This instrument prepared by:

Eric B. Marks, Esquire
Akerman Senterfitt
255 South Orange Avenue
Orlando, Florida 32801

Davidson County DEEDWARR
Recvd: 11/05/03 11:44 4pgs
Fees:23.00 Taxes:2931.79

20031105-0162326

--

Please Return To

Zonia N. Veal
First National Financial Title Services, Inc.
3237 Satellite Blvd., Bldg. 300, Ste 450
Duluth, GA 30096 1736

TENNESSEE
Davidson County

SPECIAL WARRANTY DEED

FROM: **SHONEY'S, INC.**, a Tennessee corporation, as Grantor

TO: **USRP (S&C), LLC**, a ~~Texas~~ Delaware limited liability company, as 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:
USRP (S&C), LLC 12240 Inwood Road Suite 300 Dallas, Texas 75244	Same	Map 160 Parcel 224

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

OATH OF VALUE

I 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 Seven Hundred Ninety-Two Thousand Three Hundred Seventy-Six and No/100 ($792,376.00) which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

By: _____
Colt Hothorn, Vice President

Subscribed and sworn to before me by Colt Hothorn on this 16th day of October, 2003.

Wanda G. Parsons
Notary Public, State of Tennessee

My Commission Expires:

_____

{OR677929;1}

WANDA G. PARSONS
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires MAY 29, 2005

Captain D's Store No. 3585
Brentwood, Tennessee

SHONEY'S, INC., a Tennessee corporation ("Grantor"), whose address is 1717 Elm Hill Pike, Nashville, Tennessee 37210, for and in consideration of the sum of Ten Dollars ($10.00) cash and other good and valuable consideration to it in hand paid by **USRP (S&C), LLC**, a Texas limited liability company ("Grantee"), the receipt and sufficiency of which are hereby acknowledged and confessed, has GRANTED, BARGAINED, SOLD and CONVEYED, and by these presents does GRANT, BARGAIN, SELL and CONVEY, unto Grantee the land described in Exhibit A attached hereto and made a part hereof for all purposes ("Property"), subject to matters of record, if any, to the extent the same are valid, subsisting and affect the Property ("Permitted Encumbrances").

TO HAVE AND TO HOLD the Property, together with all and singular the rights, easements and appurtenances thereto in anywise belonging and all improvements on the Property, unto Grantee, its successors and assigns, forever, subject to the Permitted Encumbrances, and Grantor does hereby bind itself, its successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the said Property, subject to the Permitted Encumbrances, unto Grantee, its successors and assigns, against every person whosoever claiming the same, by, through or under Grantor, but not otherwise. 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. Grantor further makes no representation or warranty, express or implied, with respect to the ownership of the oil, gas or other minerals located on, under or within the Property conveyed hereby.

EXECUTED as of the 17 day of October, 2003.

SHONEY'S, INC., a Tennessee corporation

By: _____
Colt Hothorn, Vice President

[acknowledgment on following page]

STATE OF TENNESSEE:

COUNTY OF DAVIDSON:

Before me, the undersigned, a Notary Public at Large within said County and State, personally appeared Colt Hothorn, to me known (or proved to me on the basis of satisfactory evidence) to be the person described in and who executed the foregoing instrument, and acknowledged and affirmed he is the Vice President of Shoney's, Inc., and that said instrument was signed and sealed on behalf of Shoney's, Inc., the within named bargain or, a corporation, and that he as such Vice President executed the same for the purposes therein contained and acknowledged, by personally signing the name of Shoney's, Inc., by himself as Vice President.

Witness my hand and seal, at office in Nashville, Tennessee, this 16th day of October, 2003.

[seal]

Wanda G. Parsons
Notary Public, State of Tennessee

Wanda G. Parsons
Print, type or stamp name of Notary Public
My commission expires _____

WANDA G. PARSONS
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.
My Commission Expires MAY 29, 2005

EXHIBIT "A"

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 2 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 the such property conveyed or taken for rights of way for public streets or roads.

BEING THE SAME PROPERTY conveyed to Shoney's, Inc., a Tennessee corporation, by deed from Captain D's, LLC, a Delaware limited liability company, filed for record on 11-5-03, _____ in Book _____, Page _____, in the Register's Office of Davidson County, Tennessee.

2003 1105 - 0162325