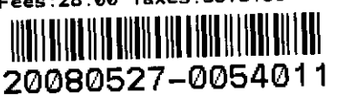
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Davidson County DEEDWARR
Recvd: 05/27/08 16:12 5 pgs
Fees:28.00 Taxes:9579.30



20080527-0054011

PREPARED BY: (Map 108-0, Parcel 174)

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 **DONELSON PIKE 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. 1242

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, TWO MILLION FIVE HUNDRED EIGHTY-NINE THOUSAND AND NO/100 U.S. Dollars ($2,589,000.00).

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. 1242

EXHIBIT A

PROPERTY

Land in Davidson County, Tennessee, being more particularly described as follows:

Lot No. 1 on the plat of Shoney's of Donelson Pike Subdivision of record in Book 7900, Page 610, 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 the right of way conveyed by deed of Record in Book 9693, Page 721, in the office of the Register of Deeds for Davidson County, Tennessee.

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. 20001116-0113658, 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 Shoney's of Donelson Pike Subdivision of record in Plat Book 7900, Page 610, said Register's Office.

4) Right-of-Way Easement as set forth in instrument recorded in Book 9693, Page 721, said Register's Office.

5) Matters shown on survey of Rocky L. Montoya, TN RLS No. 697, of R. L. Montoya Land Surveying Inc., Job No. 08-04-14, dated April 30, 2008, last revised May 15, 2008.