BOOK 9069 PAGE 349 LT 43.4.1
TENNESSEE

WARRANTY DEED

FROM:	SHONEY'S, INC., Grantor	This instrument was prepared by:
TO:	SHONEY'S REAL ESTATE, INC., Grantee	Farris, Warfield & Kanaday Nineteenth Floor Third National Financial Center 424 Church Street Nashville, Tennessee 37219 (615) 244-5200

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
SHONEY'S REAL ESTATE, INC. 1727 Elm Hill Pike Nashville, TN 37210 Attn: Property Acct.	SAME	104-2; 374 & 375

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Four Hundred Eighty-Six Thousand and No/100 ($486,000.00).

W. Craig Barbee
Affiant

SUBSCRIBED AND SWORN TO before me, this the 15th day of July, 1993.

Dana L. Kennedy
Notary Public

My Commission Expires: 3-22-97

FOR AND IN CONSIDERATION OF the sum of Ten Dollars ($10.00), the receipt and sufficiency of which are hereby acknowledged, SHONEY'S, INC., Grantor, has bargained and sold, and by these presents does transfer and convey unto SHONEY'S REAL ESTATE, INC., Grantee, its successors and assigns, certain land more fully described in Exhibit A hereto, together with all rights easements appurtenances and improvements (excluding fixtures), save and except for any portions previously conveyed by Grantor and portions lying in public rights of way.

The descriptions on Exhibit A are the same as on previous deeds.

This is improved property, known as 3003 West End Avenue, Nashville, TN.

This conveyance is expressly made subject to all matters created, suffered or assumed by Grantor.

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

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of said land in fee simple; has a good right to convey it, and the same is unencumbered and unrestricted except as to those matters set forth above to which this conveyance is expressly made subject.

And Grantor does further covenant and bind Grantor, its successors and assigns, to warrant and forever defend the title to the said land to Grantee, its successors and assigns against the lawful claims of all persons whomsoever except as to those matters set forth above to which this conveyance is expressly made subject.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed this 21ST day of July, 1993.

SHONEY'S, INC., a Tennessee corporation

By: W. Craig Barber

W. Craig Barber
(Typed or Printed Name)

Title: Vice President - Finance and CFO

Attest: F.E. McDaniel Jr.

F.E. McDaniel, Jr.
(Typed or Printed Name)

Title: Secretary

[CORPORATE SEAL]

SHONEY'S, INC. SEAL TENNESSEE 1968

TENNESSEE
ACKNOWLEDGMENT

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Before me, DANA L. KENNEDY, a Notary Public of said County and State, personally appeared W. Craig Barber and F.E. McDaniel, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be Vice President - Finance and CFO and Secretary (or other officers authorized to execute the instrument) of SHONEY'S, INC., the within named bargainor, a Tennessee corporation, and that they as such officers executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as such officers.

Witness my hand and seal, at Office in Nashville, this 15th day of July, 1993.

Dana L Kennedy
Notary Public

DANA L. KENNEDY NOTARY PUBLIC AT LARGE STATE OF TN

My Commission Expires: 3-22-97

63357.3-A 7/11/93

EXHIBIT A BOOK 9069 PAGE 351

Land in Davidson County, Tennessee, described as follows:

TRACT I:

Land in Davidson County, Tennessee being Lot No. 1 in Miss Kate Shield's Subdivision of part of Lot 56 Boyd Cockrill Spring Tract which subdivision is of record in Book 57, page 77, Register's Office for said County.

Said Lot No. 1 fronts 43-9/12 feet on the southern side of West End Avenue and extends back between parallel lines 163-9/12 feet on the east side and 151-1/12 feet on the west side of a 10 foot alley in the rear.

