BOOK 10715 PG 493

0378606

IDENTIF. & REFERENCE

97 DEC 10 AM 11:05

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

TENNESSEE

PICK-UP

This Instrument Was Prepared By:
David J. White
Tuke Yopp & Sweeney
NationsBank Plaza, Suite 1100
414 Union Street
Nashville, Tennessee 37219

WARRANTY DEED

FROM: **SHONEY'S, INC., Grantor**

TO: **COMMISSARY OPERATIONS, INC., Grantee**

Address New Owner as follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
COMMISSARY OPERATIONS, INC. 1727 Elm Hill Pike Nashville, TN 37210 Attn: Property Acct.	Same	Map 118-12, Parcel 1

STATE OF NEW YORK)
COUNTY OF NEW YORK)

The actual consideration or value, whichever is greater, for this transfer is Seven Hundred Four Thousand Eight Hundred Thirty-Nine and 50/100 Dollars ($704,839.50).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 1ST day of December, 1997.

Notary Public

My Commission Expires:

JILL K. GARDNER
Notary Public, State of New York
No. 01GA5085084
Qualified in New York County
Commission Expires Sept. 15, 1999

FOR AND IN CONSIDERATION OF the sum of Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, **SHONEY'S, INC.** (the "Grantor"), has bargained and sold, and by these presents does transfer and convey, unto **COMMISSARY OPERATIONS, INC.** (the "Grantee"), and its successors and assigns, certain land more fully described in **Exhibit A** hereto (the "Property"), together with any rights, privileges, easements and appurtenances thereunto belonging (specifically including, but not limited to, any rights, privileges, easements and appurtenances granted for the benefit of the Property in the deed(s) identified in **Exhibit A** hereto pursuant to which Grantor acquired the Property).

The descriptions contained in **Exhibit A** are the same as on previous deeds, unless otherwise noted.

This is a conveyance of land only; Grantee presently owns the improvements. To further evidence and clarify such ownership, Grantor hereby quitclaims to Grantee any and all interest Grantor may have in and to the improvements located on the Property.

This is improved property located on Eugenia Avenue in Nashville, Tennessee.

This conveyance is made subject to the following matters to the extent the same are matters of public record: (i) all previously reserved or conveyed interests in and to the oil, gas or other minerals lying in or under the Property; and (ii) all other matters affecting the Property that were suffered, created or assumed by Grantor.

TO HAVE AND TO HOLD the Property to Grantee, and its successors and assigns, forever, together with any rights, privileges, easements and appurtenances thereunto belonging (specifically including, but not limited to, any rights, privileges, easements and appurtenances granted for the benefit of the Property in the deed(s) identified in **Exhibit A** hereto pursuant to which Grantor acquired the Property). Notwithstanding any reference to acreage or square footage contained in the description of the property conveyed hereby, Grantor makes no representation or warranty, express or implied, as to the exact amount of acreage or square footage in the property conveyed hereby.

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, subject to the matters set forth herein to which this conveyance is made subject.

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

IN WITNESS WHEREOF, Grantor has caused this Warranty Deed to be executed this 1st day of December, 1997.

SHONEY'S, INC., a Tennessee corporation

By: _____
F.E. McDaniel, Jr.

Title: Senior Vice President, Secretary and Treasurer

BOOK 10715 PG 495

STATE OF NEW YORK)
COUNTY OF NEW YORK)

Before me, the undersigned, a Notary Public of the state and county mentioned, personally appeared 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 himself to be Senior Vice President, Secretary and Treasurer of Shoney's, Inc., the within named bargainor, a corporation, and that he as such Senior Vice President, Secretary and Treasurer, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation by himself as Senior Vice President, Secretary and Treasurer.

Witness my hand and seal, at Office in New York, New York, this 1ST day of December, 1997.

Jill K Gardner
Notary Public

My Commission Expires:

(NOTARIAL SEAL)

JILL K. GARDNER
Notary Public, State of New York
No. 01GA5085064
Qualified in New York County
Commission Expires Sept. 16, 1999

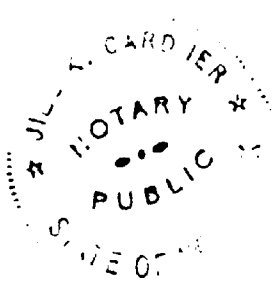


Exhibit A

Land in Davidson County, Tennessee, being more particularly described as follows:

Being a parcel of land in the First Civil District, Nashville, Davidson County, Tennessee, being property conveyed to Houston McCord Realty Company by deed of record in Book 436, Page 545, Register's Office of Davidson County, Tennessee, and being more particularly described as follows:

Beginning, at the point of intersection of the westerly margin of Eugenia Avenue and the southerly margin of Cruzen Street; thence, with said westerly margin S 00° 37' 40" W, 5.00 feet to a point; thence, leaving said westerly margin N 89° 22' 20" W, 497.50 feet to a point; thence, in a southerly direction with a curve to the left 48.89 feet to a point; said curve having a central angle of 05° 51' 22", a radius of 478.34 feet and a tangent of 24.46 feet; thence, S 00° 37' 40" W, 291.12 feet to a concrete monument; thence, N 89° 22' 20" W, 542.89 feet to a point; thence, N 06° 06' E, 410.50 feet to a point; thence, N 08° 06' E, 659.23 feet to a point; thence, S 75° 03' E, 323.45 feet to a point; thence, S 77° 23' E, 242.00 feet to a point; thence, S 00° 07' 30" W, 12.00 feet to a point; thence, S 78° 53' E, 201.97 feet to a point in the westerly margin of an alley; thence, with said westerly margin S 00° 07' 30" W, 488.39 feet to a point at the intersection with the northerly margin of Cruzen Street; thence, crossing with the terminus of said Cruzen Street S 00° 37' 40" W, 50.00 feet to a point; thence, with the southerly margin of said Cruzen Street S 89° 22' 20" E, 165.00 feet to the point of beginning, containing 686,769 square feet or 15.77 acres, more or less.

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads.

Being property conveyed to Shoney's, Inc. by Warranty Deed of record in Book 6344, Page 178, as corrected by Instrument of Correction recorded in Book 7591, Page 285, and re-recorded in Book 7594, Page 612, all in the Office of the Register of Deeds for Davidson County, Tennessee.

9475 12/10 0101 03CHECK 2624.91

OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY

NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10715 PG 497

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

704839-50

CON TX 2607-91

PRFEE 1.00

WDEED 16.00

TOTAL 2624-91

CHECK 2624-91

12/10/97 01 11:08 0001 9475

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0378606

IDENTIF. & REFERENCE

97 DEC 10 AM 11:05

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

No. 1230259