BOOK 10748 PG 332

DBERRY/572494

RECORD AND RETURN TO:
Box 35 00284495

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC
2700 First American Center
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED

Address New Owner	Send Tax Bills To:	Map-Parcel Number
Willie Myers 3903 Brush Hill Road Nashville, TN 37216	Same	Map 81-2 Parcel 181

FOR AND IN CONSIDERATION OF THE SUM OF TEN ($10.00) DOLLARS, and other good and valuable consideration, receipt of all of which is hereby acknowledged, SHONEY'S, INC., a Tennessee corporation (the "Grantor"), has this day bargained and sold, and does hereby transfer and convey unto WILLIE MYERS ("Grantee"), certain real property in Davidson County, Tennessee, more fully described in **EXHIBIT A** hereto (the "Premises"), together with any rights, privileges, easements and appurtenances hereunto belonging and the improvements on the Premises. 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. Grantor further makes no representation or warranty, express or implied, with respect to the ownership of oil, gas or other minerals located on, under or within the property conveyed hereby.

TO HAVE AND TO HOLD the Premises, together with any rights, privileges, easements and appurtenances thereunto belonging and the improvements on the Premises, unto Grantee and unto Grantee's heirs and assigns forever, subject to the exceptions listed in **EXHIBIT B**. Grantor does hereby bind itself, and its successors and assigns, to SPECIALLY WARRANT AND FOREVER DEFEND all and singular the Premises, subject to the terms of this Special Warranty Deed, unto Grantee and unto Grantee's heirs and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under Grantor, but not otherwise, and except as to those matters to which this conveyance is expressly made subject. **GRANTOR MAKES NO REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, WITH RESPECT TO THE CONDITION OF THE PROPERTY CONVEYED HEREBY, INCLUDING, WITHOUT LIMITATION, THE HABITABILITY, CONDITION OR FITNESS THEREOF FOR ANY PARTICULAR USE OR PURPOSE. GRANTEE AGREES HEREBY THAT THE PROPERTY CONVEYED HEREBY IS CONVEYED BY GRANTOR AND ACCEPTED BY GRANTEE IN AN "AS IS, WHERE IS" CONDITION.**

0387421
IDENTIFICATION REFERENCE
98 JAN -6 PM 2:45
REGISTER
DAVIDSON CO. TN.

IN WITNESS WHEREOF, Grantor executed this instrument on this 30th day of December, 1997.

SHONEY'S, INC.

By: Robert J. Ames

Title: Asst Secretary

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

Personally appeared before me, ~~Robert J. Ames~~ Karl Warfield, a Notary Public, Robert J. Ames, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Asst Secretary of SHONEY'S, INC., a corporation, and is authorized by the corporation to execute this instrument on behalf of the corporation.

WITNESS my hand, at office, this 30 day of December, 1997.

Karl Warfield
NOTARY PUBLIC

KARL WARFIELD NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

MY COMMISSION EXPIRES: _____

STATE OF TENNESSEE)
)
COUNTY OF DAVIDSON)

The actual consideration for this transfer is $36,050.00.

AFFIANT

Subscribed and sworn to before me, this 30th day of December, 1997.

Karl Warfield
NOTARY PUBLIC

MY COMMISSION EXPIRES: _____

KARL WARFIELD NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.
My Commission Expires March 24, 2001

EXHIBIT A

BOOK 10748 PG 334

A tract of land located in Metropolitan Nashville, Davidson County, TN., being part of Lot 3 as shown on the Resubdivision of the E. B. Smith property as of record in Book 4060, page 066, R.O.D.C., and also being part of Lot 4 as shown on the Resubdivision of the E. B. Smith property as of record in Book 4350, page 022, R.O.D.C., and more particularly described according to a survey by Barry Greer and Associates, dated July 18, 1989, Last revised August 29, 1989, as follows:

Beginning at an iron pin set at the original northeast corner of said Lot 4, said pin also being the northwest corner of the property conveyed to Hugh H. Caldwell by deed of record in Book 5082, page 046, R.O.D.C., and proceeding as follows:

with the line of said Caldwell, S 33 degrees 07 minutes 27 seconds W. 105.88 feet to an iron pin set in the north R.O.W. of Clarksville Pike as widened under TN. D.O.T. Project 19037-2207-04;

thence, with said R.O.W. N 56 degrees 47 minutes 01 seconds W, 49.00 feet to a chiseled cross;

thence, in a northerly direction with a curve to the right having a radius of 65.00 feet, an arc distance of 102.10 feet to an iron pin set in the east R.O.W. of Metrocenter Blvd.;

thence, with said R.O.W. of Metrocenter Blvd., N 33 degrees 12 minutes 59 seconds E, 40.88 feet to an iron pin at the southwest corner of the First Revision of the Resubdivision of Lot 1 of the E. B. Smith Subdivision as of record in Book 6200, page 880, R.O.D.C., Tennessee;

thence with the line of said E. B. Smith Subdivision as of record in Book 6200, page 880, R.O.D.C., S 56 degrees 47 minutes 01 seconds E., 113.83 feet to the beginning containing in all 11,154 square feet, more or less.

Being the same property conveyed to Grantor by deed of record in Book 7957, page 936, said Register's Office.

EXHIBIT B

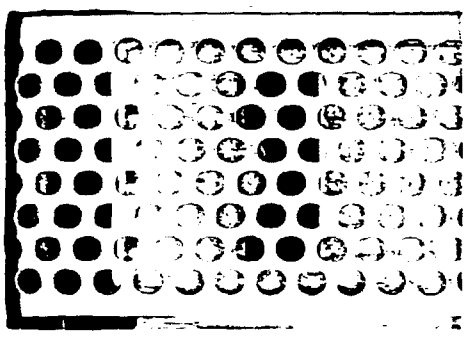
1. Subject to the taxes and assessments for the year 1997 and all subsequent years.

2. All matters shown on the Plan of record in Book 4350, page 22, Book 4060, page 66, and in Book 6200, page 880, Register's Office for Davidson County, Tennessee.

3. Matters that would be disclosed by a current survey.

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9089 01/06 0101 03CHECK 150.39



OFFICIAL RECEIPT

FELIX Z. WILSON, II

REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 10748 PG 336

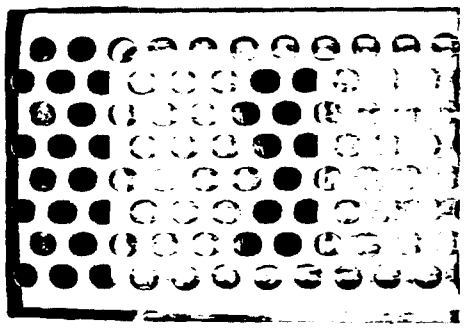
CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

MAMT 36050.00
ERR CO
MAMT 36050.00-
CAMT 36050.00
CON TX 133.39
PRFEE 1.00
WDEED 16.00
TOTAL 150.39
CHECK 150.39

01/06/98 01 14:48 0001 9089

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK



0387421
IDENTIF. # REFERENCE

98 JAN -6 PM 2:45

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

No. 1239766