TRACT II:

Land in Davidson County, Tennessee, being parts of Lots Nos. 5 and 6 on the Plan of John H. Williams, Jr. Subdivision of Lot No. 55 of the Boyd Cockrill Spring Tract, of record in Book 161, page 77, Register's Office for said County, described according to a survey made by Barge Waggoner and Sumner, Inc., Engineers, August 3, 1965, as follows:

Beginning at a point in the southeasterly margin of West End Avenue, as widened, at its intersection with the southwesterly line of the property conveyed to Abe Zager by deed from Morgan W. Brown, et al., of record in Book 873, page 635, said Register's Office; thence with the southeasterly margin of said West End Avenue, South 36° West 76.65 feet to the northeasterly line of the Timothy property; thence with same, South 39° 05' East 150.9 feet to the northwesterly margin of an alley; thence with same, North 36° now or formerly East 76.65 feet to a point opposite the corner of a block building owned by Abe Zager; thence North 39° 05' West with the wall of said block building and continuing in the same direction, in all 150.9 feet to the beginning.

Being the same property conveyed to Shoney's, Inc., by Deed of record in Book 6613, page 254, Register's Office for Davidson County, Tennessee.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

RETURN DOCUMENT TO:
CHICAGO TITLE INSURANCE COMPANY
171 NORTH CLARK STREET
CHICAGO, ILLINOIS 60601
ATTN: LORETTA KARP

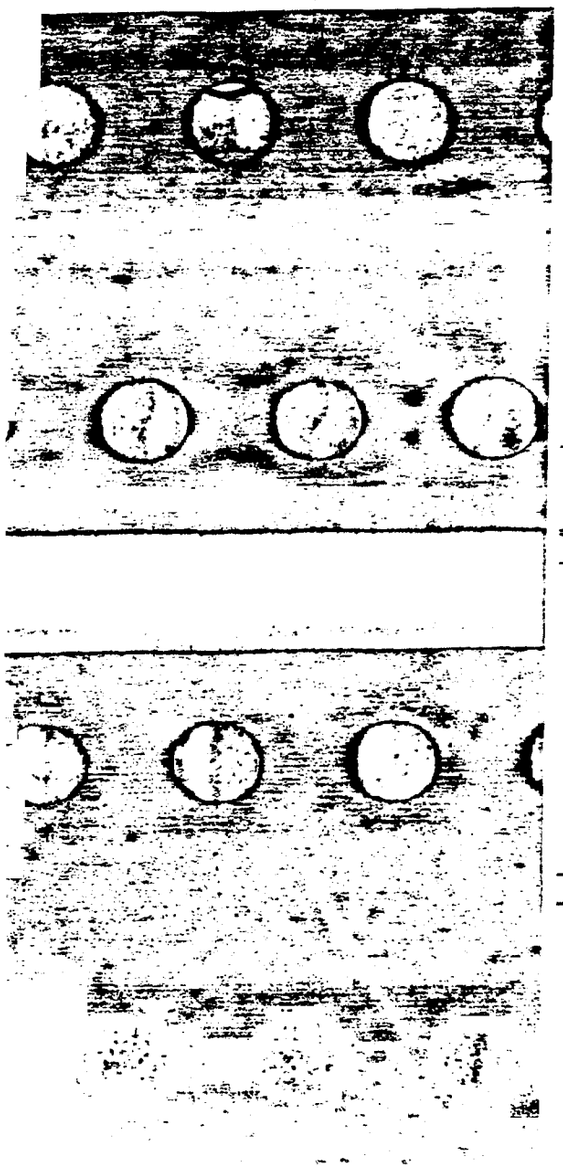
MAIL ENV.

59152
IDENTIF. & REFERENCE

93 SEP -2 PM 2:43
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

1288 09/02 0101 03CHECK 1811.20

STORE NO. 3504



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

RECEIVED OF _____

FOR _____

BOOK 9069 PAGE 352

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 486000.00
CON TX 1798.20
PRFEE 1.00
WDEED 12.00
TOTAL 1811.20
CHECK 1811.20

09/02/93 01 14:43 0001 1288

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

59152
IDENTIF. ↑ REFERENCE

93 SEP -2 PM 2:43
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 693761