Captain D's, LLC
1717 Elm Hill Pike, Suite A-1
Nashville, TN 37210

THIS INSTRUMENT PREPARED BY:

Klehr Harrison Harvey Branzburg
1835 Market St., 14th Floor
Philadelphia, PA 19103
Jeffrey D. Spann, Esquire

After recording return to:

Kristin L. Brown
First American Title Insurance Company
2425 E. Camelback Road, Suite 300
Phoenix, AZ 85016
4978261

OWNER/RESPONSIBLE TAXPAYER:

SHN PROPERTIES, LLC ~~8501 E Princess Dr Ste 190 Scottsdale, AZ 85255~~

Source of Grantor's Title: General Warranty Deed recorded in Instrument 2010525-0040352

MAP & PARCEL: ~~22300~~ 105-140-223.00
105.140.223.00-001
105-140-228.00-002

NEW OWNER:

STORE MASTER FUNDING I, LLC
8501 E Princess Drive, Suite 190
Scottsdale, AZ 85255

* * * * *

I, swear or affirm that the actual consideration for this transfer or value of the property transferred, whichever is greater, is $529,180.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

michael T. Falls
(Affiant)

Subscribed and sworn to before me this 7th day of September; 2011.

Wanda G. Parsons
(Notary Public)

WANDA G. PARSONS STATE TENNESSEE NOTARY PUBLIC DAVIDSON COUNTY

My commission expires: May 6, 2013

* * * * *

SPECIALWARRANTY DEED

THIS INDENTURE, made as of the 8th day of September, 2011, between SHN PROPERTIES, LLC, a Delaware limited liability company, ("Grantor") and STORE MASTER FUNDING I, LLC, a Delaware limited liability company ("Grantee").

WITNESSETH:

That Grantor, for and in consideration of the sum of Ten and no/100 Dollars ($10.00) and for other good and valuable consideration in hand paid by Grantee, the receipt of which is hereby acknowledged, has granted, bargained, sold and conveyed, and does hereby grant, bargain, sell

BILL GARRETT, Davidson County
Trans:T20110057265 DEEDWARRSP
Recvd: 09/15/11 09:59 5 pgs
Fees:28.00 Taxes:1957.97
20110915-0071553

and convey unto Grantee the following described premises, with the hereditaments and appurtenances thereto appertaining, to wit:

All that certain real estate described in **Exhibit A** attached hereto and incorporated herein by reference (the "Property").

TO HAVE AND TO HOLD the Property to the said Grantee, its successors and assigns forever.

And Grantor, for itself, its successors and assigns, does hereby covenant with Grantee, its representatives, successors and assigns, that Grantor will forever warrant and defend the title to the Property against the lawful claims of all persons claiming, by, through or under the Grantor, but not otherwise; and that such Property is free from all encumbrances except for those matters described on **Exhibit B** attached hereto.

THE PREPARER OF THIS DEED MAKES NO REPRESENTATION AS TO THE STATUS OF TITLE TO THE PROPERTY DESCRIBED ON EXHIBIT A HERETO. THIS DEED HAS BEEN PREPARED SOLELY FROM INFORMATION FURNISHED TO THE PREPARER WHO MAKES NO REPRESENTATION WHATSOEVER OTHER THAN IT HAS BEEN ACCURATELY TRANSCRIBED FROM THE INFORMATION PROVIDED. The terms "Grantor" and "Grantee" and any pronouns shall be read in the singular and plural number and in such gender as the context may require.

[Signature Page Follows]

IN WITNESS WHEREOF, the Grantor has executed this instrument the date first above written.

SHN PROPERTIES, LLC

By: Captain D's Intermediate Real Estate Holding Corporation, a Delaware corporation, its sole member

By: Michael T. Folks
Michael T. Folks, Vice President

STATE OF Tennessee
COUNTY OF Davidson

Before me, Wanda G. Parsons, a Notary Public in and for the State and County aforesaid, personally appeared Michael T. Folks, 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 Captain D's Intermediate Real Estate Holding Corporation, a Delaware corporation, the sole member of SHN Properties, LLC, a Delaware limited liability company, the within named bargainor, and that he as such officer, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation, as sole member of SHN Properties, LLC by himself as such officer.

WITNESS my hand and seal at office, on this the 7th day of September, 2011.

Wanda G. Parsons
Notary Public

My Commission Expires:

May 6, 2013



EXHIBIT A

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

Land in Davidson County, being Lot No. 1 on the Final Plat of Shoney's Franklin Road Subdivision, as shown on plat of record in Plat Book 6900, Page 216, in the Office of the Register of Deeds for Davidson County, Tennessee, to which plat reference is hereby made for a more particular description

BEING the same property conveyed by to Grantor by General Warranty Deed recorded in Instrument No. ~~201~~0525-0040352
2010

EXHIBIT B

All existing and recorded covenants, agreements, conditions, easements, restrictions, reservations and rights, to the extent valid and enforceable and still applicable to the above described premises.