

422.50
10.00
5.00

SHELBY COUNTY, ALABAMA

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made this 29th day of September, 1995, from SHONEY'S, INC., a Tennessee corporation with its principal office and place of business located at 1727 Elm Hill Pike, Nashville, Tennessee 37210 (the "Grantor"), to FFCA ACQUISITION CORPORATION, a Delaware corporation with its principal office and place of business located at 17207 North Perimeter Drive, Scottsdale, Arizona 85255 (the "Grantee").

W I T N E S S E T H:

Grantor, for itself, its successors and assigns, for and in consideration of the sum of Four Hundred Twenty-Two Thousand Two Hundred Twenty-Five and No/100 Dollars (\$422,225.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Grantor, has granted, bargained, sold, aliened, conveyed and confirmed, and does hereby grant, bargain, sell, alien, convey and confirm, to Grantee and Grantee's successors and assigns forever, the real property located in Shelby County, Alabama, described on EXHIBIT A attached hereto and incorporated herein by reference (the "Property"), together with any easements, rights, appurtenances, buildings and improvements thereon or thereunto belonging..

This conveyance is subject to taxes for the current year and all easements, rights-of-way, conditions, covenants, restrictions, reservations and exceptions of record, and all building and zoning ordinances, laws, regulations and restrictions by municipal or other governmental authority applicable to the Property or to any easements, rights, appurtenances, buildings and improvements on or belonging unto the Property. Notwithstanding any reference to acreage or square footage contained in the description of the Property in EXHIBIT A, Grantor makes no representation or warranty, express or implied, as to the exact amount of acreage or square footage in the Property. Grantor further makes no representation or warranty, express or implied, with respect to the ownership of the minerals located on, under, or within the Property.

Except as set forth hereinabove, Grantor does hereby fully warrant the title to the Property and will defend the same against the lawful claims of all persons whomsoever claiming by, through or under Grantor, but against none other.

Inst # 1995-28896

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SHELBY COUNTY JUDGE OF PROBATE
004 MCD 438.50

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IN WITNESS WHEREOF, Grantor has caused this instrument to be duly executed and delivered on the day and year first above written.

SHONEY'S, INC., a Tennessee corporation

By: W. Craig Barber
W. Craig Barber
(Typed or Printed Name)

Title: Senior Executive Vice
President and CFO

Attest: F.E. McDaniel, Jr.
F.E. McDaniel, Jr.
(Typed or Printed Name)

Title: Secretary

STATE OF TENNESSEE

COUNTY OF DAVIDSON

I, David L. Denson, a notary public in and for said county in said state, hereby certify that W. Craig Barber and F.E. McDaniel, Jr., whose names as Senior Executive Vice President and CFO and Secretary, respectively, of SHONEY'S, INC., a Tennessee corporation, are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of the instrument, they, as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal of office this 27th day of September, 1995.

David L. Denson
Name: David L. Denson
Notary Public

My Commission Expires:
My Commission Expires MAR. 27, 1999

[AFFIX SEAL]



SEND TAX NOTICES TO:

FFCA Acquisition Corporation
17207 North Perimeter Dr.
Scottsdale, AZ 85255

This Instrument Was Prepared By:

David J. White, Esq.
Tuke Yopp & Sweeney
201 Fourth Avenue, North, 17th Floor
Nashville, Tennessee 37219

EXHIBIT A

A parcel of land situated in the Southwest 1/4 of Section 25, the Southeast 1/4 of Section 26, the Northeast 1/4 of Section 35 and the Northwest 1/4 of Section 36, all in Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southwest corner of said Section 25;

Thence Easterly along the South line of said Section 130.60 feet to the Westerly right-of-way line of U.S. Highway #31 and the point of beginning of the parcel herein described;

Thence turn an angle to the left of 74°13'10" and run Northeasterly along said right-of-way line 26.00 feet;

Thence leaving said right-of-way line turn an interior angle of 72°31'29" (72°25'19" of record) and run Southwesterly 248.43 feet (248.11 feet of record) to the Easterly right-of-way line of The Louisville Nashville Railroad;

Thence turn an interior angle of 99°40'53" (99°40'41" of record) and run Southwesterly along said right-of-way line 112.00 feet;

Thence leaving said right-of-way line turn an interior angle of 82°40'40" (82°45'05" of record) and run Southeasterly 228.45 feet (229.09 feet of record) to the Westerly right-of-way line of U.S. Highway #31;

Thence turn an interior angle of 105°49'08" (105°51'05" of record) and run Northeasterly along said right-of-way line 100.00 feet to the point of beginning.

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