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

RECORD & RETURN TO:
Court Explorers, Inc (Capt D's)
300 Rector Place
New York, NY 10280 #2

Tennessee

QUITCLAIM DEED

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

TO: **CAPTAIN D'S, INC., a Delaware corporation, 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
CAPTAIN D'S, INC. 1727 Elm Hill Pike Nashville, Tennessee 37210	Same	43-9;15

Davidson County DEEDQC
Recvd: 03/01/01 14:40 5pgs
Fees:22.00 Taxes:0.00
20010301-0019306

STATE OF NEW YORK
COUNTY OF NEW YORK

The actual consideration for this transfer is $[redacted].00

Affiant

Subscribed and sworn to before me, this the 1st day of Sept, 2000.

Notary Public

MARY R. HOETS
Notary Public, State of New York
No. 01HO4985420
Qualified in New York County
Certificate filed in New York County
Commission Expires Aug. 19, 19__

My Commission Expires: 1/8/2002

THIS QUITCLAIM DEED is made this 6 day of September, 2000, from **SHONEY'S, INC.**, a Tennessee corporation (the "Grantor"), with a mailing address of 1727 Elm Hill Pike, Nashville, Tennessee 37210, to **CAPTAIN D'S, INC.**, a Delaware corporation (the "Grantee"), with a mailing address of 1727 Elm Hill Pike, Nashville, Tennessee 37210.

WITNESSETH:

That for a valuable consideration of TEN AND NO/100 DOLLARS ($10.00) and other 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 described in **Exhibit A** attached hereto and incorporated herein by reference, together with all fixtures thereon and all rights, privileges, easements and appurtenances thereunto belonging (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: _____
Name: Richard D. Schatstall
Title: Senior Vice President & Secretary

STATE OF NEW YORK
COUNTY OF NEW YORK

Before me, the undersigned, a Notary Public of the state and county mentioned, personally appeared RICHARD D. SHAFTSTALL, 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 Senior VP ; Secretary of Shoney's, Inc., the within named bargainor, a corporation, and that he as such Richard D. SHAFTSTALL, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation by himself as Senior V.P. & Secretary.

Witness my hand and seal, at office in New York City, New York, this 1st day of Sept, 2000.

Notary Public

[SEAL]

My Commission Expires: 1/8/2002

MARY R. HOETS
Notary Public, State of New York
No. 31-4985420
Qualified in New York County
Certificate filed in New York County
Commission Expires Aug. 10, 19__

Exhibit A

Store No. 3510
Davidson County, Tennessee

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

Tract I:

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, (formerly the 11th Civil District of Davidson County, Tennessee), and being more particularly described as follows:

Beginning at a PK nail driven in concrete on the westerly margin of Gallatin Pike, U.S. 31-E, said PK nail being S 1° 22' 04" W, 209.45 feet south of the southerly end of the return curve of Williams Avenue as measured along the westerly margin of Gallatin Pike; thence,

1. With the westerly margin of Gallatin Pike, S 1° 22' 04" W, 50.0 feet to a PK nail at the northeast corner of the Bonnie Strickland and Evelyn G. Wood property, as evidenced in Deed Book 5650, page 389, R.O.D.C., Tennessee (being Parcel 16 of this survey); thence,
2. With the north line of Strickland and Wood property, (Parcel 16), N 88° 38' 25" W, 175.06 feet to an iron pin on the easterly margin of a 25-foot alley; thence,
3. With the easterly margin of said 25-foot alley, N 1° 26' 00" E, 50.0 feet to an iron pin, the southwesterly corner of Harold E. Schmidt property, as evidenced in Deed Book 5033, page 337, R.O.D.C., Tennessee; thence,
4. With the southerly line of Schmidt, S 88° 38' 25" E, 175.00 feet to the point of beginning and containing 8,751 square feet or 0.201 of an acre.

Tract II:

A tract of land in the Second Civil District of Metropolitan Nashville-Davidson County, Tennessee, (formerly the 11th Civil District of Davidson County, Tennessee) being part of Lot No. 1 on the map of the Division of the Gee Lands, as of record in Book 332, page 74, R.O.D.C., Tennessee and also being lots 8 and 9 on the unrecorded map of the subdivision of the east part of lot No. 1 of the Gee Lands.

Beginning at a PK nail on the westerly margin of Gallatin Road, (U.S. 31-E) at the southeasterly corner of Parcel 15 of this survey; said point being S 1° 22' 04" W, 259.45 feet from the southerly end of the return curve of Gallatin Road and Williams Avenue as measured along the westerly margin of Gallatin Road; thence,

1. With the westerly margin of Gallatin Road, S 1° 22' 04" W, 9.5 feet to a P.K. nail set at the beginning of a curve; thence,
2. With said curve to the right (radius 2835.00 feet), southerly a distance of 94.77 feet to an existing iron pin at the northeasterly corner of the Pebble Hill Associates property, as evidenced in Deed Book 7270, page 172, R.O.D.C., Tennessee; thence,
3. With the northerly line of the Pebble Hill Associates property, N 80° 33' 00" W, 181.23 feet to a P.K. nail set on the easterly margin of a 25-foot alley; thence,
4. With the easterly margin of said 25-foot alley, N 6° 23' 20" E, 68.00 feet to a P.K. nail set; thence,
5. N 1° 26' 00" E, 11.0 feet to an iron pin at the southwesterly corner of Parcel 15 of this survey; thence,
6. With the southerly line of Parcel 15, S 88° 38' 25" E, 175.06 feet to the point of beginning and containing 16,264 square feet or 0.373 of an acre.

Exhibit A
(Continued)

SAVE AND EXCEPT for any portions of Tracts I and II conveyed by Shoney's, Inc. prior to its conveyance of such property to Shoney's Real Estate, Inc. and any portions of Tracts I and II lying within public rights of way.

Being part of the property conveyed to Shoney's Real Estate, Inc., by Warranty Deed of record in Book 10044, Page 28, in the Office of the Register of Deeds for Davidson County, Tennessee, the said Shoney's Real Estate, Inc. having merged into SHN Properties, LLC, a Delaware limited liability company, as evidenced by a Certificate of Merger of record in Book 10715, Page 431, in the Office of the Register of Deeds for Davidson County, Tennessee.