BOOK 10715 PG 443

0378604

IDENTIF. & REFERENCE

97 DEC 10 AM 11:02

FELIX Z. WILSON II REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

TENNESSEE
Davidson Cty.

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

RE-RECORD BOOK 10717 PG 899

TO: SHN PROPERTIES, LLC, 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
SHN PROPERTIES, LLC 1727 Elm Hill Pike Nashville, TN 37210 Attn: Property Acct.	Same	SEE SCHEDULE I ATTACHED HERETO

9473 12/10 0101 03CHECK 52447.70

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Fourteen Million One Hundred Fifty-One Thousand and No/100 Dollars ($14,151,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 9th day of December, 1997.

Notary Public

My Commission Expires: March 27, 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 **SHN PROPERTIES, LLC** (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 and the permanent improvements (excluding fixtures) on the Property (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 improved property, with the addresses as shown on SCHEDULE I attached hereto.

205256.6-A 12/9/97

This instrument is being re-recorded to evidence that Grantor has initialed all pages of **Exhibit A** and **Exhibit B** hereto confirming Grantor's approval thereof.

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 and the permanent improvements (excluding fixtures) on the Property (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.

Further, Grantor quitclaims to Grantee all of Grantor's right, title and interest in and to the real property described in **Exhibit B** attached hereto. **GRANTOR MAKES NO REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, WITH RESPECT TO SUCH PROPERTY DESCRIBED ON Exhibit B.**

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

SHONEY'S, INC., a Tennessee corporation

By: F.E. McDaniel, Jr.

Title: Senior Vice President, Secretary and Treasurer

STATE OF TENNESSEE
COUNTY OF DAVIDSON

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 Nashville, Tennessee, this 9th day of December, 1997.

Monica A. Carlson
Notary Public

My Commission Expires:
March 27, 1999

[NOTARIAL SEAL]

NOTARY PUBLIC AT LARGE DAVIDSON COUNTY

205256.6-A 12/9/97

RE-RECORD BOOK 10717 PG 900

SCHEDULE I

Store No.	Map/Parcel	Address
1208	93-13/36 & 563	1521 Demonbreun St. Nashville, TN 37203
1219	34-2/67 (**Exhibit A**) 34-2/81 (**Exhibit B**)	914 Two Mile Pk. Goodlettsville, TN 37072
1223	82-15/222	110 Interstate Dr. Nashville, TN 37213
1236	86/197	3455 Lebanon Rd. Hermitage, TN 37076
1237	106-16/46.03	1051 Murfreesboro Rd. Nashville, TN 37217
1242	108/174	546 Donelson Pk. Nashville, TN 37214
1243 & 3535	71-6/78	305 West Trinity Ln. Nashville, TN 37207
1324	127/273	7745 Highway 70 South Bellevue, TN 37221
3501	95-4/187	2633 Lebanon Rd. Donelson, TN 37214
3514	133-6/244	3715 Nolensville Rd. Nashville, TN 37211
3522	60-8/21	3021 Dickerson Rd. Nashville, TN 37207
3544	149/240	2705 Murfreesboro Rd. Nashville, TN 37217
3585	160/224	789 Old Hickory Blvd. Brentwood, TN 37027
3670	19-14/5	405 Long Hollow Pk. Goodlettsville, TN 37072
3686	142/135	7075 Old Harding Rd. Bellevue, TN 37221
7705	34-2/95	271 Gleaves St. Madison, TN 37115

RE-RECORD BOOK 10717 PG 901

Exhibit A

Store No. 1208
Davidson County, Tennessee

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

Tract I:

A tract of land in the First Civil District of Davidson County, City of Nashville, Tennessee, being Lot 2 as shown on the plan of the First Revision Lots 1 & 2, Music Circle East, of record in Book 5200, Page 426, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

TRACT II:

A tract of land in the First Civil District of Davidson County, City of Nashville, Tennessee, being part of Reserved Parcel A as shown on the plan of the First Revision Lots 1 & 2, Music Circle East, of record in Book 5200, Page 426, Register's Office for Davidson County, Tennessee, described as follows:

Beginning at existing iron pin in the northerly right of way margin of Music Circle East (formerly Laurel Street), a 60-foot public right of way, and also being the southeast corner of Sherman Ford & Joy G. Ford of record in Book 6405, Page 546, Register's Office for Davidson County, Tennessee; thence,

1. With the easterly line of Sherman Ford & Joy G. Ford, N 27°54'00" W, 169.96 feet to a PK Nail set in the southeasterly right of way margin of Alley # 234, a 17.5-foot alley; thence,

2. With the easterly right of way margin of Alley # 234, N 62°36'00" E, 3.28 feet to a point; thence,

3. With the westerly right of way margin of Alley # 234, a 20-foot alley, as relocated by the Metropolitan Government of Nashville and Davidson County, Tennessee, Ordinance Bill No. 089-994, with a curve to the right having a radius of 10.00 feet, an arc length of 15.62 feet, and a chord bearing and distance of S 72°39'00" E, 14.08 feet to a point; thence,

4. With the westerly right of way margin of said relocated Alley # 234, S 27°54'00" E, 149.96 feet to a point; thence,

5. With a curve to the right having a radius of 10.00 feet, an arc length of 15.80 feet, and a chord bearing and distance of S 17°21'00" W, 14.20 feet to a point in the northerly right of way margin of Music Circle East; thence,

6. With the northerly right of way margin of Music Circle East, S 62°36'00" W, 3.11 feet to the Point Of Beginning.

Tract II is described according to a survey dated March 26, 1996, prepared by Thomas G. Rosenthal, RLS Tennessee No. 1805, of Ragan-Smith Associates, Inc., 315 Woodland Street, Nashville, Tennessee 37206, Project No. 89-107/5149.

LESS AND EXCEPT any portions of Tracts I and II conveyed or taken for rights of way for public streets or roads.

RE-RECORD

Exhibit A

(Continued)

BOOK 10715 PG 447

Tracts I and II being property conveyed to Shoney's, Inc., by deeds of record in Book 5854, Page 11, and Book 10026, Page 967, all in the Office of the Register of Deeds for Davidson County, Tennessee, and being property vested in Shoney's, Inc. pursuant to alley closings by the Metropolitan Government of Nashville and Davidson County, Tennessee, Ordinance Bill No. 082-871 and the Metropolitan Government of Nashville and Davidson County, Tennessee, Ordinance Bill No. 089-994, as amended on October 17, 1989.

RE-RECORD BOOK 10717 PG 903

206208.1 10/21/97

Exhibit A

(Continued)

Store No. 1219
Davidson County, Tennessee

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

Land in the 10th Civil District of Davidson County, Tennessee, bounded on the west by Two Mile Pike, located north of Gallatin Road, being Lot "F" of the resubdivision of Rivergate Park, of record in Book 4300, page 107, Register's Office for said County, more particularly described as follows:

Beginning at a point on the easterly right of way of Two Mile Pike, south 18° 35' east 573.12 feet from the center line of Bluebird Drive; thence north 71° 25' east 169.98 feet to a point, the beginning of a curve to the left; thence with said curve having a radius of 87.50 feet and a central angle of 19° 29', 30.04 feet to a point; thence north 51° 56' east 16.63 feet to a point on the southerly margin of an access easement; thence easterly along said easement and around a curve having a radius of 135.00 feet and a central angle of 36° 26', 85.84 feet to a point; thence south 74° 30' east 54.59 feet to a point, the beginning of a curve to the left; thence along said curve having a radius of 85.00 feet and a central angle of 2° 27', 3.63 feet to a concrete monument; thence south 35° 18' west 105.49 feet to a point; thence north 54° 46' west 27.00 feet to a point; thence south 35° 18' west 264.41 feet to a point on the easterly margin of Two Mile Pike; thence along Two Mile Pike, north 18° 35' west 285.00 feet to the point of beginning, containing 1.32 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 Danner Foods, Inc. by Warranty Deed of record in Book 4520, Page 468, the said Danner Foods, Inc., having changed its name to Shoney's Big Boy Enterprises, Inc. as evidenced by Articles of Amendment to Charter of record in Book 4506, Page 847; the said Shoney's Big Boy Enterprises, Inc. having changed its name to Shoney's, Inc., as evidenced by Articles of Amendment to Restated Charter of record in Book 5082, Page 398, all in the Office of the Register of Deeds for Davidson County, Tennessee.

