Box 49
46810

When recorded mail to:
LandAmerica Financial Group, Inc.
attn: Sonya Delgado
3636 N. Central Ave, Suite 350
Phoenix, AZ 85012
Escrow No. 00-20651

Davidson County DEEDQC
Recvd: 11/20/00 16:21 8pgs
Fees:34.00 Taxes:0.00
20001120-0114749

Tennessee
Davidson Co.

This Instrument Was Prepared By:
David J. White
Bank of America Plaza, Suite 1100
414 Union Street
Nashville, Tennessee 37219

294

QUITCLAIM DEED

FROM: **SHN PROPERTIES, LLC, a Delaware limited liability company, as Grantor**

TO: **S'S TRANSITORY GROUP 4, LLC, a Delaware limited liability company, as Grantee**

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
S'S TRANSITORY GROUP 4, LLC 1727 Elm Hill Pike Nashville, Tennessee 37210	Same	127/273

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration for this transfer is $10.00

Ted R Habermann
Affiant

Subscribed and sworn to before me, this the 24th day of August, 2000.

Julia Franks Loyd
Notary Public

My Commission Expires:

May 28, 2003

JULIA FRANKS LOYD
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

{0385328.2}
Store No. 1324

THIS QUITCLAIM DEED is made this 24th day of August, 2000, from **SHN PROPERTIES, LLC**, a Delaware limited liability company (the "Grantor"), with a mailing address of 1727 Elm Hill Pike, Nashville, Tennessee 37210, to **S'S TRANSITORY GROUP 4, LLC**, a Delaware limited liability company (the "Grantee"), with a mailing address of 1727 Elm Hill Pike, Nashville, Tennessee 37210.

WITNESSETH:

That for a good and valuable consideration, the receipt of which is hereby acknowledged, Grantor, for itself and its successors and assigns, hereby releases, quitclaims and conveys to Grantee any and all right, title and interest of Grantor in and to the premises located in Davidson County, Tennessee, described in **Exhibit A** attached hereto and incorporated herein by reference, together with all buildings and permanent improvements thereon and all rights, privileges, easements and appurtenances thereunto belonging (collectively, the "Property"). Grantor makes no representation or warranty whatsoever with respect to the Property or the ownership thereof. The Property is subject to all such limitations, restrictions and encumbrances as may affect such Property.

IN WITNESS WHEREOF, Grantor has caused this instrument to be duly executed and delivered on the day and year first above written.

SHN PROPERTIES, LLC, a Delaware limited liability company

By: SHN INVESTMENTS, LLC, a Delaware limited liability company (successor by merger to Corporate Benefit Services, Incorporated of Nashville), as Managing Member

By: SHONEY'S, INC., a Tennessee corporation, as Manager

By: Donna M. Adams
Name: Donna M. Adams
Title: Vice President-Tax

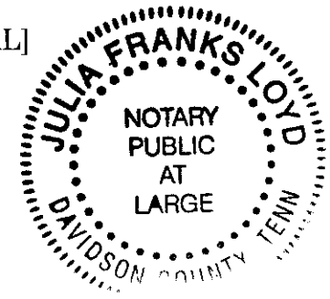
STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public of the state and county mentioned, personally appeared Donna M. Adams, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be the Vice President-Tax of Shoney's, Inc., a Tennessee corporation and the Manager of SHN Investments, LLC, a Delaware limited liability company (successor by merger to Corporate Benefit Services, Incorporated of Nashville) and the Managing Member of SHN Properties, LLC, the within named bargainor, a Delaware limited liability company, and that she as such Vice President-Tax of the Manager of the Managing Member of SHN Properties, LLC, executed the foregoing instrument for the purpose therein contained, by personally signing the name of SHN Properties, LLC by herself as Vice President-Tax of the Manager of the Managing Member.

Witness my hand and seal, at office in Nashville, Tennessee, this 24th day of August, 2000.

Julia Franks Loyd
Notary Public

[SEAL]



My Commission Expires: May 28, 2003

EXHIBIT A

TRACT I:

Being a parcel of land in Nashville, First Civil District, Twenty-Third Councilmanic District, Davidson County, Tennessee, together with all buildings and improvements thereon or thereunto belonging, and being Lot No. 2 as shown on the plan of the Corcoran/Maddox Property as of record 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;

* Book 7900, Page 727, as revised in

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 45° 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.

