(3)

BOOK 9815PG269 49

DAVIDSON COUNTY, TENNESSEE

SPECIAL WARRANTY DEED

FROM: SHONEY'S, INC., Grantor

TO: FFCA ACQUISITION CORPORATION, Grantee

This instrument was prepared by:
David J. White
Tuke Yopp & Sweeney
17th Floor
Third National Bank Building
201 Fourth Avenue North
Nashville, Tennessee 37219-2040

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes:	Map-Parcel Number(s):
FFCA Acquisition Corporation 17207 North Perimeter Dr. Scottsdale, AZ 85255	SAME	SEE ATTACHMENT A HERETO

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Three Million Eight Hundred Ninety-Nine Thousand Two Hundred Forty-Two and No/100 Dollars (3,899,242.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 29th day of September, 1995.

Monica A. Carlton
Notary Public

My Commission Expires: My Commission Expires MAR. 27, 1999

MONICA A. CARLTON NOTARY PUBLIC AT LARGE DAVIDSON COUNTY

THIS SPECIAL WARRANTY DEED is made this 29th day of September, 1995, from **SHONEY'S, INC.**, a Tennessee corporation with its principal office and place of business located at 1727 Elm Hill Pike, Nashville, Tennessee 37210 (the "Grantor"), to **FFCA ACQUISITION CORPORATION**, a Delaware corporation with its principal

95-28969 GTK

office and place of business located at 17207 North Perimeter Drive, Scottsdale, Arizona 85255 (the "Grantee").

W I T N E S S E T H:

Grantor, for itself, its successors and assigns, for and in consideration of the sum of Three Million Eight Hundred Ninety-Nine Thousand Two Hundred Forty-Two and No/100 Dollars ($3,899,242.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Grantor, has granted, bargained, sold, aliened, remised, released, conveyed and confirmed, and does hereby grant, bargain, sell, alien, remise, release, convey and confirm, to Grantee and Grantee's successors and assigns forever, the real property located in Davidson County, Tennessee, described on EXHIBIT A attached hereto and incorporated herein by reference (the "Property"), together with any easements, rights, appurtenances, buildings and improvements thereon or thereunto belonging.

This conveyance is subject to taxes for the current year and all easements, rights-of-way, conditions, covenants, restrictions, reservations and exceptions of record, and all building and zoning ordinances, laws, regulations and restrictions by municipal or other governmental authority applicable to the Property or to any easements, rights, appurtenances, buildings and improvements on or belonging unto the Property. Notwithstanding any reference to acreage or square footage contained in the description of the Property in EXHIBIT A, Grantor makes no representation or warranty, express or implied, as to the exact amount of acreage or square footage in the Property. Grantor further makes no representation or warranty, express or implied, with respect to the ownership of the minerals located on, under, or within the Property.

Except as set forth hereinabove, Grantor does hereby fully warrant the title to the Property and will defend the same against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but against none other.

IN WITNESS WHEREOF, Grantor has caused this instrument to be duly executed and delivered on the day and year first above written.

SHONEY'S, INC., a Tennessee corporation

By: W. Craig Barber

Title: Senior Executive Vice President and CFO

STATE OF TENNESSEE

COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public of the state and county mentioned, personally appeared W. Craig Barber, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Senior Executive Vice President and CFO (or other officer authorized to execute the instrument) of SHONEY'S, INC., the within named bargainor, a corporation, and that he as such Senior Executive Vice President and CFO, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation by himself as Senior Executive Vice President and CFO.

Witness my hand and seal, at Office in Nashville, Tennessee, this 27 th day of September, 1995.

