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Prepared by and return to:
Eric B. Marks, Esquire
Akerman Senterfitt
255 South Orange Avenue, 17th Floor
Orlando, Florida 32801

Davidson County DEEDWARR
Recvd: 12/22/03 14:04 5pgs
Fees:28.00 Taxes:1924.00
20031222-0181828

TENNESSEE
Davidson County

SPECIAL WARRANTY DEED

FROM: **SHONEY'S PROPERTIES GROUP 1, LLC**, Grantor

TO: **JOHN WANG**, 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:
Mr. John Wang ~~1055 Murfreesboro Road~~ ~~Memphis, Tennessee 38119~~ 818 18th Avenue South, Suite 100 Nashville TN 37203	Same	Map 106-100 Parcel: 46.03

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 $520,000.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

By: _____
Colt Hothorn, Vice President of Shoney's, Inc. the Managing Member of Shoney's Properties Group 1, LLC

Subscribed and sworn to before me by Colt Hothorn, this 9th day of December, 2003.

PAMELA TIDWELL NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.
My Commission Expires NOV. 26, 2005

Notary Public
Pamela Tidwell

My commission expires: _____

{OR6[illegible]}

Store No. 1237
Murfreesboro Road, Tennessee

THIS SPECIAL WARRANTY DEED, dated as of the 9th day of December, 2003, by **SHONEY'S PROPERTIES GROUP 1, LLC**, a Delaware limited liability company, having an address at 1717 Elm Hill Pike, Nashville, Tennessee 37210, hereinafter called the Grantor, to **JOHN WANG**, an individual having an address at 818 18th Avenue South, Suite 100, Nashville, Tennessee 37203, 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 2003 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.**

5. **That certain Sublease of the Property by and between Shoney's, Inc. and Yun Tao Ouyang and Yun Fei Ouyang, dated October 28, 2003, as the same is amended, assigned or modified.**

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 PROPERTIES GROUP 1, LLC, a Delaware limited liability company

By: **SHONEY'S, INC.**, a Tennessee corporation, its Managing Member

By: _____
Colt Hothorn, Vice President

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., the Managing Member of Shoney's Properties Group 1, LLC and that said instrument was signed and sealed on behalf of Shoney's, Inc., as Managing Member of Shoney's Properties Group 1, LLC, the within named bargainor, a limited liability company, and that he as such Vice President of the Managing Member of Shoney's Properties Group 1, LLC executed the same for the purposes therein contained and acknowledged, by personally signing the name of Shoney's Properties Group 1, LLC by himself as Vice President of the Managing Member.

Witness my hand and seal, at office in Nashville, Tennessee, this 9th day of December, 2003.

[seal]

PAMELA TIDWELL
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

My Commission Expires NOV. 26, 2005

_____
Notary Public, State of Tennessee
Pamela Tidwell

_____
Print, type or stamp name of Notary Public
My commission expires _____

EXHIBIT "A"

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, together with all buildings and improvements thereon or thereunto belonging, and being the westerly 75 feet of Lot 4, all of Lot 5 and the easterly 25 feet of Lot 6 on the unrecorded plat of part of the property of Martin Theatres of Nashville, Inc. described according to a survey prepared by Regan-Smith Associates, Inc., dated March 25, 1996 as follows:

Beginning at an existing railroad spike in the southwesterly right of way margin of Murfreesboro Road, U.S. Hwy. 41 and 70S, State Route 1, a 112-foot right of way, said spike being situated 333 feet, more or less, from the westerly end of the southwest return curve at the intersection of Murfreesboro Road and Thompson Lane; thence,

1. Leaving the southwesterly right of way of Murfreesboro Road and with the northwesterly line of The Krystal Company of record in Book 6253, Page 875, Register's Office for Davidson County, Tennessee, S 39°32'00" W, 170.05 feet by survey (S 39°32'00" W, 170.00 feet by deed) to an existing railroad spike in the northerly line of Belz Investco L.P. of record in Book 7744, Page 139, Register's Office for Davidson County, Tennessee; thence,

2. With the northerly line of Belz Investco L.P., N 48°56'40" W, 199.99 feet by survey (N 50°28' W, 200.90 feet by deed) to an existing railroad spike; thence,

3. With the southeasterly line of Belz Investco L.P., N 39°29'31" E, 164.60 feet by survey (northeasterly, 164.56 feet by deed) to an existing railroad spike in the southwesterly right of way of Murfreesboro Road; thence,

4. With the southwesterly right of way of Murfreesboro Road, S 50°30'29" E, 200.04 feet by survey (S 50°28' E, 200.00 feet by deed) to the Point of Beginning.

