This Instrument Was Prepared By:

David J. White
Dinsmore & Shohl LLP
Bank of America Plaza, Suite 1100
414 Union Street
Nashville, Tennessee 37219

Please Return To

Zonia N. Veal
First National Financial Title Services, Inc.
3237 Satellite Blvd., Bldg. 300, Ste 450
Duluth, GA 30096

1736

QUITCLAIM DEED

FROM: **CAPTAIN D'S, LLC, a Delaware limited liability company, as Grantor**

TO: **SHONEY'S, INC., a Tennessee corporation, as Grantee**

Address New Owner	Name and Address of the Person or Entity Responsible for the Payment of	Map/Parcel
Owner as follows:	Real Property Taxes	Numbers
Shoney's, Inc. 1717 Elm Hill Pike Nashville, Tennessee 37210 Attn: Property Accounting	Same	160-224

Davidson County DEEDQC
Recvd: 11/05/03 11:44 5pgs
Fees:27.00 Taxes:0.00
20031105-0162325

STATE OF TENNESSEE:
COUNTY OF DAVIDSON:

The actual consideration for this transfer is $0.00.

Affiant

Subscribed and sworn to before me, this the 29th day of September, 2003.

Notary Public

My Commission Expires:

5/29/05

NOTARY PUBLIC AT LARGE

432268_2.DOC
Store No. 3585

THIS QUITCLAIM DEED is made as of the 3rd day of August, 2003, from **CAPTAIN D'S, LLC**, a Delaware limited liability company (formerly known as Captain D's, Inc.) (the "Grantor"), with a mailing address of 1717 Elm Hill Pike, Nashville, Tennessee 37210, to **SHONEY'S, INC.**, a Tennessee corporation (the "Grantee"), with a mailing address of 1717 Elm Hill Pike, Nashville, Tennessee 37210.

WITNESSETH:

That for 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 the rights, privileges, easements, servitudes, rights-of-way and appurtenances thereunto belonging (the "Property"), provided, however, that the property described in **Exhibit B** attached hereto is excluded from this conveyance and is not included within the definition of "Property" hereunder. The description contained in **Exhibit A** is the same as that which appeared in the previous deed. This is improved property with an address of 789 Old Hickory Boulevard, Brentwood, Tennessee.

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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Grantor has caused this instrument to be duly executed and delivered.

CAPTAIN D'S, LLC, a Delaware limited liability company

By: _____
Name: _____
Title: Colt Hothorn
Vice President

STATE OF TENNESSEE:
COUNTY OF DAVIDSON:

Before me, the undersigned, a Notary Public of the state and county mentioned, personally appeared Colt Hathorn, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President of Captain D's, LLC, the within named bargainor, a limited liability company, and that he as such Vice President, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the limited liability company by himself as Vice President.

Witness my hand and seal, at office in Nashville, Tennessee, this 29th day of September, 2003.

Wanda G Parsons
Notary Public

[SEAL]

My Commission Expires: 5/29/05

WANDA G. PARSONS NOTARY PUBLIC AT LARGE DAVIDSON COUNTY

Exhibit A

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 Captain D's, LLC (formerly known as Captain D's, Inc.), by Quitclaim Deed of record as Instrument Number 20010301-0019309, and the same property conveyed by Quitclaim Deed of record as Instrument Number 20031105-0162324, all in the Office of the Register of Deeds for Davidson County, Tennessee.

Exhibit B

All furniture, trade fixtures, building lettering, signs, sign posts, sign standards, food and customer service equipment (whether unattached or attached to the improvements by bolts and screws and/or by utility connections including, without limitation, walk-in refrigerators and freezers, remote refrigeration systems and exhaust systems and hoods and water heaters), equipment and other items of personal property now owned, acquired, held or used by Captain D's, LLC in its operation of a Captain D's restaurant on the Property, but does not mean and specifically excludes (except as specifically set forth above) all lighting, electrical, heating, air cooling and air conditioning apparatus, gas, electric and power equipment, pipes, pumps, tanks, conduits, switchboards, plumbing, lifting, cleaning, fire prevention, and communications apparatus, drapes, attached floor coverings, including carpeting, storm doors and windows, toilets and sinks, ducts and compressors, and related machinery and equipment including but not limited to compressors, regardless of whether any of the foregoing are affixed or attached to the Property.