When recorded mail to:
LandAmerica Financial Group, Inc.
attn: S. Belarde
3636 N. Central Ave, Suite 350
Phoenix, AZ 85012
Escrow No. 00-20638

Davidson County DEEDQC
Recvd: 11/20/00 15:42 5pgs
Fees:22.00 Taxes:0.00
20001120-0114737

Bk 49
46804

Tennessee
Davidson Co.

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

QUITCLAIM DEED

FROM: **SHONEY'S, INC., a Tennessee corporation, as Grantor**

TO: **SHN PROPERTIES, 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
SHN Properties, LLC 1727 Elm Hill Pike Nashville, Tennessee 37210	Same	82-15/222

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.

{0385158.3}
Store No. 1223

THIS QUITCLAIM DEED is made this 24th day of August, 2000, from **SHONEY'S, INC.**, a Tennessee corporation (the "Grantor"), with a mailing address of 1727 Elm Hill Pike, Nashville, Tennessee 37210, to **SHN PROPERTIES, 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.

SHONEY'S, INC., a Tennessee corporation

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

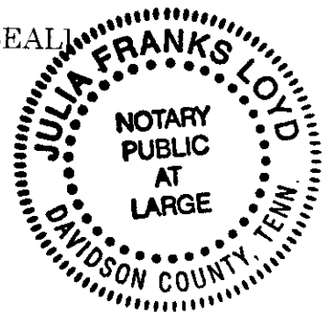
STATE OF TENNESSEE
COUNTY OF DAVIDSON

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., the within named bargainor, a corporation, and that she as such Vice President-Tax, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation by herself as Vice President-Tax.

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

TRACT "A" (Fee Simple Tract):

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, being Lot No. 1 on the Resubdivision of Lots 114 through 119 Shelby's Third Addition to Edgefield, of record in Book 8250, page 23, Register's Office for Davidson County, Tennessee, and being Parcel No. 222 on Tax Map 82-15, more particularly described according to ALTA/ACSM Land Title Survey of Ragan-Smith-Murphy & Associates, Inc., Job No. 91-024 dated March 14, 1991, revised May 21, 1991, June 11, 1991, and June 24, 1991, as follows:

Beginning at a point on the north right-of-way line of Woodland Street, being the westerly end of a 25-foot radius curve at Woodland Street and Interstate Drive; thence,

1. With the northerly right-of-way line of Woodland Street, South 58 deg. 38 min. 30 sec. West, 79.93 feet to an existing iron pin at the beginning of a curve; thence,

2. Continuing with the northerly right-of-way line of Woodland Street with a curve to the right (radius 1674.85 feet) southwestwardly a distance of 125.30 feet to an iron pin at the common corner of Lots 1 and 2 of the above-noted plan and having a chord bearing and distance of South 61 dec. 41 min. 22 sec. West, 125.266 feet; thence,

3. With the common line between Lots 1 and 2, North 31 deg. 04 min. 00 sec. West 160.00 feet to an iron pin set; thence,

4. With the north line of Lot No. 1, North 60 deg. 18 min. 04 sec. East, 230.00 feet to an iron pin on the westerly right-of-way line of Interstate Drive; thence,

5. With the westerly right-of-way line of Interstate Drive, South 31 deg. 03 min. 44 sec. East, 135.13 feet to a point at the beginning of a curve; thence,

6. With said curve to the right (radius 25.00 feet) southwestwardly a distance of 39.14 feet to the point of beginning and having a chord bearing and distance of South 13 deg. 47 min. 23 sec. West, 35.26 feet and containing 37,058 square feet, or 0.85 acres, more or less.

FFCA No.8001-1580 Store No.1223 00-20638 DAW
110 INTERSTATE DR.
Nashville, TN, County of Davidson
MASTER FILE NO. 00-20506 (Shoney's 168 Sites) ESCROW # 00-20638

APN # 82-15/222 and 82-15/223

Being part of the 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 of record in Book 10818, Page 780, Register's Office for Davidson County, Tennessee.

This is the same description as in the previous deed. This is improved property known as 110 Interstate Drive, Nashville, TN 37213.

TRACT "B" (Easement Tract):

A perpetual, exclusive easement to construct and maintain a parking and driveway area, together with all rights of vehicular and pedestrian ingress and egress thereto, over and upon a tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee, being a part of Lot No. 2 on the Resubdivision of Lots 114 thru 119, Shelby's Third Addition to Edgefield, of record in Book 8250, page 23, in said Register's Office, and being part of Parcel No 223 on Tax Map 82-15, being more particularly described according to ALTA/ACSM Land Title Survey of Ragan-Smith-Murphy & Associates, Inc., Job No. 91-024, dated March 14, 1991, revised May 21, 1991, June 11, 1991 and June 24, 1991, as follows:

Beginning at an iron pin on the northerly right-of-way line of Woodland Street at the common corner of Lot 1 (Tract "A") and 2 as shown on the above-noted plat; thence

1. With the northerly right-of-way line of Woodland Street with a curve to the right (radius 1674.85 feet) southwestwardly a distance of 60.00 feet to an iron pin set and having a chord bearing and distance of South 64 deg. 51 min. 37 sec. West, 59.997 feet; thence,

2. With a severance line, North 31 deg. 04 min. 00 sec. West, 155.24 feet to an iron pin set; thence,

3. With a severance line, North 60 deg. 18 min. 04 sec. East, 59.70 feet to an iron pin set at the northwesterly corner of above-described Tract "A"; thence,

4. With the westerly line of Tract "A", South 31 deg. 04 min. 00 sec. East, 160.00 feet to the point of beginning and containing 9,417 square feet, or 0.22 acres, more or less.