BOOK 10865 PG 174

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

Store No. 1258--Map 160
Parcel 163

INSTRUMENT OF CORRECTION

This Instrument of Correction is made this 31st day of March, 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 10760, Page 376, 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 January 14, 1998, the date on which the Original Deed was delivered.

Grantor:

SHONEY'S, INC., a Tennessee corporation

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

0419774
IDENTIF. & REFERENCE

98 APR -1 PM 1:25

PICK-UP

391004/01 0101 03CHECK 8.00

217225.1 3/31/98

STATE OF TENNESSEE
COUNTY OF DAVIDSON

BOOK 10865 PG 175

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.

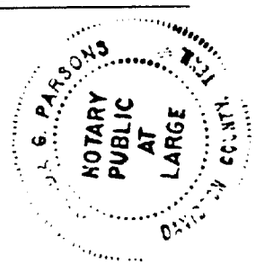
Witness my hand and seal, at office in Nashville, Tennessee, this 31ST day of March, 1998.

Wanda A. Parsons
Notary Public

My Commission Expires:

July 28, 2001

[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 31ST day of March, 1998.

Wanda A. Parsons
Notary Public

My Commission Expires:

July 28, 2001

[NOTARIAL SEAL]

