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Davidson County DEEDWARR
Recvd: 09/02/05 08:12 4 pgs
Fees:23.00 Taxes:2312.50
20050902-0105351

FROM: Kelly S. Neely and Ina Claire Neely

TO: Shoney's, LLC, a Tennessee limited liability company

Address New Owner as follows:	Send Tax Bills to:	Map & Parcel #
Shoney's, LLC	Shoney's, LLC	91-14-150.00
Suite B-1, 1717 Elm Hill Pike	Brazos Tax Group Inc #1227	
Nashville, TN 37210	930 W First Street 303	
Attn: Ted R. Habermann, Esq.	FT Worth TX 76102	

THIS INSTRUMENT PREPARED BY: Barrett B. Sutton, Jr., Esq., Waller Lansden Dortch & Davis, PLLC, 511 Union Street, Suite 2700, Nashville, Tennessee 37219-1760

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is $625,000.00.

Ted R Habermann
Affiant

DONNA B. CURTIS STATE OF TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY, TENN.

Subscribed and sworn to before me, this the 31st day of August, 2005.

Donna B Curtis
Notary Public

My Comm. Expires:
My Commission Expires JAN. 24, 2009

GENERAL WARRANTY DEED

FOR AND IN CONSIDERATION OF the sum of Ten Dollars, cash in hand paid by the hereinafter named GRANTEE, and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Kelly S. Neely and wife, Ina Claire Neely, hereinafter called "GRANTORS", have bargained and sold, and by these presents do transfer and convey unto Shoney's, LLC, a Tennessee limited liability company, hereinafter called "GRANTEE", its successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described as follows, to wit:

A tract of land in the First Civil District of Nashville-Davidson County, Tennessee, together with all buildings and improvements thereon or thereunto belonging and all right, title, and interest in and to any adjoining streets and ways, being more particularly described

according to a survey dated January 12, 1996, prepared by Ragan-Smith Associates Inc., Project No. 72-448/5078 as follows:
Beginning at an existing iron pin on the west right-of-way line of White Bridge Road (a 92-foot right-of-way) that is southwardly, 113.75 feet along said right-of-way line from an existing iron pin at the south end of the southwesterly return curve at the intersection of White Bridge Road and Charlotte Pike; said iron pin is also at the intersection of the west right-of-way line of White Bridge Road and the south right-of-way line of a 20-foot wide private alley as of record in Book 9533, Page 413 and Book 9533, Page 415, Register's Office for Davidson County, Tennessee; thence,
1. With the west right-of-way line of White Bridge Road, S 07°05'41" E a distance of 224.43 feet to an existing iron pin in the north right-of-way line of a 27-foot wide alley; thence
2. Leaving said right-of-way line with the north right-of-way line of said 27-foot wide alley, S 67°17'44" W a distance of 130.34 feet to an iron pin set; thence
3. Continuing with said right-of-way line, 15.68 feet along the arc of a curve to the right with a radius of 10.00 feet, a chord bearing and distance of N 67°36'42" W, 14.119 feet to an iron pin set in the easterly right-of-way line of a 17-foot wide alley as created by Metropolitan Council Bill No. 72-173; thence
4. With the easterly right-of-way line of said 17-foot wide alley, N 22°31'08" W a distance of 126.20 feet to an iron pin set; thence
5. S 67°19'35" W a distance of 29.62 feet to an iron pin set in the east boundary line of Marshall Daugherty and Bobbie W. Daugherty as of record in Book 1415, Page 60, Register' s Office for Davidson County, Tennessee; thence
6. With the east boundary line of the aforementioned tract, N 22°32'55" W a distance of 80.01 feet to an existing iron pin; thence
7. With the southerly boundary line of the aforementioned tract and the south right-of-way line of a 20-foot wide private alley, N 67°18'48" E a distance of 229.70 feet to the point of beginning, containing 39,142 square feet or 0.899 acres, more or less.

Being the same property conveyed to Kelly S. Neely and wife, Ina Claire Neely, by deed of record in Book 4700, Page 213, Register's Office for Davidson County, Tennessee, together with that portion of a 16-foot wide alley closed by Metropolitan Council Bill No. 72- 173 and that portion of the right-of-way of White Bridge Road closed by Metropolitan Council Bill No. 079-74.

Including the following easement rights:

All easements accruing to the Land described in Exhibit A granted in that certain Easement Agreement by and between Shoney's, Inc., a Tennessee corporation, and Development Resources Corp., a Tennessee corporation, dated January 16, 1988, of record in Book 7761, Page 310, Register's Office for Davidson County, Tennessee (the "Agreement"), including, without limitation, a nonexclusive easement, right, license and privilege of passage and use, both pedestrian and vehicular, for the benefit of Shoney's, Inc., and its successors, assigns, tenants, subtenants and their respective customers, employees and invitees, for the purpose of ingress and egress over the "New Driveway" (as defined and described in the Agreement to which reference is hereby made) and any and all of the driveway areas now or hereinafter located on the " Budgetel Property" (as defined and described in the Agreement to which reference is hereby made).

Said property is transferred subject to the limitations, restrictions, and encumbrances as set forth below:

Taxes and assessments for the year 2005, not yet due and payable; Matters shown on the plat of record in Plat Book 161, page 164; Easements retained in Metropolitan Council Bill Nos. 072-173 and 079-74; Easement Agreement of record in Book 7761, page 310, Register's Office for Davidson County, Tennessee.

This is property known as 365 White Bridge Road, Nashville, Tennessee 37209.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEE, its successors and assigns, forever, and GRANTORS do covenant with the said GRANTEE that they are lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, unless otherwise herein set out; and GRANTORS do further covenant and bind themselves, their heirs and assigns, to warrant and forever defend the title to the said land to the said GRANTEE, its successors and assigns, against the lawful claims of all persons whomsoever. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

WITNESS our hands this 31st day of August, 2005.

Kelly S. Neely

Ina Claire Neely

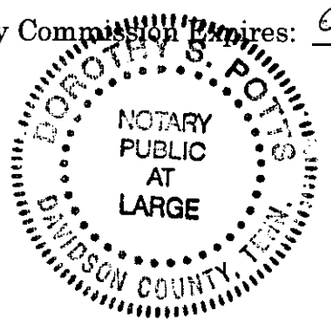
STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, the within named Kelly S. Neely and Ina Claire Neely, the bargainors, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged that they executed the within instrument for the purposes therein contained.

Witness my hand and seal, at office in Nashville, Tennessee, this the 31st day of August, 2005.

NOTARY PUBLIC

My Commission Expires: 9-22-07



My Commission Expires