Davidson County DEEDWARR
Recvd: 05/27/08 16:05 8 pgs
Fees:43.00 Taxes:5357.60
20080527-0054007

PREPARED BY: (Map 127-0, Parcel 273)

Eric Bowen, Esq.
Hunton & Williams, LLP
1445 Ross Avenue, Suite 3700
Dallas, Texas 75202

SPECIAL WARRANTY DEED

STATE OF TENNESSEE §
§ KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF DAVIDSON §

THAT, **SHOLAND PROPERTIES GROUP 4, LLC**, a Delaware limited liability company f/k/a Shoney's Properties Group 4, LLC ("Grantor"), for and in consideration of the sum of Ten and No/100 Dollars ($10.00) and other valuable consideration, the receipt and sufficiency of which consideration are hereby acknowledged, has Granted, Sold, and Conveyed, and by these presents does Grant, Sell, and Convey, unto **HIGHWAY 70 SOUTH RESTAURANT PARTNERS**, a Tennessee general partnership ("Grantee"), having an address of 4121 Hillsboro Road, Suite 302, Nashville, TN 37215, (i) all that real property situated in the County of Davidson, State of Tennessee, and more particularly described on Exhibit A attached hereto and made a part hereof for all purposes, (ii) together with all improvements and related amenities located in and on such real property, (iii) easements, if any, benefiting such real property, and (iv) all rights and appurtenances, if any, pertaining to such real property, including any right, title and interest of Grantor in and to adjacent streets, alleys or rights-of-way (collectively, the "Property").

This Deed is made and accepted expressly subject to the matters set forth in Exhibit B attached hereto and made a part hereof for all purposes (the "Permitted Encumbrances").

TO HAVE AND TO HOLD the Property, subject to the Permitted Encumbrances, together with all and singular the rights and appurtenances belonging in any way to the Property, unto the said Grantee, its successors and assigns forever, and Grantor binds itself and its successors and assigns to warrant and forever defend all and singular the title to the Property, subject to the Permitted Encumbrances, to Grantee, its successors and assigns against every person lawfully claiming or to claim all or any part of the Property, by, through, or under Grantor, but not otherwise.

IN WITNESS WHEREOF, Grantor has executed this Deed to be effective as of this 23 day of May, 2008.

GRANTOR:

SHOLAND PROPERTIES GROUP 4, LLC,
a Delaware limited liability company

By: Sholand, LLC,
a Tennessee limited liability company,
its manager

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

STATE OF TENNESSEE §
§
COUNTY OF DAVIDSON §

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Ted R. Habermann, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Vice President of Sholand, LLC, a Tennessee limited liability company, the Managing Member of SHOLAND PROPERTIES GROUP 4, a limited liability company, the within named bargainor, and that he executed the foregoing instrument for the purposes therein contained, by signing the name of the limited liability company, by himself as such vice president of such company.

WITNESS my hand and seal, at office, this 23rd day of May, 2008.

_____
Notary Public

My Commission Expires: 11-14-09

EDWARD L. WOODARD JR.
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires NOV. 14, 2009

Store No. 1324

AFFIDAVIT OF CONSIDERATION

STATE OF TENNESSEE §
§
COUNTY OF DAVIDSON §

The actual consideration for this transfer or value of the property transferred, whichever is greater is, ONE MILLION FOUR HUNDRED FORTY-EIGHT THOUSAND AND NO/100 U.S. Dollars ($1,448,000.00).

Affiant

Subscribed and sworn to before me this the 23rd day of May, 2008.