RE-RECORD BOOK 10717 PG 904

Exhibit A

(Continued)

BOOK 10715 PG 449

Store No. 1223
Davidson County, Tennessee

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

A Tract of Land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, being Lot No. 1 on the Resubdivision of Lots 114 through 119 Shelby's Third Addition to Edgefield, of record in Book 8250, Page 23, Register's Office for Davidson County, Tennessee, and being Parcel No. 222 on Tax Map 82-15, more particularly described according to ALTA/ACSM Land Title Survey of Ragan-Smith-Murphy & Associates, Inc., Job No. 91-024 dated March 14, 1991, revised May 21, 1991, June 11, 1991, and June 24, 1991, as follows:

Beginning at a point on the north right-of-way line of Woodland Street, being the westerly end of a 25-foot radius curve at Woodland Street and Interstate Drive; thence,

1. With the northerly right-of-way line of Woodland Street, South 58 deg. 38 min. 30 sec. West, 79.93 feet to an existing iron pin at the beginning of a curve; thence,

2. Continuing with the northerly right-of-way line of Woodland Street with a curve to the right (radius 1674.85 feet) southwestwardly a distance of 125.30 feet to an iron pin at the common corner of Lots 1 and 2 of the above-noted plan and having a chord bearing and distance of South 61 deg. 41 min. 22 sec. West, 125.266 feet; thence,

3. With the common line between Lots 1 and 2, North 31 deg. 04 min. 00 sec. West 160.00 feet to an iron pin set; thence,

4. With the north line of Lot No. 1, North 60 deg. 18 min. 04 sec. East, 230.00 feet to an iron pin on the westerly right-of-way line of Interstate Drive; thence,

5. With the westerly right-of-way line of Interstate Drive, South 31 deg. 03 min. 44 sec. East, 135.13 feet to a point at the beginning of a curve; thence,

6. With said curve to the right (radius 25.00 feet) southwestwardly a distance of 39.14 feet to the point of beginning and having a chord bearing and distance of South 13 deg. 47 min. 23 sec. West, 35.26 feet and containing 37,058 square feet, or 0.85 acres, more of 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 deed of record in Book 8399, Page 656, in the Office of the Register of Deeds for Davidson County, Tennessee.

RE-RECORD
BOOK 10717 PG 905

Exhibit A

(Continued)

Store No. 1236
Davidson County, Tennessee

Land in the 4th Civil District of Davidson County, Tennessee, being more particularly described as follows:

Lot No. 1 on the plat of Section 2, Shoney's Big Boy, Lebanon Pike of record in Book 4860, Page 92, in the Office of the Register of Deeds for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

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

Being part of the property conveyed to Shoney's Big Boy Enterprises, Inc., by Warranty Deed of record in Book 4754, Page 810, as re-recorded in Book 4756, page 861, and by deed of record in Book 4880, page 437, the said Shoney's Big Boy Enterprises, Inc., having changed its name to Shoney's, Inc., as evidenced by Articles of Amendment to Restated Charter recorded in Book 5082, Page 398, all in the Office of the Register of Deeds for Davidson County, Tennessee.

