Prepared by and return to:
Scott A. Wasserman, Esq.
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Davidson County DEEDWARR
Recvd: 07/29/04 12:38 6pgs
Fees:33.00 Taxes:1924.00
20040729-0090879

TENNESSEE
Davidson County

SPECIAL WARRANTY DEED

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

TO: **COOKE/WILSON PROPERTIES**, Grantee

Address New Owner as follows:
Cooke/Wilson Properties
3309 Fairmont Drive
Nashville, TN 32703

Name and address of the Person or Entity Responsible for the Payment of Real Property Taxes:
Same

Map/Parcel Number:
Map: 86
Parcel: 197

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 Hatcher, as Vice President of
Shoney's, Inc.

Subscribed and sworn to before me by Colt Hatcher, this 28th day of July, 2004.

Pamela Tidwell
Notary Public

My commission expires: _____

PAMELA TIDWELL
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

{M2127426;1}

My Commission Expires NOV. 26, 2005

Shoney's Store No.: 68890
Hermitage, TN

THIS SPECIAL WARRANTY DEED, dated as of the 29TH day of July, 2004, by **SHONEY'S, INC.**, a Tennessee corporation, having an address at 1717 Elm Hill Pike, Nashville, Tennessee 37210, hereinafter called the Grantor, to **COOKE/WILSON PROPERTIES**, a partnership having an address at 3309 Fairmont Drive, Nashville, Tennessee, 37023, 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 2004 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: _____
Print Name: A. L. Schwarz
Its: Vice President

By: _____
Print Name: Colt Horton
Its: Vice President

By: _____
Print Name: Sloan Cross
Its: Vice President

By: _____
Print Name: Mark West
Its: V.P.

STATE OF TENNESSEE:

COUNTY OF DAVIDSON:

Before me, the undersigned, a Notary Public at Large within said County and State, personally appeared A.L. Schwarz, 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., a Tennessee corporation and that said instrument was signed and sealed on behalf of Shoney's, Inc., the within named bargainor, a TN Corporation, and that he as such Vice President of Shoney's, Inc. executed the same for the purposes therein contained and acknowledged, by personally signing the name of A.L. Schwarz by himself as Vice President.

Witness my hand and seal, at office in Nashville, Tennessee, this 28th day of July, 2004.

(seal)

PAMELA TIDWELL
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

My Commission Expires NOV 20, 2005

Pamela Tidwell
Notary Public, State of Tennessee

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

STATE OF TENNESSEE:

COUNTY OF DAVIDSON:

Before me, the undersigned, a Notary Public at Large within said County and State, personally appeared Colt Hatcher, 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., a Tennessee corporation and that said instrument was signed and sealed on behalf of Shoney's, Inc., the within named bargainor, a TN Corporation, and that he as such Vice President of Shoney's, Inc. executed the same for the purposes therein contained and acknowledged, by personally signing the name of Colt Hatcher by himself as Vice President.

Witness my hand and seal, at office in Nashville, Tennessee, this 28th day of July, 2004.

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

My Commission Expires NOV. 26, 2005

Pamela Tidwell
Notary Public, State of Tennessee

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

STATE OF TENNESSEE:

COUNTY OF DAVIDSON:

Before me, the undersigned, a Notary Public at Large within said County and State, personally appeared Sean Cross, 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., a Tennessee corporation and that said instrument was signed and sealed on behalf of Shoney's Inc., the within named bargainor, a TN Corporation, and that he as such Vice President of Shoney's, Inc. executed the same for the purposes therein contained and acknowledged, by personally signing the name of Sean Cross by himself as Vice President.

Witness my hand and seal, at office in Nashville, Tennessee, this 28th day of July, 2004.

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

My Commission Expires NOV. 26, 2005

Pamela Tidwell
Notary Public, State of Tennessee

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

STATE OF TENNESSEE:

COUNTY OF DAVIDSON:

Before me, the undersigned, a Notary Public at Large within said County and State, personally appeared David West, 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., a Tennessee corporation and that said instrument was signed and sealed on behalf of Shoney's, Inc., the within named bargainor, a TN Corporation; and that he as such Vice President of Shoney's, Inc. executed the same for the purposes therein contained and acknowledged, by personally signing the name of David West by himself as Vice President.

Witness my hand and seal, at office in Nashville, Tennessee, this 28th day of July, 2004.

[seal]

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

Pamela Tidwell
Notary Public, State of Tennessee

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

Shoney's Store No.: 68890
Hermitage, TN

EXHIBIT "A"

Land in the 4th Civil District of Davidson County, Tennessee, being more particularly described as follows:

Lot No. 1 on the plat of Section 2, Shoney's Big Boy, Lebanon Pike of record in Book 4860, Page 92, 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.

Being the same property conveyed to Shoney's, Inc., a Tennessee corporation, by Warranty Deed from SHN Properties, LLC, a Delaware limited liability company, of record in Instrument No. 20001228-0126681, in the Register's Office for Davidson County, Tennessee.