Notary Public

My Commission Expires: 11-14-09

EDWARD L. WOODARD JR.
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires NOV. 14, 2009

Store No. 1324

EXHIBIT A

PROPERTY

TRACT I:

Being a parcel of land in Nashville, First Civil District, Twenty-Third Councilmanic District, Davidson County, Tennessee, together with all buildings and improvements thereon or thereunto belonging, and being Lot No. 2 as shown on the plan of the Corcoran/Maddox Property as of record in Book 7900, Page 742, Register's Office for Davidson county, Tennessee ("**R.O.D.C.**"), and being located in the northwesterly quadrant of the intersection of Interstate 40 and U.S. Highway 70 South and being more particularly described as follows:

BEGINNING at a point in the southerly right-of-way line of U.S. Highway 70 South. Said point being westerly 921 feet, more or les, from the northerly right-of-way line of Interstate 40 as measured along the southerly right-of-way line of U.S. Highway 70 South:

THENCE, with said southerly right-of-way the following calls:

Along a curve to the right 229.38 feet to a point, said curve having a central angle of 16° 37' 02", a radius of 790.90 feet, a tangent of 115.50 feet and a chord of N 60° 58' 51" E, 228.58 feet;

S 16° 42' 38" E, 2.00 feet to a point;

Along a curve to the right 311.54 feet to a point, said curve having a central angle of 22° 37' 36", a radius of 788.90 feet, a tangent of 157.83 feet and a chord of N 84° 36' 10" E, 309.52 feet;

THENCE, leaving said right-of-way and following the southeasterly line of property conveyed to Soung Eui Shin by deed of record in Book 7720, Page 582, R.O.D.C., and Sadler Partnership by deed of record in Book 7340, Page 853, R.O.D.C., the following calls:

S 06° 43' 41" W, 35.00 feet to a point;

S 37° 16' 08" E, 57.00 feet to a point;

S 55° 09' 59" E, 340.00 feet to a point;

S 44° 59' 32" E, 4.97 feet to a point in the northerly right-of-way line of Interstate 40;

THENCE, with said right-of-way line S 46° 28' 18" W, 141.58 feet to a point;

THENCE, leaving said right-of-way line, N 43° 18' 24" W, 316.29 feet to a point;

THENCE, S 72° 47' 34" W, 388.67 feet to a point;

THENCE, S 83° 54' 40" W, 97.03 feet to a point;

THENCE, N 15° 48' 44" W, 152.36 feet to the point of beginning;

Containing 130,969 square feet or 3.01 acres, more or less.

TRACT II:

Easements accruing to Tract I granted in that certain Declaration of Reciprocal Easements and Restrictive Covenants ("**Declaration**") by and among Dan W. Maddox and Margaret H. Maddox as Co-Trustees, Regal Cinemas, Inc. and Shoney's, Inc. dated June 1, 1994, recorded in Book 9364, page 926, Register's Office for Davidson County, Tennessee, including, without limitation, the following:

Easement A: A permanent, nonexclusive easement appurtenant to Tract I for the purpose of ingress, egress, walking, and driving, over, upon, and across the following described property:

A 30-foot access easement the centerline of which is more particularly described as follows:

BEGINNING at a point in a southerly line of Lot No. 2 as shown on the plan of Corcoran/Maddox property as of record in Book 7900, Page 727, Register's Office for Davidson County, Tennessee ("**R.O.D.C.**"), said point being 91.23 feet, more or less from a southeast corner of said Lot No. 2;

THENCE, along said center line the following calls:

S 15° 48' 44" E, 38.01 feet to a point;

S 72° 47' 34" W, 190.00 feet to a point;

S 83° 54' 40" W, 111.80 feet to a point;

N 06° 05' 20" W, 16.76 feet to a point in a southerly line of said Lot No. 2, said point being N 83° 54' 40" E, 97.03 feet from the southwest corner of said Lot No. 2.

Being par of the same property conveyed to Dan W. Maddox and Margaret H. Maddox, Co-Trustees, by deed from Dan W. Maddox of record in Book 9364, Page 923, R.O.D.C., and being a portion of Lot No. 1 on the plan of the Corcoran/Maddox Property as of record in Book 7900, Page 727, R.O.D.C.

