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	104-2-374, 375

STATE OF NEW YORK
COUNTY OF NEW YORK

Davidson County DEEDQC
Recvd: 03/01/01 14:44 4pgs
Fees:18.00 Taxes:0.00
20010301-0019308

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

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. 19, 19~~ 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. Schaestall
Title: Senior Vice President & Secretar

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. SHAFTSTONE, 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. SHAFTSTONE, 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.

Mary R. Hoets
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. 10, 19 4/8/2002

{0385329.1 }

Exhibit A

Store No. 3504
Davidson County, Tennessee

Land in Davidson County, Tennessee, described as follows:

Tract I:

Land in Davidson County, Tennessee being Lot No. 1 in Miss Kate Shield's Subdivision of part of Lot 56 Boyd Cockrill Spring Tract which subdivision is of record in Book 57, page 77, Register's Office for said County.

Said Lot No. 1 fronts 43-9/12 feet on the southern side of West End Avenue and extends back between parallel lines 163-9/12 feet on the east side and 151-1/12 feet on the west side of a 10 foot alley in the rear.

Tract II:

Land in Davidson County, Tennessee, being parts of Lots Nos. 5 and 6 on the Plan of John H. Williams, Jr. Subdivision of Lot No. 55 of the Boyd Cockrill Spring Tract, of record in Book 161, page 77, Register's Office for said County, described according to a survey made by Barge Waggoner and Sumner, Inc., Engineers, August 3, 1965, as follows:

Beginning at a point in the southeasterly margin of West End Avenue, as widened, at its intersection with the southwesterly line of the property conveyed to Abe Zager by deed from Morgan W. Brown, et al., of record in Book 873, page 635, said Register's Office; thence with the southeasterly margin of said West End Avenue, South 36° West 76.65 feet to the northeasterly line of the Timothy property; thence with same, South 39° 05' East 150.9 feet to the northwesterly margin of an alley; thence with same, North 36° now or formerly East 76.65 feet to a point opposite the corner of a block building owned by Abe Zager; thence North 39° 05' West with the wall of said block building and continuing in the same direction, in all 150.9 feet to the beginning.

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 property conveyed to Shoney's Real Estate, Inc., by Warranty Deed of record in Book 9069, Page 349, 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.