PREPARED BY: (Map 82-15, Parcel 222)

Eric Bowen, Esq.
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Davidson County DEEDWARR
Recvd: 07/14/08 10:24 6 pgs
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SPECIAL WARRANTY DEED

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

THAT, **SHOLAND PROPERTIES GROUP 3, LLC**, a Delaware limited liability company f/k/a Shoney's Properties Group 3, 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 **IRONPOWER PROPERTIES**, a Tennessee general partnership ("Grantee"), having an address of P. O. Box 121437, Nashville, TN 37217, (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.

Store No. 1223

IN WITNESS WHEREOF, Grantor has executed this Deed to be effective as of this 10th day of July, 2008.

GRANTOR:

SHOLAND PROPERTIES GROUP 3, LLC,
a Delaware limited liability company

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

By: Ted R Habermann
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 3, 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 9th day of July, 2008.

Sally A. Morgan
Notary Public

My Commission Expires: January 23, 2010

SALLY A. MORGAN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires JAN. 23, 2010

Store No. 1223

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 EIGHTY-FIVE THOUSAND AND NO/100 U.S. Dollars ($1,485,000.00).

By: Ted R. Hollermann
Affiant

Subscribed and sworn to before me this the 9th day of July, 2008.

Sally A. Morgan
Notary Public

My Commission Expires: January 23, 2010

SALLY A. MORGAN
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY, TENN.
My Commission Expires JAN. 23, 2010

EXHIBIT A

PROPERTY

TRACT "A" (Fee Simple Tract):

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, being Lot No. 1 on the Resubdivision of Lots 114 through 119 Shelby's Third Addition to Edgefield, of record in Book 8250, page 23, Register's Office for Davidson County, Tennessee; and being Parcel No. 222 on Tax Map 82-15, more particularly described according to ALTA/ACSM Land Title Survey of Regan-Smith-Murphy & Associates, Inc., Job No. 91-024 dated March 14, 1991, revised May 21, 1991, June 11, 1991, and June 24, 1991, as follows:

Beginning at a point on the north right-of-way line of Woodland Street, being the westerly end of a 25-foot radius curve at Woodland Street and Interstate Drive; thence,

1. With the northerly right-of-way line of Woodland Street, South 58 deg. 38 min. 30 sec. West, 79.93 feet to an existing iron pin at the beginning of a curve; thence,

2. Continuing with the northerly right-of-way line of Woodland Street with a curve to the right (radius 1674.85 feet) southwestwardly a distance of 125.30 feet to an iron pin at the common corner of Lots 1 and 2 of the above-noted plan and having a chord bearing and distance of South 61 deg. 41 min. 22 sec. West, 125.266 feet; thence,

3. With the common line between Lots 1 and 2, North 31 deg. 04 min. 00 sec. West, 160.00 feet to an iron pin set; thence,

4. With the north line of Lot No. 1, North 60 deg. 18 min. 04 sec. East, 230.00 feet to an iron pin on the westerly right-of-way line of Interstate Drive; thence,

5. With the westerly right-of-way line of Interstate Drive, South 31 deg. 03 min. 44 sec. East, 135.13 feet to a point at the beginning of a curve; thence,

6. With said curve to the right (radius 25.00 feet) southwestwardly a distance of 39.14 feet to the point of beginning and having a chord bearing and distance of South 13 deg. 47 min. 23 sec. West, 35.26 feet and containing 37,058 square feet, or 0.85 acres, more or less.

TRACT "B" (Easement Tract):

A perpetual, exclusive easement to construct and maintain a parking and driveway area, together with all rights of vehicular and pedestrian ingress and egress thereto, over and upon a tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, being a part of Lot No. 2 on the Resubdivision of Lots 114 through 119, Shelby's Third Addition to Edgefield, of record in Book 8250, page 23, in said Register's Office, and being part of Parcel No. 223 on Tax Map 82-15, being more particularly described according to ALTA/ACSM Land

Title Survey of Regan-Smith-Murphy & Associates, Inc., Job No. 91-024, dated March 14, 1991, revised May 21, 1991, June 11, 1991 and June 24, 1991, as follows:

Beginning at an iron pin on the northerly right-of-way line of Woodland Street at the common corner of Lot 1 (Tract "A") and 2 as shown on the above-noted plat; thence

1. With the northerly right-of-way line of Woodland Street with a curve to the right (radius 1674.85 feet) southwestwardly a distance of 60.00 feet to an iron pin set and having a chord bearing and distance of South 64 deg. 51 min. 37 sec. West, 59.997 feet; thence,

2. With a severance line, North 31 deg. 04 min. 00 sec. West, 155.24 feet to an iron pin set; thence,

3. With a severance line, North 60 deg. 18 min. 04 sec. East, 59.70 feet to an iron pin set at the northwesterly corner of above-described Tract "A"; thence,

4. With the westerly line of Tract "A", South 31 deg. 04 min. 00 sec. East, 160.00 feet to the point of beginning and containing 9,417 square feet, or a 0.22 acres, more or less.

Being the same property conveyed to Shoney's Properties Group 3, LLC, a Delaware limited liability company by Special Warranty Deed from Shoney's Properties Group 6, LLC, a Delaware limited liability company, of record in Instrument No. 20011109-0123255, Register's Office for Davidson County, Tennessee.

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) Any and all matters which would be disclosed by a current, accurate survey and/or visual inspection of the Property.

4) Restrictive covenants contained in the deeds of record in Book 3616, page 355 and Book 3616, page 359, Register's Office for Davidson County, Tennessee.

5) All matters shown on the Plan of Resubdivision of Lot 114, 115, 116, 117, 118 & 119, Shelby's Third Addition to Edgefield, of record in Plat Book 8250, page 23, Register's Office for Davidson County, Tennessee.

6) Subject to conditions contained in Deed of record in Book 8399, page 656, Register's Office for Davidson County, Tennessee (Easement Tract).

7) Dedication of Easement for Sanitary Sewers and/or Storm Drainage to Metropolitan Government of Nashville and Davidson County, as set forth in instrument of record in Book 8789, page 977, Register's Office for Davidson County, Tennessee.

8) Permanent Utility Pole and Anchor Easement to Metropolitan Government of Nashville and Davidson County, as set forth in Instrument recorded in Book 11652, page 556, Register's Office for Davidson County, Tennessee.