Easement B: A permanent, nonexclusive easement appurtenant to Tract I for the purpose of the installation, construction, maintenance and repair of underground utilities serving

Tract I under and through such portions of the following described property (the "**Leased Premises**") as are not occupied by or designated by Regal Cinemas, Inc., as lessee of the Leased Premises, for occupancy by the theater building or by the Retail Center (as defined in the Declaration); said easement shall include, without limitation, gas, electricity, water, sewer, telephone and similar utilities together with an easement for drainage of surface water over, upon and across the Leased Premises and through any drainage facilities constructed on the Leased Premises:

Being a parcel of land in Nashville, Second Civil District, Twenty-Third Councilmanic District, Davidson County, Tennessee, located in the northwesterly quadrant on the intersection of Interstate 40 and U.S. Highway 70 South being a part of the property conveyed to Don W. Maddox and Margaret H. Maddox, Co-Trustees, by deed of record in Book 9364, Page 923, Register's Office for Davidson County, Tennessee ("**R.O.D.C.**"), being a portion of Lot No. 1 on the plan of the Corcoran/Maddox Property as of record in Book 7900, Page 727, R.O.D.C. and being more particularly described as follows:

BEGINNING at a point in the southerly right-of-way line of U.S. Highway 70 South; as widened, said point being westerly 921 feet more or less from the northerly right-of-way line of Interstate 40;

THENCE, S 15° 48' 44" E, 152.36 feet to the true point of beginning of the herein described parcel; said point also being the southwest corner of Lot No. 2 as shown on the plan of Corcoran/Maddox property as of record in Book 7900 Page 727, R.O.D.C.;

THENCE, N 83° 54' 40" E, 97.03 feet to a point;

THENCE, with the southerly line of said Lot No. 2 the following calls:

N 72° 47' 34" E, 388.67 feet to a point;

S 43° 18' 24" E, 238.90 feet to a point;

THENCE, leaving said southerly line of Lot No. 2 along a severance line the following calls:

S 47° 50' 02" W, 795.57 feet to a point;

N 42° 22' 41' W, 286.70 feet to a point;

N 37° 22' 42" E, 281.00 feet to a point;

N 07° 26' 48" W, 148.80 feet to the point of beginning.

Containing 267,383 square feet or 6.14 acres, more or less.

Tracts I and II being the same property conveyed to S'S Transitory Group 4, LLC, a Delaware limited liability company by Quitclaim Deed from SHN Properties, LLC, a Delaware limited liability company, of record in Instrument No. 20001120-0114749, Register's Office for Davidson County, Tennessee. The said S'S Transitory Group 4, LLC, a Delaware limited liability company have since merged with and into Shoney's Properties Group 4, LLC, a Delaware limited liability company as evidenced by Certificate of Merger of record in Instrument no. 20001120-0114747, said Register's Office.

EXHIBIT B

PERMITTED ENCUMBRANCES

1) Taxes and assessments for 2008 and subsequent years.

2) Rights of tenants in possession, as tenants only, under unrecorded lease agreements.

3) Subject to all matters shown on the Plan of Cocoran-Maddox Property in Plat Book 7900, page 742, said Register's Office.

4) Lack of direct access to Interstate 40, such right of access having been condemned in the suit styled D. W. Moulton, Commissioner, Department of Highways of the State of Tennessee vs. Edward M. Polk and wife, Martha R. Polk, Paul Schiel, Trustee, No. 58912, in the Second Circuit Court of Davidson County, Tennessee, dated March 5, 1962, of record in Book 3346, page 133, said Register's Office.

5) TVA transmission line easements of record in Book 2274, page 96, and Book 3184, page 87, said Register's Office.

6) Terms and conditions of Declaration of Reciprocal Easements and Restrictive Covenants by and among Dan W. Maddox and Margaret H. Maddox as Co-Trustees, Regal Cinemas, Inc. and Shoney's, Inc., dated June 1, 1994, recorded in Book 9364, page 926, said Register's Office.

7) Matters shown on survey of Rocky L. Montoya, TN RLS No. 697, of R. L. Montoya Land Surveying Inc., as Job No. 08-04-12, dated April 25, 2008, last revised May 15, 2008.