Exhibit A

(Continued)

BOOK 10715 PG 451

Store No. 1237
Davidson County, Tennessee

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

Land in the 2nd Civil District of said County and State, being the westerly 75 feet of lot No. 4, all of lot No. 5 and the easterly 25 feet of lot No. 6 on the unrecorded plan of part of the property of Martin Theatres of Nashville, Inc., described according to a survey made by Clyde D. Anderson, Surveyor, Sept. 29, 1963, as follows: Beginning on the southwesterly margin of the Murfreesboro Road at a point north 50° 28' west 364.71 feet from the northwesterly margin of Thompson Lane, being the most northerly corner of the property conveyed to The Krystal Company by deed from Martin Theatres, of Nashville, Inc., of record in book 3647, page 131, Register's Office for said County; thence with the northwesterly line of land now or formerly of The Krystal Company, south 39° 32' west 170 feet; thence north 50°28' west 200.9 feet; thence northeastwardly 164.56 feet, more or less, to the southwesterly margin of the Murfreesboro Road; thence with said Road, south 50° 28' east 200 feet to the beginning.

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 Big Boy Enterprises, Inc., by deed of record in Book 4783, Page 128, the said Shoney's Big Boy Enterprises, Inc., having changed its name to Shoney's, Inc., as evidenced by Articles of Amendment to Restated Charter recorded in Book 5082, Page 398, all in the Office of the Register of Deeds for Davidson County, Tennessee.

RE-RECORD BOOK 10717 PG 907

Exhibit A

(Continued)

BOOK 10715 PG 452

Store No. 1242
Davidson County, Tennessee

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

Lot No. 1 on the plat of Shoney's of Donelson Pike Subdivision of record in Book 7900, Page 610, in the Office of the Register of Deeds for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads, including, without limitation, the right of way conveyed by deed of record in Book 9693, Page 721, in the Office of the Register of Deeds for Davidson County, Tennessee.

Being part of the property conveyed to Shoney's Big Boy Enterprises, Inc., by Warranty Deed of record in Book 4857, Page 576, and by Warranty Deed to Shoney's, Inc. of record in Book 9067, page 387, the said Shoney's Big Boy Enterprises, Inc., having changed its name to Shoney's, Inc., as evidenced by Articles of Amendment to Restated Charter recorded in Book 5082, Page 398, all in the Office of the Register of Deeds for Davidson County, Tennessee.

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

RE-RECORD BOOK 10717 PG 908

Exhibit A

(Continued)

BOOK 10715 PG 453

Store Nos. 1243 and 3535
Davidson County, Tennessee

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

Lot No. 1 on the plat of Section One, Shoney's Big Boy Subd. of record in Book 4885, Page 4, in the Office of the Register of Deeds for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads, including, without limitation, that portion of such property taken pursuant to Docket No. 96C4011 in the Circuit Court for Davidson County, Tennessee at Nashville.

Being property conveyed to Shoney's Big Boy Enterprises, Inc., by deed of record in Book 4877, Page 239, the said Shoney's Big Boy Enterprises, Inc., having changed its name to Shoney's, Inc., as evidenced by Articles of Amendment to Restated Charter recorded in Book 5082, Page 398, all in the Office of the Register of Deeds for Davidson County, Tennessee.

RE-RECORD
BOOK 10717 PG 909

Exhibit A

(Continued)

Store No. 1324
Davidson County, Tennessee

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

Being a parcel of land in Nashville, First Civil District, Twenty-Third Councilmanic District, Davidson County, Tennessee, and being Lot No. 2 as shown on the plan of the Corcoran/Maddox Property as of record in Book 7900, Page 727, as revised in Book 7900, Page 742, Register's Office for Davidson County, Tennessee ("R.O.D.C."), and being located in the northwesterly quadrant of the intersection of Interstate 40 and U.S. Highway 70 South and being more particularly described as follows:

