BOOK 9756PG915

Address of New Owner:
Applebee's International, Inc.
4551 W. 107th Street
Suite 100
Overland Park, Kansas 66207

Send Tax Bills to:
New Owner (same)

Tax Map No.
104-2-360

QUIT CLAIM DEED

Know all men by these presents, that RIO REAL ESTATE, L.P., a Georgia limited partnership whose address for purposes of this Quit Claim Deed is 1640 Powers Ferry Road, Building 2, Suite 300, Marietta, Georgia 30067 ("Grantor"), for and in consideration of TEN DOLLARS, does hereby bargain, sell, remise, release, quit claim and convey a 61.67836% undivided interest unto APPLEBEE'S INTERNATIONAL, INC., a Delaware corporation whose address for purposes of this Quit Claim Deed is 4551 W. 107th Street, Suite 100, Overland Park, Kansas 66207 ("Grantee"), the real estate as more particularly described in Exhibit "A" attached hereto and by this reference made a part hereof, located in the County of Davidson, State of Tennessee. Grantor obtained title by Quitclaim Deed from Innovative Restaurant Concepts, Inc., recorded March 25, 1991 in Book 8315, Page 670.

Grantor does hereby warrant the title herein conveyed against the lawful claims of all persons claiming by, through or under Grantor, but not further or otherwise; PROVIDED, HOWEVER, that this conveyance is made subject to all matters of record including, without limitation, that certain Tennessee Deed of Trust, Assignment of Leases and Security Agreement executed by Grantor to Guaranty Title Company, Trustee, of record in Book 8159, page 346, Register's Office of Davidson County, Tennessee, dated July 24, 1990, in the original principal amount of $1,100,000.00, which Deed of Trust was amended by instrument of record in Book 8315, page 679, said Register's Office, which indebtedness and Deed of Trust are hereby assumed by Grantee.

In testimony whereof, Grantor has caused this instrument to be executed as of the 23 day of March, 1995.

0087533
IDENTIF. & REFERENCE

95 AUG -9 AM 10:27

MAIL ENV.

GRANTOR:

RIO REAL ESTATE, L.P.

By: Innovative Restaurant Concepts, Inc., general partner

By: W. Douglas Benn, CFO

Prepared by:
Charles L. Wood, Esq.
Altman, Kritzer & Levick, P.C.
6400 Powers Ferry Road, N.W.
Powers Ferry Landing, Suite 224
Atlanta, Georgia 30339

(ACKNOWLEDGMENTS ON NEXT PAGE)

BOOK 9756 PG 916

STATE OF ~~GEORGIA~~ Missouri
COUNTY OF ~~FULTON~~ Jackson

Before me, the undersigned, Dee J. Lewis, a Notary Public in and for the State and County aforesaid, personally appeared W. Douglas Benn, 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 CFO, of Innovative Restaurant Concepts, Inc., a Georgia corporation, said corporation being the general partner of RIO REAL ESTATE, L.P., a Georgia limited partnership, and he as such CFO executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such CFO.

Witness my hand and official seal at Atlanta, Fulton County, Georgia, this 23rd day of March, 1995.

Dee J. Lewis
Notary Public

My Commission expires:

12/30/98

(NOTARY SEAL)

DEE J. LEWIS
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires Dec. 30, 1998

STATE OF ~~GEORGIA~~ Missouri
COUNTY OF ~~FULTON~~ Jackson

I hereby swear or affirm that the actual consideration for this transfer is $0.

RIO REAL ESTATE, L.P.

By: Innovative Restaurant Concepts, Inc., general partner

By: W. Douglas Benn
W. Douglas Benn, CFO, Affiant

STATE OF GEORGIA
COUNTY OF FULTON

Before me, the undersigned, Dee J. Lewis, a Notary Public in and for the State and County aforesaid, personally appeared W. Douglas Benn, 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 CFO, of Innovative Restaurant Concepts, Inc., a Georgia corporation, said corporation being the general partner of RIO REAL ESTATE, L.P., a Georgia limited partnership, and he as such CFO executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such CFO.

Witness my hand and official seal at Atlanta, Fulton County, Georgia, this 23rd day of March, 1995.