Being part of the same property conveyed to SHN Properties, LLC, by Deed of record in Book 10715, page 443, and re-recorded in Book 10717, page 899, as corrected by Instrument of Correction in Book 10818, page 780, and by Quitclaim Deed recorded in _____ _____, all in the Register's Office for Davidson County, Tennessee.

This is the same description as in the previous deed. This is improved property known as 7745 Highway 70 South, Bellevue, TN 37221.

TRACT II:

Easements accruing to Tract I granted in that certain Declaration of Reciprocal Easements and Restrictive Covenants (the "Declaration") by and among Dan W. Maddox and Margaret H. Maddox as Co-Trustees, Regal Cinemas, Inc. and Shoney's, Inc. dated June 1, 1994, recorded in Book 9364, page 926, Register's Office for Davidson County, Tennessee, including, without limitation, the following:

Easement A: A permanent, nonexclusive easement appurtenant to Tract I for the purpose of ingress, egress, walking, and driving, over, upon, and across the following described property:

A 30-foot access easement the centerline of which is more particularly described as follows:

BEGINNING at a point in a southerly line of Lot No. 2 as shown on the plan of Corcoran/Maddox property as of record in Book 7900, Page 727, Register's Office for Davidson County, Tennessee ("R.O.D.C."), said point being 91.23 feet, more or less from a southeast corner of said Lot No. 2;

THENCE, along said centerline the following calls:

S 15° 48' 44" E, 38.01 feet to a point;

S 72° 47' 34" W, 190.00 feet to a point;

S 83° 54' 40" W, 111.80 feet to a point;

N 06° 05' 20" W, 16.76 feet to a point in a southerly line of said Lot No. 2, said point being
N 83° 54' 40" E, 97.03 feet from the southwest corner of said Lot No. 2.

Being part of the same property conveyed to Dan W. Maddox and Margaret H. Maddox, Co-Trustees, by deed from Dan W. Maddox of record in Book 9364, Page 923, R.O.D.C., and being a portion of Lot No. 1 on the plan of the Corcoran/Maddox Property as of record in Book 7900, Page 727, R.O.D.C.

Easement B: A permanent, nonexclusive easement appurtenant to Tract I for the purpose of the installation, construction, maintenance and repair of underground utilities serving Tract I under and through such portions of the following described property (the "Leased Premises") as are not occupied by or designated by Regal Cinemas, Inc., as lessee of the Leased Premises, for occupancy by the theater building or by the Retail Center (as defined in the Declaration); said easement shall include, without limitation, gas, electricity, water, sewer, telephone and similar utilities together with an easement for drainage of surface water over, upon and across the Leased Premises and through any drainage facilities constructed on the Leased Premises:

Being a parcel of land in Nashville, Second Civil District, Twenty-Third Councilmanic District, Davidson County, Tennessee, located in the northwesterly quadrant on the intersection of Interstate 40 and U.S. Highway 70 South being a part of the property conveyed to Dan W. Maddox and Margaret E. Maddox, Co-Trustees, by deed of record in Book 9364, Page 923, Register's Office for Davidson County, Tennessee ("R.O.D.C."), being a portion of Lot No. 1 on the plan of the Corcoran/Maddox Property as of record in Book 7900, Page 727, R.O.D.C. and being more particularly described as follows:

TRACT II (CONT'D

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

THENCE, S 15° 48' 44" E, 152.36 feet to the true point of beginning of the herein described parcel; said point also being the southwest corner of Lot No. 2 as shown on the plan of Corcoran/Maddox property as of record in Book 7900 Page 727, R.O.D.C.;

THENCE, N 83° 54' 40" E, 97.03 feet to a point;

THENCE, with the southerly line of said Lot No. 2 the following calls:

N 72° 47' 34" E, 388.67 feet to a point;

S 43° 18' 24" E, 238.90 feet to a point;

THENCE, leaving said southerly line of Lot No. 2 along a severance line the following calls:

S 47° 50' 02" W, 795.57 feet to a point;

N 42° 22' 41" W, 286.70 feet to a point;

N 37° 22' 42" E, 281.00 feet to a point;

N 07° 26' 48" W, 148.80 feet to the point of beginning.

Containing 267,383 square feet or 6.14 acres, more or less.

ESCROW # 00-20651

APN # 127/273