This instrument prepared by:
David J. White
Dinsmore & Shohl LLP
Bank of America Plaza, Suite 1100
414 Union Street
Nashville, Tennessee 37219

Davidson County DEEDWARR
Recvd: 11/09/01 08:57 6pgs
Fees:33.00 Taxes:3318.90
20011109-0123255

SPECIAL WARRANTY DEED

FROM: **SHONEY'S PROPERTIES GROUP 6, LLC, a Delaware limited liability company, as Grantor**

TO: **SHONEY'S PROPERTIES GROUP 3, 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
SHONEY'S PROPERTIES GROUP 3, LLC 1727 Elm Hill Pike Nashville, Tennessee 37210	Same	82-15/222

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $ 897,000.00 .

Affiant

Subscribed and sworn to before me, this the 23 day of October, 2001.

Notary Public

My Commission Expires:

Jan. 25, 2003

MONICA A. CARLSON NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

410764-2

THIS SPECIAL WARRANTY DEED is made this 26th day of October, 2001, from **SHONEY'S PROPERTIES GROUP 6, LLC**, a Delaware limited liability company (the "Grantor"), successor-by-merger to S's Transitory Group 6, LLC, to **SHONEY'S PROPERTIES GROUP 3, LLC**, a Delaware limited liability company (the "Grantee").

WITNESSETH:

That Grantor, for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Grantor, has specially granted, bargained, sold, aliened, conveyed and confirmed, and does hereby grant, bargain, sell, alien, convey and confirm, to Grantee and Grantee's successors and assigns forever, the real property located in Davidson County, Tennessee and more particularly described in **Exhibit A** hereto (the "Premises"), together with any rights, privileges, easements and appurtenances thereunto belonging.

This conveyance is made subject to the matters set forth on **Exhibit B** hereto (the "Permitted Exceptions").

TO HAVE AND TO HOLD the Premises, together with any rights, privileges, easements and appurtenances thereunto belonging, to Grantee and its successors and assigns forever, subject to the Permitted Exceptions. Grantor hereby covenants and binds Grantor, and its successors and assigns, to specially warrant and defend the title to the Premises to Grantee, and its successors and assigns, against the lawful claims of 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.

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

SHONEY'S PROPERTIES GROUP 6, LLC, a Delaware limited liability company

By: Shoney's, Inc., a Tennessee corporation and successor-by-merger to TPI Properties, Inc., as Managing Member

By: _____
Name: F. E. McDaniel, Jr.
Title: Secretary

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public of the state and county mentioned, personally appeared F. E. McDaniel, 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 the Secretary of Shoney's, Inc., a Tennessee corporation and the managing member of Shoney's Properties Group 6, LLC, the within named bargainor, a Delaware limited liability company, and that he as such Secretary of the managing member of Shoney's Properties Group 6, LLC, executed the foregoing instrument for the purpose therein contained, by personally signing the name of Shoney's Properties Group 6, LLC, by himself as Secretary of the managing member.

Witness my hand and seal, at office in Nashville, Tennessee, this 23 day of October, 2001.

Monica A. Carlson
Name: Monica A. Carlson
Notary Public

[SEAL]

My Commission Expires: Jan. 25, 2003

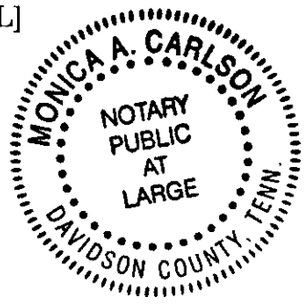


Exhibit A

TRACT "A" (Fee Simple Tract):

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, being Lot No. 1 on the Resubdivision of Lots 114 through 119 Shelby's Third Addition to Edgefield, of record in Book 8250, page 23, Register's Office for Davidson County, Tennessee, and being Parcel No. 222 on Tax Map 82-15, more particularly described according to ALTA/ACSM Land Title Survey of Ragan-Smith-Murphy & Associates, Inc., Job No. 91-024 dated March 14, 1991, revised May 21, 1991, June 11, 1991, and June 24, 1991, as follows:

Beginning at a point on the north right-of-way line of Woodland Street, being the westerly end of a 25-foot radius curve at Woodland Street and Interstate Drive; thence,

1. With the northerly right-of-way line of Woodland Street, South 58 deg. 38 min. 30 sec. West, 79.93 feet to an existing iron pin at the beginning of a curve; thence,