BEGINNING at a point in the southerly right-of-way line of U.S. Highway 70 South. Said point being westerly 921 feet, more or less, from the northerly right-of-way line of Interstate 40 as measured along the southerly right-of-way line of U.S. Highway 70 South;

THENCE, with said southerly right-of-way the following calls:

Along a curve to the right 229.38 feet to a point, said curve having a central angle of 16° 37' 02", a radius of 790.90 feet, a tangent of 115.50 feet and a chord of N 64° 58' 51" E, 228.58 feet;

S 16° 42' 38" E, 2.00 feet to a point;

Along a curve to the right 311.54 feet to a point, said curve having a central angle of 22° 37' 36", a radius of 788.90 feet, a tangent of 157.83 feet and a chord of N 84° 36' 10" E, 309.52 feet;

THENCE, leaving said right-of-way and following the southeasterly line of property conveyed to Soung Eui Shin by deed of record in Book 7720, Page 582, R.O.D.C., and Sadler Partnership by deed of record in Book 7340, Page 853, R.O.D.C;, the following calls:

S 06° 43' 41" W, 35.00 feet to a point;

S 37° 16' 08" E, 57.00 feet to a point;

S 55° 09' 59" E, 340.00 feet to a point;

S 44° 59' 32" E, 4.97 feet to a point in the northerly right-of-way line of Interstate 40;

THENCE, with said right-of-way line S 46° 28' 18" W, 141.58 feet to a point;

THENCE, leaving said right-of-way line, N 43° 18' 24" W, 316.29 feet to a point;

THENCE, S 72° 47' 34" W, 388.67 feet to a point;

THENCE, S 83° 54' 40" W, 97.03 feet to a point;

THENCE, N 15° 48' 44" W, 152.36 feet to the point of beginning;

Containing 130,969 square feet or 3.01 acres, more or less.

RE-RECORD BOOK 10717 PG 910

Exhibit A

(Continued)

BOOK 10715 PG 455

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 General Warranty Deed of record in Book 9364, Page 976, in the Office of the Register of Deeds for Davidson County, Tennessee.

RE-RECORD BOOK 10717 PG 911

Exhibit A

(Continued)

Store No. 3501
Davidson County, Tennessee

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

Land in Davidson County, Tennessee, being Lot No. 1 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.

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

Being part of the property conveyed to Shoney's, Inc., by Warranty Deed of record in Book 5909, Page 650, in the Office of the Register of Deeds for Davidson County, Tennessee.

Exhibit A

(Continued)

BOOK 10715 PG 457

Store No. 3514
Davidson County, Tennessee

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

Lot No. 1 on the plat of Captain "D"s Nolensville Road Subd. of record in Book 7900, Page 79, in the Office of the Register of Deeds for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

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

Being part of the property conveyed to Danner Foods Realty, Inc. by Warranty Deed of record in Book 4663, Page 200, and by deed to Shoney's, Inc., of record in Book 7301, Page 684; the said Danner Foods Realty, Inc. having changed its name to Shoney's Big Boy Enterprises, Inc.; the said Shoney's Big Boy Enterprises, Inc. having changed its name to Shoney's, Inc., as evidenced by Articles of Amendment to Restated Charter recorded in Book 5082, Page 398, all in the Office of the Register of Deeds for Davidson County, Tennessee.

RE-RECORD BOOK 10717 PG 913

Exhibit A

(Continued)

BOOK 10715 PG 458

Store No. 3522
Davidson County, Tennessee

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

Lot No. 2 on the Final Plat, Resubdivision of Reserved Parcel A, Lot 1, E.A. Lindsley Resubdivision of record in Book 8250, Page 643, in the Office of the Register of Deeds for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

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

Being part of the property conveyed to Shoney's, Inc. by deed of record in Book 6564, Page 27, in the Office of the Register of Deeds for Davidson County, Tennessee.

