BILL GARRETT, Davidson County
Trans:T20140046229 DEEDWARRSP
Recvd: 06/30/14 10:28 4 pgs
Fees:23.00 Taxes:715.95
20140630-0056964

Return to

Prepared by:
Frederick B. Tyler, Jr., Esq.
Waffle House, Inc.
5986 Financial Drive
Norcross, Georgia 30071
(770) 729-5700
(counsel to Grantee only)

SPECIAL WARRANTY DEED

Address New Owner(s)	Send Tax Bills To:	Map-Parcel Number(s)
Mid South Waffles, Inc. Attn: Tax Dept. 5986 Financial Drive Norcross, GA 30071	Same	**Map & Parcel #095-040-246.00**

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 ($10.00) DOLLARS cash in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, **MRS. W, L.P.**, a Georgia limited partnership, formerly known as Mrs. Winners, L.P., a Georgia limited partnership (hereinafter "Grantor") has bargained and sold, and by these presents hereby transfers and conveys unto **MID SOUTH WAFFLES, INC.**, a Georgia corporation (hereinafter "Grantee"), its heirs, successors and assigns, a certain tract or parcel of land in Davidson County, Tennessee, more particularly described on **EXHIBIT "A"** attached hereto and made a part hereof (hereinafter, the "Property"). Wherever used herein, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

This is improved property located at 2625 Lebanon Pike, Nashville, TN 37214.

Said Property is conveyed subject to taxes for the years 2014 and thereafter and matters shown on **EXHIBIT "B"** attached hereto and made a part hereof (hereinafter, the "Permitted Exceptions").

TO HAVE AND TO HOLD said Property with the buildings, fixtures, improvements, tenements, appurtenances, hereditaments, estate, title, and interest thereto belonging to Grantee, its heirs, successors and assigns, forever. Grantor covenants that, subject to the Permitted Exceptions, Grantor is lawfully seized and possessed of said Property in fee simple, has good right to convey it, and that same is unencumbered.

Grantor further covenants and binds itself, and its heirs, successors and assigns, to warrant and forever defend the title to said Property to Grantee, its heirs, successors and assigns, against the lawful claims of all persons claiming by, through or under Grantor, but not otherwise, except claims arising out of the said Permitted Exceptions.

IN WITNESS WHEREOF, Grantor has executed this instrument on this 24 day of June, 2014.

GRANTOR:
MRS. W, L.P.,
a Georgia limited partnership

By: Old Winn Corp., a Georgia corporation,
its General Partner

By: _____
Name: J. Russell Welch
Title: Senior Vice President

THE STATE OF GEORGIA
COUNTY OF Fulton

Before me, the undersigned Notary Public, of the State and County aforesaid, on this day personally appeared **J. Russell Welch** with whom I am personally acquainted (or who proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Senior Vice President of Old Winn Corp., a Georgia corporation, the General Partner of **MRS. W, L.P.**, a Georgia limited partnership, the within named Grantor, and that he, as such Senior Vice President being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the said corporation as general partner by himself as such Senior Vice President.

WITNESS my hand, at office, this 24 day of June, 2014.

Deborah Lynn Goodman
Notary Public

My Commission Expires: _____

DEBORAH LYNN GOODMAN NOTARY PUBLIC FULTON COUNTY, GEORGIA MY COMMISSION EXPIRES AUGUST 16, 2014

[AFFIX NOTARY STAMP/SEAL]

STATE OF GEORGIA
COUNTY OF Fulton

The actual consideration or value (whichever is greater) for this transfer is **$193,500.00**.

Affiant, **J. Russell Welch**

Subscribed and sworn to before me, this 24 day of June, 2012.

Deborah Lynn Goodman
Notary Public

My Commission Expires: _____

DEBORAH LYNN GOODMAN NOTARY PUBLIC FULTON COUNTY, GEORGIA MY COMMISSION EXPIRES AUGUST 16, 2014

[Affix Notary Seal/Stamp]

EXHIBIT "A"

(Legal description of the "Property")

LAND IN DAVIDSON COUNTY, TENNESSEE, BEING LOT NO. 3 ON THE PLAN OF THE RESUBDIVISION OF THE LEBANON PIKE SHONEY'S AND LEE'S, OF RECORD IN BOOK 9700, PAGE 40, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, TO WHICH PLAN REFERENCE IS HEREBY MADE FOR A MORE COMPLETE DESCRIPTION.

BEING THE SAME PROPERTY CONVEYED TO MRS. WINNER'S L.P., A GEORGIA LIMITED PARTNERSHIP FROM SHONEY'S, INC., A TENNESSEE CORPORATION BY DEED OF RECORD IN BOOK 9815, PAGE 285, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

AND BEING THE SAME PROPERTY LEASED BY GRANTOR TO GRANTEE AS EVIDENCED BY THAT CERTAIN MEMORANDUM OF LEASE OF RECORD AS INSTRUMENT NUMBER 20131217-0127590, IN THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE.

EXHIBIT "B"
(the "Permitted Exceptions")

1. Property taxes for the year 2014 and subsequent years.

2. All matters shown on that certain plat entitled "Resubdivision of the Lebanon Pike Shoney's and Lee's", of record in book 9700, page 40, in the Register's Office of Davidson County, Tennessee.

3. Agreement for Dedication of Easement and/or Public Street Right-of-Way recorded as Instrument Number 20131217-0127258 in said Register's Office.

4. Declaration of Restrictions and Covenants for Stormwater Facilities and Systems recorded as Instrument Number 20131216-0126786 in said Register's Office.