Monica A. Carlson
Notary Public

My Commission Expires:

My Commission Expires MAR. 27, 1999

[NOTARIAL SEAL]

MONICA A. CARLSON NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

EXHIBIT A

Store No. 5720

A tract of land lying in the Second Civil District of Metropolitan Nashville - Davidson County, Tennessee and shown on a survey by Ragan-Smith-Associates, Inc., Job Number 84-043/4823, dated March 23, 1995, and being more particularly described as follows:

BEGINNING at an iron pin set on the northerly right-of-way line of Lebanon Road, U.S. 70-N, State Route 24, at the southwest corner of a tract conveyed to Taco Bell, Inc., by deed recorded in Book 5955, Page 507, Register's Office for Davidson County, Tennessee; thence,

1. With said northerly right-of-way line, westerly, with a curve to the left, having a radius of 1597.70 feet and a central angle of 04°20'50", an arc length of 121.23 feet, a chord bearing and distance of South 85°21'57" West, 121.20 feet to an existing iron pin; thence,

2. Leaving said northerly right-of-way line and with the easterly line of a 30-foot wide joint ingress and egress easement of record in Deed Book 5230, Page 637, and in Plat Book 5210, Page 71, Register's Office for Davidson County, Tennessee, westerly, with a curve to the right, having a radius of 25.00 feet and a central angle of 96°52'08", an arc length of 42.27 feet, a chord bearing and distance of North 48°22'24" West, 37.41 feet to an existing iron pin; thence,

3. North 00°03'40" East, 166.13 feet to an existing railroad spike; thence,

4. Leaving said easterly line, and with the southerly line of Lot One of Moore - Handley, Lebanon Road Site of record in Book 5210, Page 71, Register's Office for Davidson County, Tennessee, North 88°17'08" East, 149.03 feet to an iron pin set; thence,

5. Leaving said southerly line with the westerly line of Belz Investment Co. tract of record in Book 4620, Page 935, Register's Office for Davidson County, Tennessee, and the westerly line of said Taco Bell tract, South 00°07'02" West, 185.65 feet to the POINT OF BEGINNING.

Being the same property conveyed to Shoney's, Inc. by deed of record in Book 6328, Page 663, Register's Office for Davidson County, Tennessee.

The above description is taken from a survey prepared by John O. Spry, Tennessee R.L.S. No. 727, of Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206.

EXHIBIT A (Continued)

Store No. 5751

A parcel of land in the 7th Civil District of Metropolitan Nashville - Davidson County, Tennessee, being Lot 3 and parts of Lots 4 and 5 of the Bransford Realty Company's Subdivision of Maxey Avenue and Gallatin Road Property, of record in Plat Book 332, Page 44, Register's Office for Davidson County, Tennessee, being located on the east margin of Gallatin Pike, U.S. 31E, north of Litton Avenue and south of Leland Avenue, and described according to a survey made by Ragan-Smith-Associates, Inc., Project No. 95-043, Work Order No. 4837, dated March 28, 1995, as follows:

BEGINNING at a set iron pin at the base of a rock wall on the east margin of Gallatin Pike; the southwest corner of Lot 6 of said Subdivision, said iron pin being located approximately 260 feet southerly of the south end of the southeast return curve at the intersection of the south margin of Leland Avenue and the east margin of Gallatin Pike, as measured along the east margin of Gallatin Pike thence;

1. With the south line of said Lot 6, South 84°29'24" East, a distance of 220.27 feet (218.3 feet by deed) to an existing iron pin at the intersection of Alley No. 2040, a 15-foot alley, said iron pin being the southeast corner of Lot 6; thence,

2. With the west margin of Alley No. 2040, South 15°51'16" West, a distance of 152.83 feet (153 feet by deed) to an existing iron pin, the northeast corner of Lot 2 of said Subdivision; thence,

3. With the north line of said Lot 2, North 84°13'20" West, a distance of 248.50 feet (241 feet by deed) to a set iron pin in the east margin of Gallatin Pike, at the base of a block retaining wall; thence,

4. With the east margin of Gallatin Pike, North 21°39'00" East, a distance of 54.43 feet (53 feet by deed) to a set iron pin; thence

5. Continuing with the east margin of Gallatin Pike, South 68°21'00" East, a distance of 12.00 feet to a set iron pin; thence,

6. With said margin, North 21°39'00" East, a distance of 104.34 feet (104 feet by deed) to the POINT OF BEGINNING.

Being the same property conveyed to Shoney's, Inc. by deed of record in Book 5888, Page 46, Register's Office for Davidson County, Tennessee.

The above description is taken from a survey prepared by John O. Spry, Tennessee R.L.S. No. 727, of Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206.

