Box 49

This Instrument Was Prepared By:

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Nashville, Tennessee 37219

Davidson County DEEDQC
Recvd: 01/07/04 15:13 4pgs
Fees:22.00 Taxes:0.00
20040107-0002866

QUITCLAIM DEED

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

TO: **CAPTAIN D'S, LLC, a Delaware limited liability company, as Grantee**

Address New Owner Owner as follows:	Name and Address of the Person or Entity Responsible for the Payment of Real Property Taxes	Map/Parcel Numbers
Captain D's, LLC 1717 Elm Hill Pike Nashville, Tennessee 37210	Same	105-14; 223.001 and 105-14; 223.002

STATE OF Illinois :
COUNTY OF Cook :

The actual consideration for this transfer is $0.00.

U. Mehl
Affiant

Subscribed and sworn to before me, this the 30th day of December, 2003.

Marion E. Miller
Notary Public

My Commission Expires:
March 2, 2004

"OFFICIAL SEAL"
MARION E. MILLER
Notary Public, State of Illinois
My Commission Exp. 03/02/2004

437202_1.DOC
Store No. 3507

THIS QUITCLAIM DEED is made as of the 31 day of December, 2003, from **SHONEY'S, INC.**, a Tennessee corporation (the "Grantor"), with a mailing address of 1717 Elm Hill Pike, Nashville, Tennessee 37210, to **CAPTAIN D'S, LLC**, a Delaware limited liability company (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"). The description contained in **Exhibit A** is not the same as that which appeared in the previous deed in that it cites a subdivision recorded subsequent to Grantor's acquisition of the Property. This is improved property with an address of 2307 Franklin Pike, Nashville, Tennessee 37208.

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.

SHONEY'S, INC., a Tennessee corporation

By: V. Mich Payne
Name: V. Michael Payne
Title: Chief Financial Officer

STATE OF ILLINOIS :
COUNTY OF COOK :

Before me, the undersigned, a Notary Public of the state and county mentioned, personally appeared V. Michael Payne, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Chief Financial Officer of Shoney's, Inc., the within named bargainor, a corporation, and that he as such Chief Financial Officer, executed the foregoing instrument for the purpose therein contained, by personally signing the name of the corporation by himself as Chief Financial Officer

Witness my hand and seal, at office in Chicago, Illinois, this 30th day of December, 2003.

Marion E. Miller
Notary Public

My Commission Expires: March 2, 2004

[SEAL]

"OFFICIAL SEAL"
MARION E. MILLER
Notary Public, State of Illinois
My Commission Exp. 03/02/2004

Exhibit A

Store No. 3507
Davidson County, Tennessee

LAND in Davidson County, Tennessee, being Lot No. 1 on the Final Plat of Shoney's Franklin Road Subdivision, as shown on plat of record in Plat Book 6900, Page 216, in the Office of the Register of Deeds for Davidson County, Tennessee, to which plat reference is hereby made for a more particular description.

Being part of the property conveyed to Shoney's, Inc. by deed of record in Book 4385, Page 238, in the Office of the Register of Deeds for Davidson County, Tennessee.