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	See Exhibit B

Davidson County DEEDQC
Recvd: 03/01/01 14:45 12pgs
Fees:50.00 Taxes:0.00
20010301-0019309

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.

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__

Notary Public

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. Schaefstall
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 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

Exhibit A

Store No. 3501
Davidson County, Tennessee

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

Land in Davidson County, Tennessee, being Lot No. 1 on the Plan of the Resubdivision of the Lebanon Pike Shoney's and Lee's, of record in Book 9700, page 40, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description.

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads.

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

Exhibit A
(Continued)

Store No. 3514
Davidson County, Tennessee

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

Lot No. 1 on the plat of Captain "D"s Nolensville Road Subd. of record in Book 7900, Page 79, in the Office of the Register of Deeds for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads.

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

Exhibit A
(Continued)

Store No. 3522
Davidson County, Tennessee

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

Lot No. 2 on the Final Plat, Resubdivision of Reserved Parcel A, Lot 1, E.A. Lindsley Resubdivision of record in Book 8250, Page 643, in the Office of the Register of Deeds for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads.

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

Exhibit A
(Continued)

Store Nos. 1243 and 3535
Davidson County, Tennessee

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

Lot No. 1 on the plat of Section One, Shoney's Big Boy Subd. of record in Book 4885, Page 4, in the Office of the Register of Deeds for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads, including, without limitation, that portion of such property taken pursuant to Docket No. 96C4011 in the Circuit Court for Davidson County, Tennessee at Nashville.

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

Exhibit A
(Continued)

Store No. 3544
Davidson County, Tennessee

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

Land in the 2nd Civil District of Davidson County, Tennessee, being Tract No. 2 of the Subdivision of Tract No. 2 and 4 of the Houston T. Ezell Property, of record in Book 4885, page 173, Register's Office for said County, described as follows:

Beginning at a monument placed in the southerly margin of Murfreesboro Road, said point being located South 46° 04' 59" East 130.00 feet from the intersection of Murfreesboro Road and Bell Road, and also being the southeasterly corner of the Houston T. Ezell lands; thence along the southerly margin of Murfreesboro Road South 46° 04' 59" East 100 feet to a monument; thence leaving Murfreesboro Road South 43° 56' 01" West 175.97 feet to a point, said point being located in the northerly line of a 20 foot easement as shown on said plan; thence along the northerly line of said easement North 46° 08' 58" West 100 feet to a point, said point being the southwesterly corner of the Ezell lands; thence with Ezell's easterly line North 43° 56' 01" East 176.08 feet to a monument in the southerly margin of Murfreesboro Road, the point of beginning.

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads, including, without limitation, that portion of such property taken pursuant to Docket No. 96C3745 in the Circuit Court for Davidson County, Tennessee at Nashville.

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

Exhibit A
(Continued)

Store No. 3585
Davidson County, Tennessee

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

A tract or parcel of land in the 32nd Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee, and being Lot 2 on the Final Plat, Resubdivision of Section Three, Highlands of Brentwood (the "Plat"), of record in Plat Book 8250, Page 756, in the Office of the Register of Deeds for Davidson County, Tennessee (as prepared by Ragan-Smith-Associates, Inc., Job No. 96-075/5224, dated June 27, 1996), to which Plat reference is hereby made for a more complete description of said lot.

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads

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

Exhibit A
(Continued)

Store No. 3670
Davidson County, Tennessee

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

Being a tract of land in the Second, formerly the Tenth Civil District of Davidson County, Tennessee, located within the corporate limits of the City of Goodlettsville, being Lot No. 7 as shown on the Plat of Section 6, Northgate Industrial Park, of record in Book 5210, page 394, Register's Office for said County, lying on the southerly margin of Long Hollow Pike and more fully described as follows:

Beginning at the northeast corner of Section 5, Northgate Industrial Park, of record in Book 5190, page 515, Register's Office for said County; thence with the margin of said southerly right-of-way of Long Hollow Pike, North 42° 33' 14" East and a 1474.39 foot radius curve to the left, 110 feet to an iron pin, said curve having a cord bearing and distance of North 42° 33' 14" East, 109.975 feet; thence South 45° 18' 54" East, 215 feet to an iron pin; thence South 42° 33' 16" West, 110 feet to an iron pin; thence North 45° 18' 31" West, 215 feet to an iron pin in the southerly margin of Long Hollow Pike, being the point of beginning and containing .541 acres, more or less

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads.

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

Exhibit A
(Continued)

Store No. 3686
Davidson County, Tennessee

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

Land in Davidson County, Tennessee, being Lot No. 1A on the Plan of the Resubdivision of Lot 1, Peggy Ann Wiggins Division of record in Book 6200, page 169, in the Office of the Register of Deeds for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

LESS AND EXCEPT any portions of such property conveyed or taken for rights of way for public streets or roads.

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

Exhibit B

Store No.	Tax Map and Parcel No.
1243 / 3535	71-6-78
3501	95-4-187
3514	133-6-244
3522	60-8-21
3544	149-240
3585	160-224
3670	19-14-5
3686	142-135