Bk 50 B

PICK-UP

Prepared by and return to:
Terrence R. Hollhen, Esquire
Akerman, Senterfitt & Eidson, P.A.
255 South Orange Avenue
Orlando, Florida 32801

Davidson County DEEDWARR
Recvd: 02/23/01 10:34 7pgs
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20010223-0017124

TENNESSEE
Davidson County

SPECIAL WARRANTY DEED

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

TO: **TRANSGATE, L.L.C.**, Grantee

Address New Owner as follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes:	Map/Parcel Number:
TRANSGATE, L.L.C. 375 Ghent Road Akron, Ohio 44333-4600	Same	34-2/67 and 34-2/81

OATH OF VALUE

I, or we, hereby swear or affirm that, to the best of affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $1,300,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

By: _____
Name: James M. Beltrame

[Acknowledgement on following page]

Subscribed and sworn to before me by James M. Bertram this 21st day of February, 2001.

Pamela Tidwell
Notary Public

My commission expires: 9-29-01

THIS SPECIAL WARRANTY DEED, dated as of the 21st day of February, 2001, by **SHONEY'S, INC.**, a Tennessee corporation, having an address at 1727 Elm Hill Pike, Nashville, Tennessee 37210, hereinafter called the Grantor, to **TRANSGATE, L.L.C., a Nevada limited liability company**, having an address of 375 Ghent Road, Akron, Ohio, 44333-4600, hereinafter called the Grantee.

WITNESSETH: That the Grantor, for and in consideration of the sum of TEN AND NO/100 Dollars ($10.00) and other valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, by these presents does grant, bargain, sell, alien, remise, release, convey and confirm unto the Grantee, all that certain real property (the "Property") situate in Davidson County, Tennessee, more particularly described as follows:

SEE EXHIBIT "A" ATTACHED HERETO.

TOGETHER with all the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining.

TO HAVE AND TO HOLD, the same in fee simple forever.

AND the Grantor hereby covenants with the Grantee that it is lawfully seized of the Property in fee simple; that it has good right and lawful authority to sell and convey the Property; that it hereby fully warrants the title to the Property and will defend the same against the lawful claims of all persons claiming by, through or under the Grantor.

THIS CONVEYANCE IS SUBJECT TO THE FOLLOWING MATTERS:

1. **Taxes and assessments (both general and special) for the year 2001 and subsequent years, which are not yet due and payable.**

2. **Any state of facts that would be disclosed by an accurate survey or independent inspection of the Property.**

3. **Any and all leases, easements, rights-of-way, encumbrances, conditions, covenants, restrictions, reservations and exceptions of record, if any; provided that this reference shall not reimpose the same.**

4. **All applicable building and zoning ordinances, and all applicable regulations and restrictions imposed by governmental authorities.**

GRANTOR MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE EXACT AMOUNT OF ACREAGE OR SQUARE FOOTAGE IN THE PROPERTY, OR AS TO THE OWNERSHIP OF THE MINERALS LOCATED ON, UNDER OR WITHIN THE PROPERTY.

GRANTOR MAKES NO REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, WITH RESPECT TO THE CONDITION OF THE PROPERTY CONVEYED HEREBY, INCLUDING IMPROVEMENTS LOCATED THEREON, INCLUDING, WITHOUT LIMITATION, THE HABITABILITY, CONDITION OR FITNESS THEREOF FOR ANY PARTICULAR USE OR PURPOSE. GRANTEE AGREES THAT THE PROPERTY CONVEYED HEREBY, INCLUDING IMPROVEMENTS LOCATED THEREON, IS CONVEYED BY GRANTOR AND ACCEPTED BY GRANTEE IN AN "AS IS, WHERE IS" AND "WITH ALL FAULTS" CONDITION.

Further, Grantor quitclaims to Grantee all of the 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".**

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Grantor has caused this Special Warranty Deed to be executed as of the date first above set forth.

SHONEY'S, INC., a Tennessee corporation

By: James M. Beltrame

Name: James M. Beltrame

Title: CFO

Melinda DeKuest

STATE OF TENNESSEE:
COUNTY OF DAVIDSON:

Before me, the undersigned, a Notary Public at Large within said County and State, personally appeared James M. Beltrame, to me known (or proved to me on the basis of satisfactory evidence), to be the persons described in and who executed the foregoing instrument, and acknowledged and affirmed he is the CFO of Shoney's, Inc., a Tennessee corporation, and that said instrument was signed and sealed on behalf of Shoney's, Inc., by authority of its Board of Directors and said CFO executed the same for the purposes therein contained and acknowledged said instrument to be the free act and deed of said entity.

Witness my hand and seal, at office in Nashville, Tennessee, this 21st day of February, 2001.

[seal]

Pamela Tidwell

Notary Public, State of Tennessee

Pamela Tidwell

Print, type or stamp name of Notary Public

My commission expires 9-29-01

AND BY:

SHONEY'S, INC., a Tennessee corporation

By: David Gilbert

Name: David Gilbert

Title: Executive V.P. CAO + Asst. Secretary

Melinda DeKuest

STATE OF TENNESSEE:
COUNTY OF DAVIDSON:

Before me, the undersigned, a Notary Public at Large within said County and State, personally appeared David Gilbert, to me known (or proved to me on the basis of satisfactory evidence), to be the persons described in and who executed the foregoing instrument, and acknowledged and affirmed he is the Executive V.P. CAO + Asst. Secretary of Shoney's, Inc., a Tennessee corporation, and that said instrument was signed and sealed on behalf of Shoney's, Inc., by authority of its Board of Directors and said Executive V.P. CAO + Asst. Secretary executed the same for the purposes

therein contained and acknowledged said instrument to be the free act and deed of said entity.

Witness my hand and seal, at office in Nashville, Tennessee, this 21st day of February, 2001.

[seal]

Pamela Tidwell

Notary Public, State of Tennessee

Pamela Tidwell

Print, type or stamp name of Notary Public

My commission expires 9-29-01



EXHIBIT "A"

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 Shoney's, Inc., a Tennessee corporation by SHN Properties, LLC, a Delaware limited liability company by deed of record at instrument number 20001228-0126681, in the Office of the Register of Deeds for Davidson County, Tennessee.

Exhibit "B"

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.

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.

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