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	105-14; 223.001/ 105-14; 223.002

Davidson County DEEDQC
Recvd: 03/01/01 14:40 5pgs
Fees:22.00 Taxes:0.00
20010301-0019307

STATE OF NEW YORK
COUNTY OF NEW YORK

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

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. 31-4985420
Qualified in New York County
Certificate filed in New York County
Commission Expires Aug. 10, 19

My Commission Expires: 4/8/2002

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.

W I T N E S S E T H:

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. Schaestall
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. SHAPISTALL, 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. SHAPISTALL, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation by himself as Senior VP: 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:

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. 19, 19~~__~~ 1/8/2002

(0385329.1)

Exhibit A

Store No. 3507
Davidson County, Tennessee

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

PARCEL NO. I:

LAND In Davidson County, Tennessee, being the southerly 52.1 feet front and 56.2 feet rear of Lot No. 3 on the Plan of Nashville Trust Company's Re-Subdivision of Block "F" Lots 6 to 15 inclusive of C. D. Elliott's property, as of record in Book 843, page 97, Register's Office, Davidson County, Tennessee.

According to a survey made by John M. Sullivan, County Surveyor, August 31, 1946, said part of Lot No. 3 fronts 52.1 feet on the westerly side of Franklin Road and runs back 135.05 feet on the northerly line and 135 feet on the southerly line, to a dead line, measuring 56.2 feet thereon.

PARCEL NO. II:

BEING the northerly 50 feet of Lot No. 4 on the Plan of Nashville Trust Company's Subdivision of the C. D. Elliott Property, of record in Plat Book 843, page 97, Register's Office, Davidson County, Tennessee.

SAID northerly part of Lot No. 4 fronts 50 feet on the westerly side of Franklin Pike and extends back between parallel lines 135 feet to the easterly margin of Lot No. 20, and measures 50 feet thereon.

PARCEL NO. III:

Land consisting of two (2) lots, to-wit:

BEING Lots Nos. 19 and 20 on the Plan of the Nashville Trust Company's Subdivision of the C. D. Elliott Property, of record in Plat Book 843, page 97, said Register's Office.

SAID Lot No. 19 is 75 feet on its north line; 75 feet on its east line; 75 feet on its south line and 75 feet on its west line.

SAID Lot No. 20 is 75 feet on its north line; 75 feet on its east line; 75 feet on its south line and 75 feet on its west line.

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

Exhibit A
(Continued)

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.