to execute the instrument) of THIRD NATIONAL BANK IN NASHVILLE, the within named bargainor, a national banking association, and that he as such Vice President executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association by himself as Vice President.

Witness my hand and seal, at Office in Nashville, this 25th day of June, 1993.

Lisa Anne Crawford
Notary Public

My Commission Expires: 9-21-96

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, the undersigned, a Notary Public of said County and State, personally appeared Steven O. Smith, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Asst Vice President (or other officer authorized to execute the instrument) of THIRD NATIONAL BANK IN NASHVILLE, the within named bargainor, a national banking association, and that he as such Asst Vice President executed the foregoing instrument for the purposes therein contained, by signing the name of the national banking association by himself as Asst Vice President

Witness my hand and seal, at Office in Nashville, this 25th day of June, 1993.

Lisa Anne Crawford
Notary Public

My Commission Expires: 9-21-96

EXHIBIT A

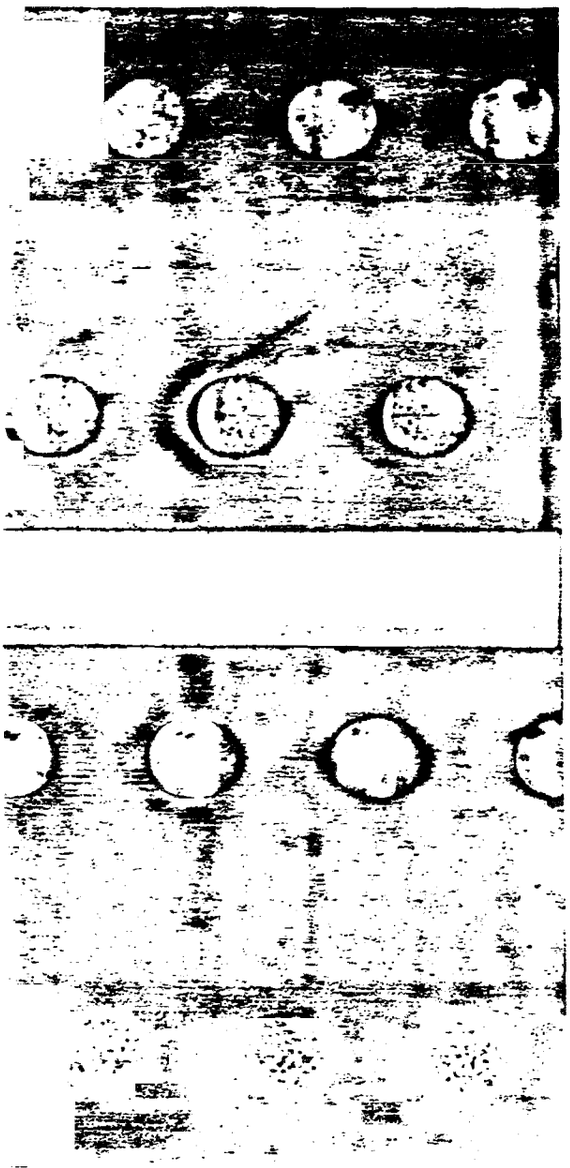
1. Taxes for 1993 constitute a lien, but are not yet due and payable.

2. All matters shown on the Plan of record in Book 6050, page 432, said Register's Office.

0682 07/06 0101 03CHECK 615.59

38127
IDENTIF. ↑ REFERENCE

93 JUL -6 PM 4:39
[illegible] REGISTER
DAVIDSON COUNTY, TN.



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

RECEIVED OF _____

FOR _____

BOOK 9005 PAGE 878

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

CAMT
160740.00
CON TX 594.59
PRFEE 1.00
WDEED 20.00
TOTAL 615.59
CHK 615.59

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK
07/06/93 01 16:39 0001 0682

38127
IDENTIF. ↑ REFERENCE

93 JUL -6 PM 4:39
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 671140