When recorded mail to:
LandAmerica Financial Group, Inc.
attn: S. Delgado
3636 N. Central Ave, Suite 350
Phoenix, AZ 85012
Escrow No. 00-20643

Box 49
46806

This Instrument Was Prepared By:
David J. White
Bank of America Plaza, Suite 1100
414 Union Street
Nashville, Tennessee 37219

Davidson County DEEDQC
Recvd: 11/16/00 09:44 4pgs
Fees:18.00 Taxes:0.00
20001116-0113654

Tennessee
Davidson Co.

QUITCLAIM DEED

FROM: **SHN PROPERTIES, LLC, a Delaware limited liability company, as Grantor**

TO: **S'S TRANSITORY GROUP 1, LLC, a Delaware limited liability company, as Grantee**

Address New Owner(s) as Follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map-Parcel Numbers
S'S TRANSITORY GROUP 1, LLC 1727 Elm Hill Pike Nashville, Tennessee 37210	Same	106-16/46.03

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration for this transfer is $ 10.00.

Affiant

Subscribed and sworn to before me, this the 26th day of August, 2000.

Notary Public

My Commission Expires:

May 28, 2003

JULIA FRANKS LOYD
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

{0385169.2}
Store No. 1237

THIS QUITCLAIM DEED is made this 24th day of August, 2000, from **SHN PROPERTIES, LLC**, a Delaware limited liability company (the "Grantor"), with a mailing address of 1727 Elm Hill Pike, Nashville, Tennessee 37210, to **S'S TRANSITORY GROUP 1, LLC**, a Delaware limited liability company (the "Grantee"), with a mailing address of 1727 Elm Hill Pike, Nashville, Tennessee 37210.

WITNESSETH:

That for a good and valuable consideration, the receipt of which is hereby acknowledged, Grantor, for itself and its successors and assigns, hereby releases, quitclaims and conveys to Grantee any and all right, title and interest of Grantor in and to the premises located in Davidson County, Tennessee, described in **Exhibit A** attached hereto and incorporated herein by reference, together with all buildings and permanent improvements thereon and all rights, privileges, easements and appurtenances thereunto belonging (collectively, the "Property"). Grantor makes no representation or warranty whatsoever with respect to the Property or the ownership thereof. The Property is subject to all such limitations, restrictions and encumbrances as may affect such Property.

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

SHN PROPERTIES, LLC, a Delaware limited liability company

By: SHN INVESTMENTS, LLC, a Delaware limited liability company (successor by merger to Corporate Benefit Services, Incorporated of Nashville), as Managing Member

By: SHONEY'S, INC., a Tennessee corporation, as Manager

By: Donna M. Adams
Name: Donna M. Adams
Title: Vice President-Tax

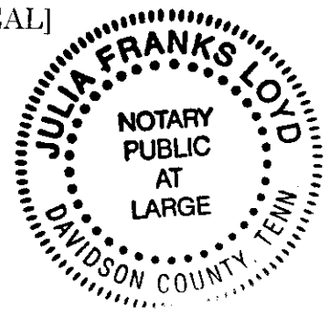
STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public of the state and county mentioned, personally appeared Donna M. Adams, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged herself to be the Vice President-Tax of Shoney's, Inc., a Tennessee corporation and the Manager of SHN Investments, LLC, a Delaware limited liability company (successor by merger to Corporate Benefit Services, Incorporated of Nashville) and the Managing Member of SHN Properties, LLC, the within named bargainor, a Delaware limited liability company, and that she as such Vice President-Tax of the Manager of the Managing Member of SHN Properties, LLC, executed the foregoing instrument for the purpose therein contained, by personally signing the name of SHN Properties, LLC by herself as Vice President-Tax of the Manager of the Managing Member.

Witness my hand and seal, at office in Nashville, Tennessee, this 24th day of August, 2000.

Julia Franks Loyd
Notary Public

[SEAL]



My Commission Expires: May 28, 2003

Exhibit A

Land in Davidson County, Tennessee, being more particularly described as follows:

TRACT I:

Land in the 2nd Civil District of said County and State, being the westerly 75 feet of lot No. 4, all of lot No. 5 and the easterly 25 feet of lot No. 6 on the unrecorded plan of part of the property of Martin Theatres of Nashville, Inc., described according to a survey made by Clyde D. Anderson, Surveyor, Sept. 29, 1963, as follows: Beginning on the southwesterly margin of the Murfreesboro Road at a point north 50° 28' west 364.71 feet from the northwesterly margin of Thompson Lane, being the most northerly corner of the property conveyed to The Krystal Company by deed from Martin Theatres, of Nashville, Inc., of record in book 3647, page 131, Register's Office for said County; thence with the northwesterly line of land now or formerly of The Krystal Company, south 39° 32' west 170 feet; thence north 50°28' west 200.9 feet; thence northeastwardly 164.56 feet, more or less, to the southwesterly margin of the Murfreesboro Road; thence with said Road, south 50° 28' east 200 feet to the beginning.

Being property conveyed to SHN Properties, LLC, by Warranty Deed of record in Book 10715, Page 443, and re-recorded in Book 10717, Page 899, as corrected by Instrument of Correction in Book 10818, Page 780, and by Quitclaim Deed recorded in _____, all in the Register's Office for Davidson County, Tennessee.

TRACT II: This is the same description as in the previous deed. This is improved property known as 1051 Murfreesboro Road, Nashville, TN 37217.

All easements accruing to Tract I granted in that certain deed from Sun Oil Company of Pennsylvania to Shoney's Big Boy Enterprises, Inc. (which has since changed its name to Shoney's, Inc.) dated November 30, 1973, of record in Book 4783, Page 128, Register's Office for Davidson County, Tennessee, including, without limitation, a perpetual, nonexclusive easement for vehicular and pedestrian ingress and egress.

TRACT III:

All easements accruing to Tract I granted in the Easement Agreement by and between Belz Investment Company, Inc. and Shoney's Big Boy Enterprises, Inc. (which has since changed its name to Shoney's, Inc.), dated February 1, 1974, of record in Book 4790, Page 277, as amended by the Amendment of Easement Agreement of record in Book 4878, Page 870, both in the Register's Office for Davidson County, Tennessee.

ESCROW # 00-20643

FFCA No.8001-1584 Store No.1237 00-20643 DAW APN # 106-16/46.03
1051 MURFREESBORO ROAD
Nashville, TN, County of Davidson
MASTER FILE NO. 00-20506 (Shoney's 168 Sites)