THIS INSTRUMENT PREPARED BY and
AFTER RECORDING, RETURN TO:

Laura P. Sims
Jenkens & Gilchrist
1445 Ross Avenue, Suite 3200
Dallas, Texas 75202

Davidson County DEEDQC
Recvd: 09/30/04 10:30 6pgs
Fees:32.00 Taxes:0.00
20040930-0117761

QUITCLAIM DEED

THIS INDENTURE, made and entered into as of the 11:59 AM 24th day of August _____, 2004, by and between SHONEY'S, INC., a Tennessee corporation ("**Grantor**"), having an address of 1727 Elm Hill Pike, Nashville, Tennessee 37210, Attn: Real Estate, and F&C REAL ESTATE COMPANY, a Delaware corporation ("**Grantee**"), having an address of 717 North Harwood, Suite 2200, Dallas, Texas 75201, Attn: Real Estate-Legal.

W I T N E S S E T H:

That for and in consideration of Ten Dollars ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, Grantor, through a series of deemed distributions and capital contributions as set forth below, has quitclaimed and conveyed and does by these presents does quitclaim and convey, unto Grantee with no warranties of title whatsoever, any and all of its right, title and interest in and to the following described real estate, situated in the City of Brentwood, County of Davidson, State of Tennessee and being more particularly described as follows (the "**Property**"):

SEE EXHIBIT "A" ATTACHED HERETO

Map 160/Parcel No. 163

Together with (i) all and singular, all of Grantors' right, title and interest in and to all rights, benefits, privileges, easements, tenements, and appurtenances thereon and pertaining to the Property, (ii) all of Grantors' right, title and interest in and to any and all

improvements and buildings located on such Property and (iii) all of Grantors' right, title and interest in and to any and all fixtures affixed or attached to, or situated upon, or acquired or used in connection with the Property.

This conveyance is SUBJECT TO and only to any and all matters of record or otherwise affecting the Property (said matters being called the "**Permitted Exceptions** ").

The transfer of the Property from Grantor to Grantee pursuant to this Quit Claim Deed shall be deemed a distribution of the Property by Grantor to F&C Restaurant Holding Co., a Delaware corporation ("Holdings"), and a subsequent contribution of the Property by Holdings to Grantee.

SIGNATURE PAGE FOLLOWS

WITNESS the signature of Grantor on the day and year first above written.

GRANTOR:

SHONEY'S, INC.,
a Tennessee corporation

By:_____
Len W. Allen, Jr.
Vice President

STATE OF TEXAS

COUNTY OF DALLAS

Personally appeared before me, the undersigned, a Notary Public within and for said State and County, duly commissioned and qualified, Len W. Allen, Jr., with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the Vice President of Shoney's, Inc., a Tennessee corporation, the within-named Grantor, and that he as such Vice President, being authorized to do so, executed the foregoing instrument, for the purposes therein contained by signing the name of the corporation by himself as such officer.

Witness my hand and seal, this 2nd day of September, 2004.

Amanda Sue Foster
Notary Public

My commission expires: 5-11-08

AMANDA SUE FOSTER
MY COMMISSION EXPIRES
May 11, 2008

Send tax bills to:

F&C Real Estate Company
717 North Harwood
Suite 2200
Dallas, Texas 75201
Attn: Real Estate legal

The following party executes this Deed for the purpose of agreeing to the deemed distributions and contributions contained herein.

F&C Restaurant Holding Co.,
a Delaware corporation

By: _____
Name: Len W. Allen, Jr.
Title: VP

STATE OF TEXAS

COUNTY OF DALLAS

Personally appeared before me, the undersigned, a Notary Public within and for said State and County, duly commissioned and qualified, Len W. Allen, Jr., with whom I am personally acquainted, and who, upon oath, acknowledged himself to be the Vice President of F&C Restaurant Holding Co., a Delaware corporation, the within-named Grantor, and that he as such Vice-President, being authorized to do so, executed the foregoing instrument, for the purposes therein contained by signing the name of the corporation by himself as such officer.

Witness my hand and seal, this 2nd day of September, 2004.

_____
Notary Public

My commission expires: 5-11-08

AMANDA SUE FOSTER
MY COMMISSION EXPIRES
May 11, 2008

STATE OF TENNESSEE
COUNTY OF Davidson

THE ACTUAL CONSIDERATION OR VALUE, WHICHEVER IS GREATER, FOR THIS TRANSACTION IS $ 10.00

AFFIANT

SUBSCRIBED AND SWORN TO BEFORE ME, THIS DATE: 9-17-04

NOTARY PUBLIC

COMMISSION EXPIRES:

SHILA S. MASON
MY COMMISSION EXPIRES
July 6, 2008

EXHIBIT "A"

THE PROPERTY

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 1 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 of 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.

This is the same property that has conveyed to the Grantor herein by deed of conveyance from SHN Properties, LLC dated January 19, 2001, and recorded in Book 20010126-0007840, Davidson County Records.