BOX 14

BOOK 10818 PG 780

This Instrument Was Prepared By:
David J. White
Tuke Yopp & Sweeney, PLC
NationsBank Plaza, Suite 1100
414 Union Street
Nashville, Tennessee 37219

Map/Parcel:
SEE SCHEDULE I
ATTACHED HERETO

INSTRUMENT OF CORRECTION

This Instrument of Correction is made this 23rd day of February, 1998, by and between **SHONEY'S, INC.**, a Tennessee corporation (the "Grantor"), and **SHN PROPERTIES, LLC**, a Delaware limited liability company (the "Grantee").

WHEREAS, by Warranty Deed recorded in Book 10715, Page 443, and re-recorded in Book 10717, Page 899, in the Office of the Register of Deeds for Davidson County, Tennessee (the "Original Deed"), Grantor conveyed certain real property in Davidson County, Tennessee to Grantee; and

WHEREAS, by inadvertence and mutual mistake, the Original Deed contained a scrivener's error in one paragraph thereof; and

WHEREAS, Grantor and Grantee desire to correct such error;

NOW, THEREFORE, for and in consideration of these premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and for the purpose of correcting the Original Deed, Grantor and Grantee hereby acknowledge and agree that the paragraph on page two of the Original Deed reading

> "And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple, has a good right to convey it, subject to the matters set forth herein to which this conveyance is made subject."

is hereby deleted and the following is substituted in lieu therefor:

> "And Grantor does covenant with Grantee that Grantor is lawfully seized and possessed of the Property in fee simple, and has a good right to convey it, subject to the matters set forth herein to which this conveyance is made subject."

IN WITNESS WHEREOF, Grantor and Grantee have executed this Instrument of Correction on the date set forth above, to be effective as of December 2, 1997, the date on which the Original Deed was delivered.

Grantor:

SHONEY'S, INC., a Tennessee corporation

By: Lloyd W. Baldridge, Jr.
Name: Lloyd W. Baldridge, Jr.
Title: Vice President and Treasurer

Grantee:

SHN PROPERTIES, LLC, a Delaware limited liability company

By: Corporate Benefit Services, Incorporated of Nashville, Managing Member

By: F.E. McDaniel, Jr.
Name: F.E. McDaniel, Jr.
Title: Vice President, Assistant Secretary and Assistant Treasurer

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STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public of the state and county mentioned, personally appeared Lloyd W. Baldridge, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President and Treasurer of Shoney's, Inc., the within named bargainor, a corporation, and that he as such Vice President and Treasurer, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation by himself as Vice President and Treasurer.

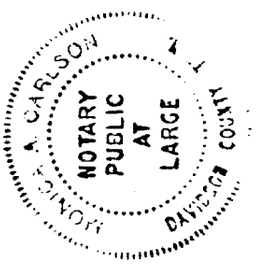
Witness my hand and seal, at office in Nashville, Tennessee, this 23rd day of February, 1998.

Monica A. Carlson
Notary Public

My Commission Expires:

March 27, 1999

[NOTARIAL SEAL]



STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public of the state and county mentioned, personally appeared F.E. McDaniel, Jr., with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President, Assistant Secretary and Assistant Treasurer of Corporate Benefit Services, Incorporated of Nashville, a corporation and the managing member of SHN Properties, LLC, the within named bargainor, a limited liability company, and that he as such Vice President, Assistant Secretary and Assistant Treasurer of such managing member, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the limited liability company by himself as Vice President, Assistant Secretary and Assistant Treasurer of its managing member.

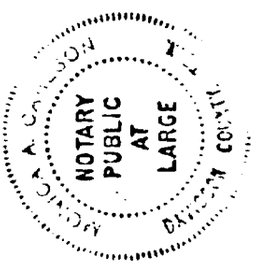
Witness my hand and seal, at office in Nashville, Tennessee, this 23rd day of February, 1998.

Monica A. Carlson
Notary Public

My Commission Expires:

March 27, 1999

[NOTARIAL SEAL]



SCHEDULE I

Store No.	Map/Parcel	Address
1208	93-13/36 & 563	1521 Demonbreun St. Nashville, TN 37203
1219	34-2/67 34-2/81	914 Two Mile Pk. Goodlettsville, TN 37072
1223	82-15/222	110 Interstate Dr. Nashville, TN 37213
1236	86/197	3455 Lebanon Rd. Hermitage, TN 37076
1237	106-16/46.03	1051 Murfreesboro Rd. Nashville, TN 37217
1242	108/174	546 Donelson Pk. Nashville, TN 37214
1243 & 3535	71-6/78	305 West Trinity Ln. Nashville, TN 37207
1324	127/273	7745 Highway 70 South Bellevue, TN 37221
3501	95-4/187	2633 Lebanon Rd. Donelson, TN 37214
3514	133-6/244	3715 Nolensville Rd. Nashville, TN 37211
3522	60-8/21	3021 Dickerson Rd. Nashville, TN 37207
3544	149/240	2705 Murfreesboro Rd. Nashville, TN 37217
3585	160/224	789 Old Hickory Blvd. Brentwood, TN 37027
3670	19-14/5	405 Long Hollow Pk. Goodlettsville, TN 37072
3686	142/135	7075 Old Harding Rd. Bellevue, TN 37221
7705	34-2/95	271 Gleaves St. Madison, TN 37115

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