2. Continuing with the northerly right-of-way line of Woodland Street with a curve to the right (radius 1674.85 feet) southwestwardly a distance of 125.30 feet to an iron pin at the common corner of Lots 1 and 2 of the above-noted plan and having a chord bearing and distance of South 61 dec. 41 min. 22 sec. West, 125.266 feet; thence,

3. With the common line between Lots 1 and 2, North 31 deg. 04 min. 00 sec. West 160.00 feet to an iron pin set; thence,

4. With the north line of Lot No. 1, North 60 deg. 18 min. 04 sec. East, 230.00 feet to an iron pin on the westerly right-of-way line of Interstate Drive; thence,

5. With the westerly right-of-way line of Interstate Drive, South 31 deg. 03 min. 44 sec. East, 135.13 feet to a point at the beginning of a curve; thence,

6. With said curve to the right (radius 25.00 feet) southwestwardly a distance of 39.14 feet to the point of beginning and having a chord bearing and distance of South 13 deg. 47 min. 23 sec. West, 35.26 feet and containing 37,058 square feet, or 0.85 acres, more or less.

Being property conveyed to S's Transitory Group 6, LLC, by Quitclaim Deed of record as Instrument No. 20001120-0114738, in the Office of the Register of Deeds for Davidson County, Tennessee; the said S's Transitory Group 6, LLC, having merged into Shoney's Properties Group 6, LLC, as evidenced by a Certificate of Merger of record as Instrument No. 20001120-0114736, in the Office of the Register of Deeds for Davidson County, Tennessee.

This is the same description as in the previous deed. This is improved property known as 110 Interstate Drive, Nashville, TN 37213.

TRACT "B" (Easement Tract):

A perpetual, exclusive easement to construct and maintain a parking and driveway area, together with all rights of vehicular and pedestrian ingress and egress thereto, over and upon a tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, being a part of Lot No. 2 on the Resubdivision of Lots 114 thru 119, Shelby's Third Addition to Edgefield, of record in Book 8250, page 23, in said Register's Office, and being part of Parcel No. 223 on Tax Map 82-15, being more particularly described according to ALTA/ACSM Land Title Survey of Ragan-Smith-Murphy & Associates, Inc., Job No. 91-024, dated March 14, 1991, revised May 21, 1991, June 11, 1991 and June 24, 1991, as follows:

Beginning at an iron pin on the northerly right-of-way line of Woodland Street at the common corner of Lot 1 (Tract "A") and 2 as shown on the above-noted plat; thence

1. With the northerly right-of-way line of Woodland Street with a curve to the right (radius 1674.85 feet) southwestwardly a distance of 60.00 feet to an iron pin set and having a chord bearing and distance of South 64 deg. 51 min. 37 sec. West, 59.997 feet; thence,

2. With a severance line, North 31 deg. 04 min. 00 sec. West, 155.24 feet to an iron pin set; thence,

3. With a severance line, North 60 deg. 18 min. 04 sec. East, 59.70 feet to an iron pin set at the northwesterly corner of above-described Tract "A"; thence,

4. With the westerly line of Tract "A", South 31 deg. 04 min. 00 sec. East, 160.00 feet to the point of beginning and containing 9,417 square feet, or 0.22 acres, more or less.

Exhibit B

1. Real estate taxes and assessments, both general and special, for the current year and subsequent years.

2. The lien of the Deed of Trust, Assignment of Rents and Leases, Security Agreement and Fixture Filing from Grantee to Mid-South Title Corporation, Trustee, to be recorded concurrently herewith.

3. Memorandum of Master Lease from Grantee to Shoney's, Inc. to be recorded concurrently herewith.

4. Restrictive covenants contained in the deeds of record in Book 3616, Pages 355 and 359, Register's Office for Davidson County, Tennessee.

5. All matters shown on the plat of record in Book 8250, Page 23, Register's Office for Davidson County, Tennessee.

6. Conditions contained in Deed of record in Book 8399, Page 656, Register's Office for Davidson County, Tennessee.

7. Dedication of Easement for Sanitary Sewers and/or Storm Drainage to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 8789, Page 977, Register's Office for Davidson County, Tennessee.

8. Permanent Utility Pole and Anchor Easement to Metropolitan Government of Nashville and Davidson County, as set forth in instrument recorded in Book 11652, Page 556, Register's Office for Davidson County, Tennessee.

9. All applicable building and zoning ordinances, laws, regulations and restrictions by municipal or other governmental authority.