95-28905

EXHIBIT A (Continued)

Store No. 5752

A tract of land in Metropolitan Nashville, Davidson County, Tennessee, being Lots Nos. 36 and 37, and the westerly 12.5 feet of Lot No. 35 on the Plan of Resha Heights, of record in Plat Book 1424, Page 110, Register's Office for Davidson County, Tennessee, and described according to a survey made by Ragan-Smith-Associates, Inc., Job No. 83-010, W.O. 4826, dated March 7, 1995, as follows:

BEGINNING at an iron pin set on the northerly margin of Clarksville Pike, U.S. 41-A, State Route 12, as conveyed to the State of Tennessee, by Consent Judgment and Final Decree of record in Deed Book 6671, Page 836, Register's Office for Davidson County, Tennessee, said point lying on the common line of Lots 37 and 38 on the Plan of Resha Heights, said iron pin being southeasterly 80.62 feet from the southeasterly return curve at Clarksville Pike and Summit Avenue, as measured along the new northerly margin of Clarksville Pike; thence with said common line,

1. North 36°52'38" East, 156.66 feet to an existing iron pin on the southerly margin of a 20 foot Alley; thence with said Alley,

2. South 53°09'52" East, 187.29 feet to an existing iron pin; thence,

3. South 36°52'38" West, 156.59 feet to an iron pin set on the northerly margin of Clarksville Pike; thence with said Pike,

4. North 53°18'37" West, 166.93 feet to an iron pin set; thence,

5. North 52°09'52" West, 20.36 feet to an iron pin set; thence, to the POINT OF BEGINNING.

Being part of the same property conveyed to Shoney's, Inc., by deed of record in Book 5888, Page 43, Register's Office for Davidson County, Tennessee.

The above description is taken from a survey prepared by John O. Spry, Tennessee R.L.S. No. 727, of Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206.

95-28902

EXHIBIT A (Continued)

Store No. 5753

A tract of land lying in Metropolitan Nashville, Davidson County, Tennessee, being Lot numbers 20, 21 and 22 on the Plan of George I. Waddey's Subdivision of Westwood, of record in Book 332, Page 99, Register's Office for Davidson County, Tennessee, and described according to a survey made by Ragan-Smith-Associates, Inc., Project No. 95-041, Work Order No. 4835, dated March 21, 1995, as follows:

BEGINNING at a cotton spike set on the easterly margin of Franklin Pike, said point lying 150 feet northerly as measured along the easterly margin of Franklin Pike from the northerly margin of Biloxi Avenue; thence with said easterly margin,

1. North 15°30'00" West, 149.89 feet to a P.K. nail set; thence leaving Franklin Pike,

2. North 74°30'00" East, 168.74 feet to an existing iron pin on the westerly margin of a 15' Alley; thence with said Alley,

3. South 15°30'00" East, 149.89 feet to an existing iron pin; thence leaving said Alley,

4. South 74°30'00" West, 168.74 feet to the POINT OF BEGINNING.

Being a part of the same property conveyed to Shoney's, Inc., by deed of record in Book 5888, Page 34, Register's Office for Davidson County, Tennessee.

The above description is taken from a survey prepared by John O. Spry, Tennessee R.L.S. No. 727, of Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206.

95-25897

Store No. 5754

A tract of land lying in Metropolitan Nashville, Davidson County, Tennessee, and being part of Lots 2, 3, 4 and 5 of the Plan Showing Long and Ashworth's Subdivision of Lot 35, of record in Book 57, Page 87, Register's Office for Davidson County, Tennessee, and described according to a survey made by Ragan-Smith-Associates, Inc., Project No. 95-045, Work Order No. 4839, dated March 17, 1995, as follows:

BEGINNING at a Tack in Lead set at the intersection of the westerly margin of 26th Avenue North (30' R/W) and the northerly margin of Jefferson Street (94' R/W); thence with the northerly margin of Jefferson Street,

1. South 82°03'04" West, 200.94 feet to an iron pin set; thence leaving Jefferson Street,

2. North 08°05'21" West, 143.60 feet to a Railroad Spike set on the southerly margin of Beasley Street (30' R/W); thence with said street,

3. North 81°56'38" East, 201.20 feet to an iron pin set on the westerly margin of 26th Avenue North; thence with said street,

4. South 07°59'07" East, 143.98 feet to the POINT OF BEGINNING.

Being the same property conveyed to Shoney's, Inc., by deed of record in Book 5888, Page 37, Register's Office for Davidson County, Tennessee.