RE-RECORD
BOOK 10717 PG 914

Exhibit A

(Continued)

Store No. 3544
Davidson County, Tennessee

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

Land in the 2nd Civil District of Davidson County, Tennessee, being Tract No. 2 of the Subdivision of Tract No. 2 and 4 of the Houston T. Ezell Property, of record in Book 4885, page 173, Register's Office for said County, described as follows:

Beginning at a monument placed in the southerly margin of Murfreesboro Road, said point being located South 46° 04' 59" East 130.00 feet from the intersection of Murfreesboro Road and Bell Road, and also being the southeasterly corner of the Houston T. Ezell lands; thence along the southerly margin of Murfreesboro Road South 46° 04' 59" East 100 feet to a monument; thence leaving Murfreesboro Road South 43° 56' 01" West 175.97 feet to a point, said point being located in the northerly line of a 20 foot easement as shown on said plan; thence along the northerly line of said easement North 46° 08' 58" West 100 feet to a point, said point being the southwesterly corner of the Ezell lands; thence with Ezell's easterly line North 43° 56' 01" East 176.08 feet to a monument in the southerly margin of Murfreesboro Road, the point of beginning.

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads, including, without limitation, that portion of such property taken pursuant to Docket No. 96C3745 in the Circuit Court for Davidson County, Tennessee at Nashville.

Being property conveyed to Shoney's Big Boy Enterprises, Incorporated (being one and the same entity as Shoney's Big Boy Enterprises, Inc.), by deed of record in Book 5049, Page 923; the said Shoney's Big Boy Enterprises, Inc., having changed its name to Shoney's, Inc., as evidenced by Articles of Amendment to Restated Charter recorded in Book 5082, Page 398, all in the Office of the Register of Deeds for Davidson County, Tennessee.

RE-RECORD BOOK 10717 PG 915

Exhibit A

(Continued)

BOOK 10715 PG 460

Store No. 3585
Davidson County, Tennessee

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

A tract or parcel of land in the 32nd Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee, and being Lot 2 on the Final Plat, Resubdivision of Section Three, Highlands of Brentwood (the "Plat"), of record in Plat Book 8250, Page 756, in the Office of the Register of Deeds for Davidson County, Tennessee (as prepared by Ragan-Smith-Associates, Inc., Job No. 96-075/5224, dated June 27, 1996), to which Plat reference is hereby made for a more complete description of said lot.

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

Being part of the property conveyed to Shoney's, Inc., by deed from of record in Book 5195, Page 273, in the Office of the Register of Deeds for Davidson County, Tennessee.

RE-RECORD BOOK 10717 PG 916

Exhibit A

(Continued)

BOOK 10715 PG 461

Store No. 3670
Davidson County, Tennessee

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

Being a tract of land in the Second, formerly the Tenth Civil District of Davidson County, Tennessee, located within the corporate limits of the City of Goodlettsville, being Lot No. 7 as shown on the Plat of Section 6, Northgate Industrial Park, of record in Book 5210, page 394, Register's Office for said County, lying on the southerly margin of Long Hollow Pike and more fully described as follows:

Beginning at the northeast corner of Section 5, Northgate Industrial Park, of record in Book 5190, page 515, Register's Office for said County; thence with the margin of said southerly right-of-way of Long Hollow Pike, North 42° 33' 14" East and a 1474.39 foot radius curve to the left, 110 feet to an iron pin, said curve having a cord bearing and distance of North 42° 33' 14" East, 109.975 feet; thence South 45° 18' 54" East, 215 feet to an iron pin; thence South 42° 33' 16" West, 110 feet to an iron pin; thence North 45° 18' 31" West, 215 feet to an iron pin in the southerly margin of Long Hollow Pike, being the point of beginning and containing .541 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 Installment Deed of record in Book 5799, Page 837, in the Office of the Register of Deeds for Davidson County, Tennessee.

