0390971

BOOK 10760 PG 376 IDENTIF. & REFERENCE

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

98 JAN 16 PM 3:46

PICK-UP

TENNESSEE
Davidson Cty.

WARRANTY DEED

FROM: SHONEY'S, INC., Grantor

TO: SHN PROPERTIES, LLC, Grantee

2954 01/16 0101 03DHEDK 3637.00

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	Map 160 Parcel 163

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Nine Hundred Eighty Thousand and No/100 Dollars ($980,000.00).

Affiant

SUBSCRIBED AND SWORN TO before me, this the 14th day of January, 1998.

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 description contained in **Exhibit A** is not the same as on previous deed, but is derived from a recent subdivision plat.

This is improved property, known as 791 Old Hickory Boulevard, Brentwood, Tennessee 37027.

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.

IN WITNESS WHEREOF, Grantor has caused this Warranty Deed to be executed this 14th day of January, 1998.

SHONEY'S, INC., a Tennessee corporation

By: _____
Lloyd W. Baldridge, Jr.
Title: Vice President and Treasurer

STATE OF TENNESSEE
COUNTY OF DAVIDSON

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

Witness my hand and seal, at Office in Nashville, Tennessee, this 14th day of January, 1998.

_____
Notary Public

My Commission Expires:

March 27, 1999

[NOTARIAL SEAL]

NOTARY PUBLIC AT LARGE

205256.7-A 1/6/98

Exhibit A

Store No. 1258
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 1 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 Warranty Deed of record in Book 5195, Page 273, in the Office of the Register of Deeds for Davidson County, Tennessee.

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

RECEIVED OF _____

FOR _____

BOOK 10760 PG 379

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

AMT
980000.00
~~MOR TX 3626.00~~
~~MISC 00~~
MOR TX 3626.00-
CON TX 3626.00
PRFEE 1.00
WDEED 12.00
TOTAL 3639.00
CHECK 3639.00

01/16/98 01 15:53 0001 2954

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

0390971
IDENTIF. # REFERENCE

98 JAN 16 PM 3:45

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

No. 1243584