Being the same property conveyed to Shoney's Big Boy Enterprises, Inc., by deed of record in Book 4783, Page 128, Register's Office for Davidson County, Tennessee; the said Shoney's Big Boy Enterprises, Inc. having changed its name to Shoney's, Inc. by Articles of Amendment to Restated Charter of record in Book 5082, Page 398, Register's Office for Davidson County, Tennessee.

Less and except from the foregoing property description any part thereof taken or used for rights-of-way for public streets or roads.

Being a portion of the property conveyed to Shoney's Properties Group 1, 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.

* by Certificate of Merger of record in Instrument No. 2000 111601 13652

Mark E. Sawyer, a licensed surveyor (License Number 1649) in the State of Tennessee has certified that the above-described property is one and the same as the property described below. Grantor makes no representation or warranty whatsoever with respect to the below-described property.

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

SURVEYOR'S DESCRIPTION

BEING LAND IN NASHVILLE, DAVIDSON COUNTY, TENNESSEE, LOCATED GENERALLY SOUTH OF MURFREESBORO PIKE, JUST WEST OF THOMPSON LANE AND BEING THE WESTERLY 75 FEET OF LOT NO. 4, ALL OF LOT NO. 5 AND THE EASTERLY 25 FEET OF LOT NO. 6 IN THE UNRECORDED PLAN OF PART OF THE PROPERTY OF MARTIN THEATRES OF NASHVILLE, INC. AND BEING DESCRIBED AS FOLLOWS:

BEGINNING AT A RAILROAD SPIKE FOUND IN THE SOUTHWESTERLY RIGHT-OF-WAY LINE OF MURFREESBORO PIKE (112' R.O.W) 364.71 FEET NORTHWESTERLY FROM THE NORTHWESTERLY RIGHT-OF-WAY LINE OF THOMPSON LANE AS MEASURED ALONG THE SOUTHWESTERLY LINE OF MURFREESBORO PIKE, AND THE NORTHWESTERLY PROPERTY CORNER OF THE KRYSTAL COMPANY PROPERTY AS OF RECORD IN DEED BOOK 6253, PAGE 875, R.O.D.C.;

THENCE, LEAVING SAID RIGHT-OF-WAY LINE OF MURFREESBORO PIKE ALONG THE NORTHWESTERLY LINE OF THE KRYSTAL COMPANY PROPERTY, S39°32'00"W, 170.02 FEET TO A RAILROAD SPIKE FOUND AT THE SOUTHWESTERLY CORNER OF THE KRYSTAL COMPANY PROPERTY;

THENCE, LEAVING SAID CORNER ALONG THE NORTHEASTERLY LINE OF THE MRW JOINT VENTURE PROPERTY AS OF RECORD IN INSTRUMENT #20010802-0082481, R.O.D.C., N48°56'34"W, 200.06 FEET TO A RAILROAD SPIKE FOUND;

THENCE, ALONG THE SOUTHEASTERLY LINE OF THE MRW JOINT VENTURE PROPERTY, N39°29'38"E, 164.65 FEET TO A RAILROAD SPIKE FOUND IN THE SOUTHWESTERLY RIGHT-OF-WAY LINE OF MURFREESBORO PIKE;

THENCE, ALONG SAID RIGHT-OF-WAY LINE, S50°28'46"E, 200.10 FEET TO THE POINT OF BEGINNING.

BEING THE SAME PROPERTY CONVEYED TO S'S TRANSITORY GROUP 1, LLC AS OF RECORD IN INSTRUMENT #20001116-0113654, R.O.D.C.

CONTAINING 33,474 SQUARE FEET OR 0.77 ACRES MORE OR LESS, ACCORDING TO A PLAT OF SURVEY BY MARK E. SAWYER, R.L.S., TENNESSEE LICENSE #1649, FILE 03-104, DATED DECEMBER 2, 2003.

MARK E. SAWYER, RLS 1649
SAWYER LAND SURVEYING
DECEMBER 3, 2003

SURVEYORS CERTIFICATE

I HEREBY CERTIFY THAT THIS IS A CATEGORY I (URBAN LAND SURVEY) AND THE RATIO OF PRECISION OF THE UNADJUSTED SURVEY IS 1:13,569 AS SHOWN HEREON.

SAWYER LAND SURVEYING

BY: Mark E Sawyer TENNESSEE LICENSE 1649

DATE: 12-3-2003