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Prepared by and return to:
Eric B. Marks, Esquire
Akerman, Senterfitt & Eidson, P.A.
255 South Orange Avenue
Orlando, Florida 32801

Davidson County DEEDWARR
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TENNESSEE
Davidson County

SPECIAL WARRANTY DEED

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

TO: **JAMES A. CROSSMAN AND DAVID RAWLINGS**, 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:
James A. Crossman David Rawlings 4420 Herbert Place Nashville, Tennessee 37215	Same	Map 71-6 Parcel 078.00

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 $335,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

By: _____
Janine F. Heiner

Subscribed and sworn to before me by Janine F. Heiner, this 22nd day of March, 2001.

_____
Notary Public

My commission expires:

KIMBERLY A. ASHTON NOTARY PUBLIC AT LARGE EXP. 8-28-2001 SHELBY COUNTY, TN

{OR371398;1}

THIS SPECIAL WARRANTY DEED, dated as of the 26th day of March, 2001, by **SHONEY'S, INC.**, a Tennessee corporation, having an address at 1727 Elm Hill Pike, Nashville, Tennessee 37210, hereinafter called the Grantor, to **JAMES A. CROSSMAN**, a married man and **DAVID RAWLINGS**, a married man, as tenants in common, having an address at P.O. Box 150321, Nashville, Tennessee 37215, 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.

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: _____
Jeffry B. Gordon, Vice President – Real Estate

STATE OF TENNESSEE:

COUNTY OF DAVIDSON:

Before me, the undersigned, a Notary Public at Large within said County and State, personally appeared Jeffry B. Gordon, 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 Vice President – Real Estate 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 Jeffry B. Gordon 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 20th day of March, 2001.

[seal] PAMELA TIDWELL NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

_____
Notary Public, State of Tennessee

Pamela Tidwell
Print, type or stamp name of Notary Public
My commission expires 9-25-01

EXHIBIT "A"

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, Inc., a Tennessee corporation by SHN Properties, LLC, a Delaware limited liability company by deed of record in Book ★_____, Page _____, in the Office of the Register of Deeds for Davidson County, Tennessee.

★ Instrument # 20010323 0028198