BOOK 9815 PG 285

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DAVIDSON COUNTY, TENNESSEE

SPECIAL WARRANTY DEED

FROM: SHONEY'S, INC., Grantor	This instrument was prepared by:	
TO: MRS. WINNER'S, L.P., Grantee	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):
Mrs. Winner's, L.P. 5995 Barfield Road Atlanta, GA 30328	Same	P/O 95-4; 187

STATE OF Tennessee)
COUNTY OF Davidson)

The actual consideration or value, whichever is greater, for this transfer is One Hundred Thirty Thousand and No/100 Dollars (130,000.00).

Affiant

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

Notary Public

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

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 **MRS. WINNER'S, L.P.**, a Georgia limited partnership with its principal office and

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place of business located at 5995 Barfield Road, Atlanta, Georgia 30328 (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 One Hundred Thirty Thousand and No/100 Dollars ($130,000.00) 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 TN

EXHIBIT A

Store No. 5760

Land in Davidson County, Tennessee, being Lot No. 3 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.

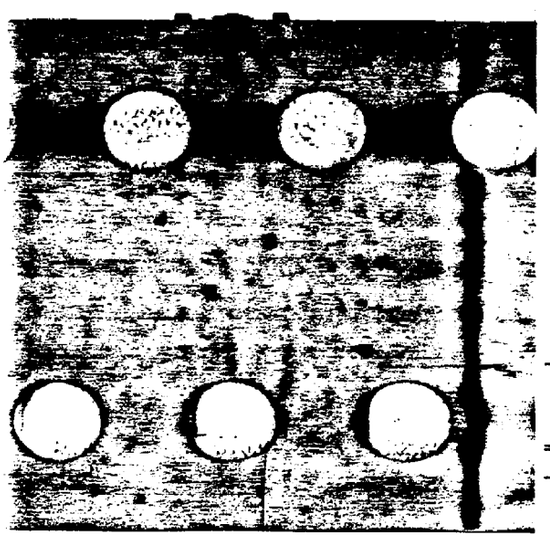
2100 10/03 0101 03CHECK 498.00

95 OCT -3 AM 11:40

FELIX A. [illegible]
DAVIDSON COUNTY, TN.

IDENTIF. & REFERENCE

0107830



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

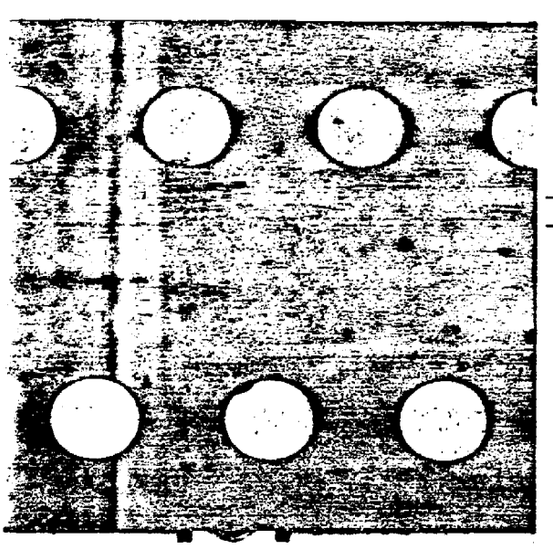
RECEIVED OF _____

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



CAMT 130000.00
CON TX 481.00
PRFEE 1.00
WDEED 16.00
TOTAL 498.00
CHECK 498.00

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

10/03/95 01 11142 0001 2100

0107830
IDENTIF. & REFERENCE

95 OCT -3 AM 11:40
FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 960888