WHEN RECORDED RETURN TO:

Stites & Harbison, PLLC
Suite 1800
424 Church Street
Nashville, TN 37219-2387
Attn: Warren H. Wild, Jr., Esq.

Davidson County DEEDWARR
Recvd: 12/21/05 14:24 7 pgs
Fees:38.00 Taxes:8288.00
20051221-0153120

SPECIAL WARRANTY DEED

FROM: SHONEY'S, LLC, a Tennessee limited liability company
Grantor

TO: Amnon Shreibman, Trustee of the Shreibman Family Trust created under Trust Agreement dated May 8, 2002, as amended by Amended and Restated Trust Agreement dated December 6, 2005, with full power and authority to sell, convey, transfer assign, hypothecate, mortgage, lease, encumber and/or otherwise deal with assets held by him, as Trustee, upon such terms and conditions as he in his sole and absolute discretion deems to be necessary or appropriate, all without the approval or joinder of any beneficiary
Grantee

This instrument was prepared by:

Jenkens & Gilchrist, P.C.
1445 Ross Avenue, Suite 3700
Dallas, Texas 75202

Address New Owner (s)

P.O. Box 177
LaVergne, Tennessee
37086

Name and Address of the Person or Entity Responsible for the payment of Real Property Taxes:

Amnon Shreibman,
trustee
P. O. Box 177
LaVergne, Tennessee
37086

Map-Parcel Numbers

91-14-151.00

Store No. 1227

STATE OF TENNESSEE)
COUNTY OF DAVIDSON)

The actual consideration or value, whichever is greater, for this transfer is Two Million Two Hundred Forty Thousand and No/100 Dollars ($2,240,000.00).

By: Ted R Haberman VP
Affiant

SUBSCRIBED AND SWORN TO before me, this the 14 day of December, 2005.

SUSAN DELORY HARRIS NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.

My Commission Expires NOV. 24, 2007

Susan Delory Harris
Notary Public

My Commission Expires:

Nov. 24, 2007

FOR AND IN CONSIDERATION OF the sum of Ten and No/100 Dollars ($10.00), the receipt and sufficiency of which are hereby acknowledged, Shoney's, LLC, a Tennessee limited liability company ("Grantor"), has bargained and sold, and by these presents does transfer and convey unto Amnon Shreibman, Trustee of the Shreibman Family Trust created under Trust Agreement dated May 8, 2002, as amended by Amended and Restated Trust Agreement dated December 6, 2005, with full power and authority to sell, convey, transfer assign, hypothecate, mortgage, lease, encumber and/or otherwise deal with assets held by him, as Trustee, upon such terms and conditions as he in his sole and absolute discretion deems to be necessary or appropriate, all without the approval or joinder of any beneficiary ("Grantee"), his heirs, successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, more particularly described on Exhibit A attached hereto and incorporated herein by this reference (the "Property").

The Property is improved property known as 365 White Bridge Road, Nashville, Tennessee.

This conveyance is expressly made subject to those matters more specifically set forth on Exhibit B attached hereto and incorporated herein by this reference.

TO HAVE AND TO HOLD the Property with the appurtenances, estate, title and interest thereto belonging to Grantee, his heirs, successors and assigns forever.

And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple and Grantor has a good right to convey the Property.

And Grantor does further covenant and bind Grantor, its successors and assigns to warrant and forever defend the title to the Property to Grantee, his heirs, successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor (other than claims arising from the matters set forth on Exhibit B), but not further or otherwise. This conveyance is

expressly made subject to the matters set forth on Exhibit B.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Grantor has executed this Deed to be effective as of this 20th day of December, 2005.

GRANTOR:

SHONEY'S, LLC,
a Tennessee limited liability company

By: Ted R Habermann
Name: Ted R Habermann
Title: Vice President

STATE OF Tennessee §
§
COUNTY OF Davidson §

Before me the undersigned, a Notary Public in and for said County and State, personally appeared Ted R. Habermann, the vice president of SHONEY'S, LLC, a Tennessee limited liability company, known to me ~~(or proved to me on oath of _____ or through _____ (description of identity card or other document))~~, and thereupon he acknowledged that he was authorized to execute the within instrument on behalf of said limited liability company, and that he executed said instrument as the voluntary act of the said limited liability company and for the purposes and consideration expressed therein and in the capacity stated therein.

Given under my hand and seal of office this 14 day of December, A.D., 2005.

(Seal)

SUSAN DIEROLF-HARRIS NOTARY PUBLIC AT LARGE DAVIDSON COUNTY, TENN.
My Commission Expires NOV. 24, 2007

Susan Dierolf-Harris, Notary Public
(signature of Notary Public)

My Commission Expires: Nov. 24, 2007

Store No. 1227

EXHIBIT A

Legal Description

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 224.48 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 Shoney's, LLC, by deed of record as Instrument No. 20050902-0105351, 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).

EXHIBIT B

Permitted Encumbrances

1. Rights of Shoney's, LLC, a Tennessee limited liability company, as tenant under that certain Lease dated December 20th, 2005, with Amnon, Shreibman, as trustee, as landlord.
2. Taxes and assessments for the year 2005 and subsequent years.
3. All matters as shown on the plat of record in Plat Book 161, page 164, Register's Office for Davidson County, Tennessee.
4. Easements retained in Metropolitan Council Bill Nos. 072-173 and 079-74.
5. Easement Agreement between Shoney's Inc. and Development Resources Corp. of record in Book 7761, page 310, Register's Office of Davidson County, Tennessee.
6. Any fact, rights, interests or claims that may exist or arise by reason of the following matters disclosed by a survey prepared by Derek L. Harvel, RLS No. 2129, Harvel & Associates, Inc., Job No. 05518, dated July 28, 2005, as follows:
   - 36" corrugated metal pipe crossing the southernmost corner of the land.
   - southwest corner of the building encroaches onto the rear building setback line.
   - power line serving the land crosses adjacent property to the north of the land.