The above description is taken from a survey prepared by John O. Spry, Tennessee R.L.S. No. 727, of Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206.

95-28901

EXHIBIT A (Continued)

Store No. 5755

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, being a portion of the Reserve Parcel as shown on the Subdivision of George Hicks Property - Number Two, as of record in Plat Book 5060, Page 86, Register's Office for Davidson County, Tennessee, and being more particularly described according to a survey by Ragan-Smith-Associates, Inc., Job No. 95-040, Work Order No. 4834, dated April 6, 1995, as follows:

BEGINNING at an iron pin (set) on the westerly right-of-way line of Nolensville Pike, U.S. Highway 31-A and 41-A, State Route 11 (110-foot public right-of-way) that is 1050.5 feet, more or less, north of the northerly end of the northwesterly return curve at the intersection of McMurray Drive and Nolensville Pike; said iron pin also being the northeasterly property corner of Lot No. 2 - Parcel (197) as shown on the aforesaid subdivision plat; thence,

1. Leaving said right-of-way line, with the northerly property line of Lot No. 2 - Parcel (197), South 82°01'00" West, 241.96 feet to an iron pin (set) in the easterly property line of Lot No. 8 as shown on the Final Plat of Whispering Hills - Section 5, as of record in Plat Book 3300, Page 11, Register's Office for Davidson County, Tennessee; thence,

2. With the easterly property line of Lot No. 8, in part, North 01°35'00" West, 66.02 feet to an iron pin (set) at the common easterly property corner between Lots 7 and 8; thence,

3. With the easterly property line of Lot No. 7, in part, North 12°31'00" West, 84.65 feet to an existing iron pin at the southwesterly property corner of Lot No. 1 as shown on the Final Plat of George Hicks Property - Number 6, as of record in Plat Book 5190, Page 143, Register's Office for Davidson County, Tennessee; thence,

4. With the southerly property line of Lot No. 1, North 82°01'00" East, 241.29 feet (241.31 feet recorded) to an existing iron pin on the westerly right-of-way line of Nolensville Pike; thence,

5. With the westerly right-of-way line of Nolensville Pike, South 07°59'00" East, 150.00 feet to the POINT OF BEGINNING.

Being the same property conveyed to Shoney's, Inc. by deed of record in Book 5888, Page 40, Register's Office for Davidson County, Tennessee.

This description is taken from a survey prepared by John O. Spry, Tennessee R.L.S. No. 727, of Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206, Job Number 95-040, Work Order 4834.

95-28900

EXHIBIT A (Continued)

Store No. 5760

Land in Davidson County, Tennessee, being Lot No. 2 on the Plan of the Resubdivision of the Lebanon Pike Shoney's and Lee's, of record in Book 9700, page 40, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description.

Being part of the same property conveyed to Shoney's, Inc. by deed from Commerce Union Bank, Successor Trustee, under the terms of an Agreement with Harold E. Stanford, dated November 25, 1959, said deed being of record in Book 5909, page 650, said Register's Office.

95-28899

EXHIBIT A (Continued)

Store No. 5762

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee and described according to a survey prepared by Ragan-Smith-Associates, Inc., dated March 13, 1995, Project Number 95-042, being more particularly described as follows:

BEGINNING at an iron pin set at the Westerly end of the Northwest return curve, the intersection of Nolensville Pike (a 80-foot wide road) and McNally Drive (a 60-foot wide road); thence,

1. With the Northerly right-of-way line of McNally Drive, South 64°49'00" West, 225.00 feet to an existing iron pin; thence,

2. Leaving said road and with the Easterly line of the Service Merchandise Company, Inc. property as of record in Deed Book 8327, Page 752, Register's Office for Davidson County, Tennessee, the same also being the Easterly line of Lot 40A as shown on the plan entitled "Resubdivision of Lot 40, Section Thirteen, Allied Industrial Park Subdivision" as recorded in Plat Book 6050, Page 29, Register's Office for Davidson County, Tennessee, North 25°11'00" West, 155.00 feet to a tack and lead set in a drilled hole; thence,