RE-RECORD BOOK 10717 PG 917

206208.1 10/21/97

Exhibit A

(Continued)

Store No. 3686
Davidson County, Tennessee

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

Land in Davidson County, Tennessee, being Lot No. 1A on the Plan of the Resubdivision of Lot 1, Peggy Ann Wiggins Division of record in Book 6200, page 169, in the Office of the Register of Deeds for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

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

Being part of the property conveyed to Shoney's, Inc., by deed from of record in Book 6362, Page 252, in the Office of the Register of Deeds for Davidson County, Tennessee.

Exhibit A

(Continued)

BOOK 10715 PG 463

Store No. 7705
Davidson County, Tennessee

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

Being Lot No. 1 on the Shoney's Pargos Subdivision of record in Book 6900, page 178, in the Office of the Register of Deeds for Davidson County, Tennessee, being more particularly described as follows:

Beginning at the northwest corner of intersection of Two Mile Parkway and Gleaves Street, thence with the northerly margin of Gleaves Street south 59°34'27" West 376.39 feet to the true point of beginning.

Thence continuing with northerly margin of Gleaves Street south 59°34'27" West 160.00 feet to a point, thence leaving northerly margin of Gleaves Street north 30°47'35" West 161.26 feet to a point, thence North 18°46'26" West 171.10 feet to a point in the southerly margin of Glancy Street, thence with southerly margin of Glancy Street North 67°50'54" East 241.46 feet to a point, thence leaving southerly margin of Glancy Street South 13°25'06" East 124.63 feet to a point, thence South 60°33'54" West 77.15 feet to a point, thence South 30°47'35" East 176.24 feet to a point in the northerly margin of Gleaves Street, being the point of beginning.

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 deed from of record in Book 7089, Page 82, in the Office of the Register of Deeds for Davidson County, Tennessee.

RE-RECORD BOOK 10717 PG 919

206208.1 10/21/97

Exhibit B

BOOK 10715 PG 464

Store No. 1219
Davidson County, Tennessee

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

Tract I:

A triangular tract or parcel of land located in Davidson County, Tennessee and being a portion of the "Reserved" Parcel as shown on the plan of Lot "F" of Rivergate Park of record in Plat Book 4300, page 107, Register's Office of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at an iron pin on the easterly margin of Two Mile Pike, said point of beginning being the south-western-most common corner of Lot No. "F" and this reserved parcel as shown on the aforesaid subdivision plan; thence leaving the margin of the said road North 35° 51' 47" East 264.58 feet to a point; thence with the line of said Lot "F" North 55° 07' 22" West 2.60 feet to an iron pin; thence continuing with said Lot "F" South 35° 18' East 264.55 feet to an iron pin set on the easterly margin of the aforesaid Two Mile Pike.

Being property conveyed to Shoney's, Inc. by Quitclaim Deeds of record in Book 5944, Page 256, and Book 5917, Page 12, all in the Office of the Register of Deeds for Davidson County, Tennessee

Tract II:

All of Grantor's right, title and interest in and to the access, drainage and utility easements, including a privately owned circulation road, all as shown on the recorded plan of Rivergate Park of record in Book 4175, page 107, in the Office of the Register of Deeds for Davidson County, Tennessee.

0379202
IDENTIFICATION REFERENCE
RE-RECORD
97 DEC 11 PM 2:59
FELIX Z. WILSON, REGISTER
DAVIDSON COUNTY, TN.

PICK-UP

0124 12/11 0101 03CHECK 92.0

RE-RECORD BOOK 10717 PG 920

206208.1 10/21/97

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

RECEIVED OF _____

RE-RECORD

BOOK 10717 PG 921 BOOK 10715 PG 465

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

Consid amt 14,151,000.00

CON TX	52358.70
PRFEE	1.00
WDEED	88.00
TOTAL	52447.70
CHECK	52447.70

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

12/10/97 01 11:04 0001 9473

0378604
IDENTIF. A REFERENCE

97 DEC 10 AM 11:02

FELIX Z. WILSON, II REGISTER
DAVIDSON COUNTY, TN.

No. 1230257