

STATE OF ALABAMA )  
SHELBY COUNTY )

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, That I, Frank C. Ellis, Jr., being desirous of appointing an attorney-in-fact to act for me and on my behalf, do hereby nominate, constitute, and appoint Frank C. Ellis, III, my true and lawful attorney-in-fact, with the following powers for me and in my name and on my behalf:

To do all things, execute all deeds, notes, mortgages, convey property, receive and deposit any monies for and on my behalf, execute conveyances, deeds, closing documents and other papers in connection with the sale, mortgage, and/or disposal of, or other matters pertaining to, any real estate which I own jointly with Interstate Restaurant Investors.

To sell, transfer, exchange, or otherwise dispose of or take other actions in connection with the above said real estate and to execute good and sufficient deeds or other instruments for the conveyance and transfer of the same.

To deposit in my name and for my account with any bank, trust company, or other financial institution, all monies payable or belonging to me or that may come to said attorney's hands, as such attorney; and all bills of exchange, drafts, checks, promissory notes, and other instruments for money payable or belonging to me, and for that purpose to sign my name and endorse same for deposit or collection.

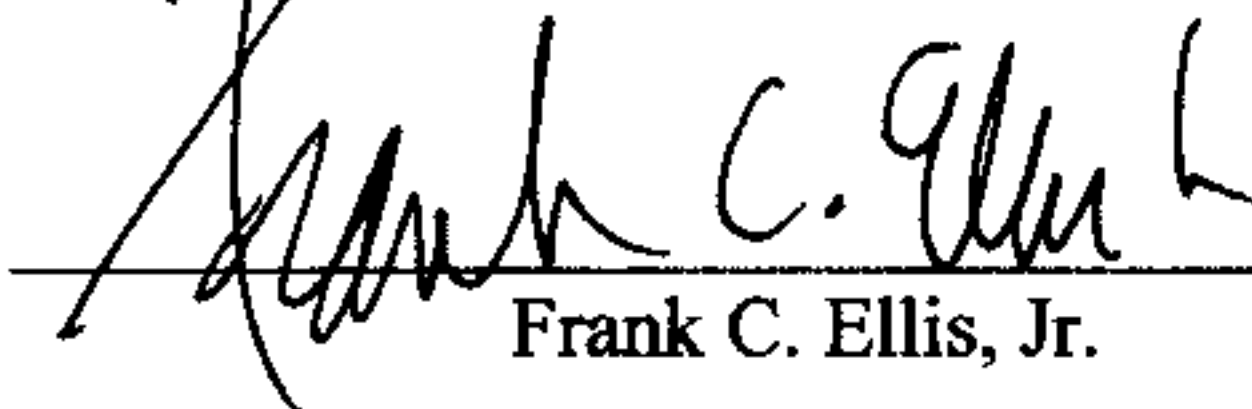
To pay, compromise, or otherwise discharge and secure releases from any obligations or claims against me as my said attorney shall deem proper in relation to or arising out of the ownership of any properties with Interstate Restaurant Investors or the principals or owners thereof.

To do, generally, any or all acts on my behalf on any other matters or things pertaining to the above said real property with the same validity as I might act or could do if personally present.

To exercise all powers and do all acts on my behalf deemed by my said attorney to be incidental to, or necessary or proper to carry into full effect, the foregoing powers hereby ratifying and confirming all that my said attorney can lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect for thirty (30) days.

IN WITNESS WHEREOF, I set my hand and seal this 25th day of July, 1997.

 (SEAL)  
Frank C. Ellis, Jr.

STATE OF ALABAMA )  
SHELBY COUNTY )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Frank C. Ellis, Jr., whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 25th day of July, 1997.

  
Notary Public

Inst # 1997-28020

09/02/1997-28020  
12:48 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
001 SMA 9.50