Dee J. Lewis
Notary Public

My Commission expires:

12/30/98

(NOTARY SEAL)

DEE J. LEWIS
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires Dec. 30, 1998

2381-1 - 3/18/1995

3552 08/29 0101 03CHECK 12.00

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR PRINTING IN
THIS DOCUMENT UNSATISFACTORY WHEN RECEIVED

2706

EXHIBIT A

TRACT I: A parcel of land in the First Civil District of Davidson County, Tennessee; being Lot 6 on Miss Kate Shields Plan Subdivision of part of Lot No. 56, Boyd Cockrill Spring Tract, of record in Plat Book 57, page 77, Register's Office for Davidson County, Tennessee, part of Lot No. 11 on the Plan of Bransford Realty Company's Subdivision of part of Lot no. 57 in the Boyd Cockrill Spring Tract Plan, of record in Plat Book 332, page 165, Register's Office for Davidson County, Tennessee; and part of Lot No. 57 in the Boyd Cockrill Spring Tract Plan of record in Plat Book 21, page 40, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at an iron pin in the southerly margin of West End Avenue, at the northeast corner of Lot One on the Resubdivision Plan of record in Plat Book 4715, page 162, Register's Office for Davidson County; thence, with said margin of West End Avenue, North 42 deg. 23 min. 30 sec. East, 82.68 feet to an iron pin at the northwest corner of the Gasoline Marketers, Inc. property, of record in Deed Book 4969, page 702, Register's Office for Davidson County; thence, South 33 deg. 18 min. East 128.20 feet to the southerly margin of Alley Number 912; thence, with said alley margin, North 57 deg. 53 min. East , 127.93 feet to a point in the westerly margin of 30th Avenue South; thence with said margin of 30th Avenue South, South 33 deg. 28 min. East, 91.25 feet to a point, the northeast corner of Lot 14 on Henry George's Subdivision, of record in Plat Book 161, page 171, Register's Office for Davidson County, Tennessee; thence, generally following a chain-link fence, South 57 deg. 53 min. West, 128.20 feet to a point in the easterly margin of Alley Number 914-1/2; thence, with said alley margin North 33 deg. 18 min. West, 2.75 feet to a point in the northerly margin of Alley Number 912; thence, with said alley margin, South 56 deg. 55 min. 45 sec. West 42.03 feet to a point, the southeast corner of the aforementioned Lot One on the Resubdivision Plan of record in Plat Book 4715, page 162, Register's Office for Davidson County, Tennessee; thence, North 44 deg. 17 min. 32 sec. West, 199.76 feet to the point of beginning, containing 24,482 square feet or 0.56 acres, more or less.

Being the same property conveyed to INNOVATIVE RESTAURANT CONCEPTS, INC., by deed from BOBBY G. LAWSON of record in Book 8011, page 122, Register's Office for Davidson County, Tennessee.

TRACT II: Being a parcel of land in Nashville, First Civil District, Eighteenth Councilmanic District, Davidson County, Tennessee, located on the westerly margin of Thirtieth Avenue South, being Lot No. 14 on the Plan of Henry George's Subdivision of record in Book 161, page 171, Register's Office for Davidson County, Tennessee, and being more particularly described as follows:

BEGINNING at a point in the westerly margin of Thirtieth Avenue South, said point being approximately 255 feet south of the southerly margin of West End Avenue, said point further described as being the southeast corner of Lot No. 6 shown on Miss Kate Shields Subdivision of part of Lot no. 56, Boyd Cockrill Spring tract of record in Book 57, page 77, R.O.D.C.; thence, with said margin of Thirtieth Avenue, S 33 deg. 28' E, 45.00 feet to a point; thence, leaving said margin S 57 deg. 53' W, 128.33 feet to the easterly margin of Alley No. 914-1/2; thence, with said margin of Alley N 33 deg. 18' W, 45.00 feet to the southwest corner of the aforementioned Lot No. 6; thence, leaving said alley and with the southerly line of said Lot no. 6, N 57 deg. 53' E, 128.20 feet to the point of beginning, containing 5,771 square feet or 0.13 acre, more or less.

Being the same property conveyed to INNOVATIVE RESTAURANT CONCEPTS, INC. by deed from CHARLES A. ISHAM, EXECUTOR OF THE ESTATE OF MARGARET E. (MCRAE) SMITH with power of sale pursuant to the Will of MARGARET E. (MCRAE) SMITH in Will Book 165, page 522, Probate Court for Davidson County, Tennessee of record in Book 7981, page 215, Register's Office for Davidson County, Tennessee.