3. With the Southerly line of the Thomas L. Yount property as recorded in Deed Book 9020, Page 566, Register's Office for Davidson County, Tennessee, the same also being the Southerly line of Lot 1 as shown on the plan entitled "Anton & Sparks Subdivision" as recorded in Plat Book 4470, Page 158, Register's Office for Davidson County, Tennessee, North 64°48'57" East, 250.00 feet (N 64°49'00" E, 250.00 feet recorded) to an iron pin set; thence,

4. With the Westerly right-of-way line of Nolensville Pike, South 25°11'00" East, 130.00 feet to a railroad spike set; thence,

5. Southwesterly 39.27 feet along the arc of a curve to the right that has a radius of 25.00 feet to the POINT OF BEGINNING, said curve has a chord bearing and distance of S 19°49'00" W, 35.355 feet (35.36 feet recorded).

Being the same property conveyed to Shoney's, Inc. by deed of record in Book 8866, Page 280, Register's Office for Davidson County, Tennessee.

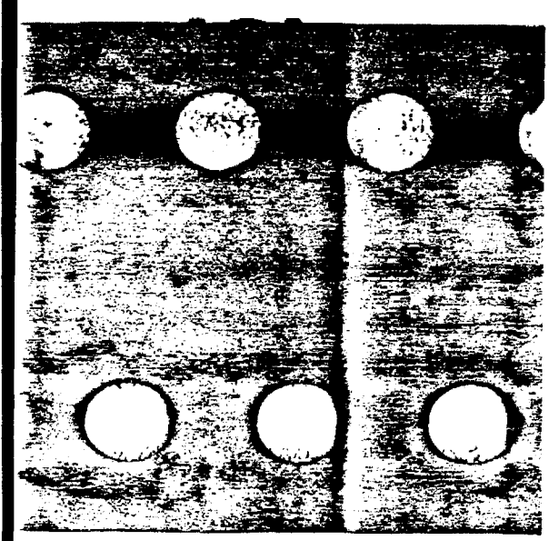
95-28898

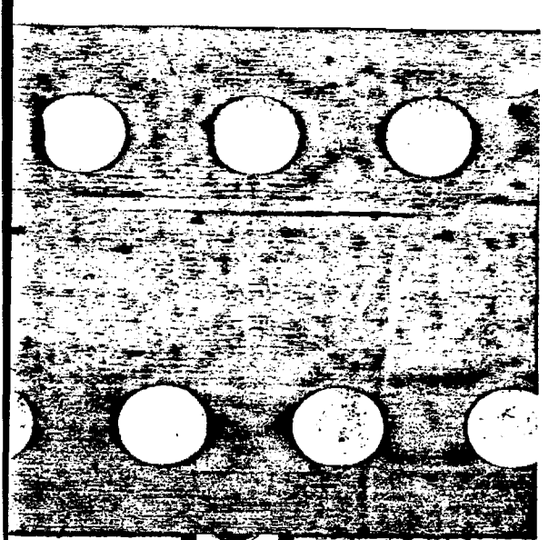
The above description is taken from a survey prepared by John O. Spry, Tennessee R.L.S. No. 727, of Ragan-Smith-Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206.

ATTACHMENT A

Store No.	Map and Parcel No.	Street Address
5720	64-15; 5	4400 Lebanon Road
5751	72-10; 16	2904 Gallatin Road
5752	70-13; 44	3232 Clarksville Hwy.
5753	118-2; 195	2526 Franklin Road
5754	92-2; 99	2600 Jefferson Street
5755	147-16; 198	4831 Nolensville Road
5760	P/O 95-4; 187	2623 Lebanon Road
5762	133-6; 241	3737 Nolensville Road

0107829
IDENTIF. & REFERENCE
95 OCT -3 AM 11:39
DAVIDSON COUNTY, TN.
2699 10/03 0101 03CHECK 14488.04





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

RECEIVED OF _____

FOR _____

BOOK 9815 PG 284

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
3899242.00
CON TX 14427.04
PRFEE 1.00
WDEED 60.00
TOTAL 14488.04
CHECK 14488.04

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

10/03/95 01 11:41 0001 2099

0107829
IDENTIF. # REFERENCE

95 OCT -3 AM 11:39

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 960887