

(STATE OF ALABAMA)
(SHELBY COUNTY)

CORRECTION OF TENANCY IN COMMON OPERATING AGREEMENT

KNOW ALL MEN BY THESE PRESENCE; that on May 8, 1998, Interstate Restaurant Investors, an Alabama general partnership (hereinafter referred to as Interstate), Frank C. Ellis, Jr., (hereinafter referred to as Ellis), John Thomas Hunter Williams, (hereinafter referred to as Williams); Phillip P. Mulkey (hereinafter referred to as Mulkey) and Sidney L. Aultman (hereinafter referred to as Aultman) entered into a Tenancy In Common Operating Agreement (the Agreement) which Agreement is recorded in instrument Number 1998-17196 office of the Judge of Probate Shelby County Alabama.

The Agreement incorrectly states the percentage ownership of Interstate, and Ellis in and to the Subject Property as that term is defined in the Agreement. The said incorrect percentages are contained in Paragraph 1 of the Agreement.

Accordingly, Paragraph 1 of the Agreement is hereby amended to indicate that the percentage of ownership of the Subject Property is as follows:

PARTY

Interstate Restaurant Investors
Frank C. Ellis, Jr.
John Thomas Hunter Williams
Philip P. Mulkey
Sidney L. Aultman
Total

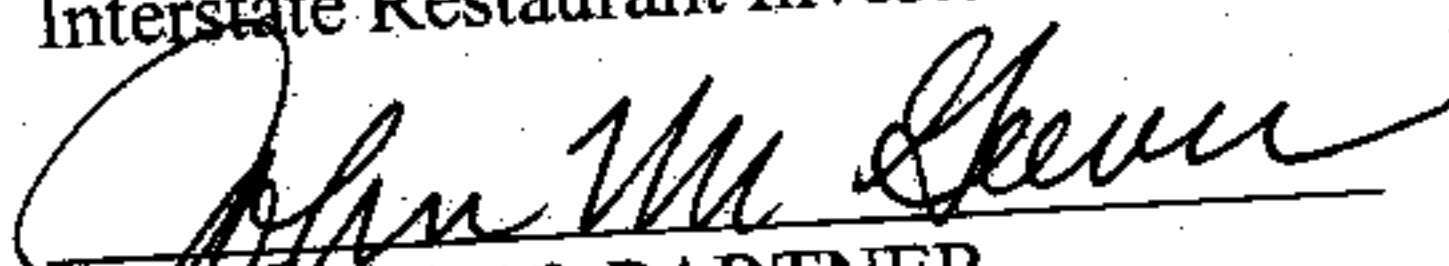
OWNERSHIP INTEREST

37.5%
12.5%
16.2/3%
16.2/3%
16.2/3%
100%


In all other respects, unless specifically amended by this document, the Agreement shall remain in full force and effect.

Done this 1 day of OCTOBER, 1998

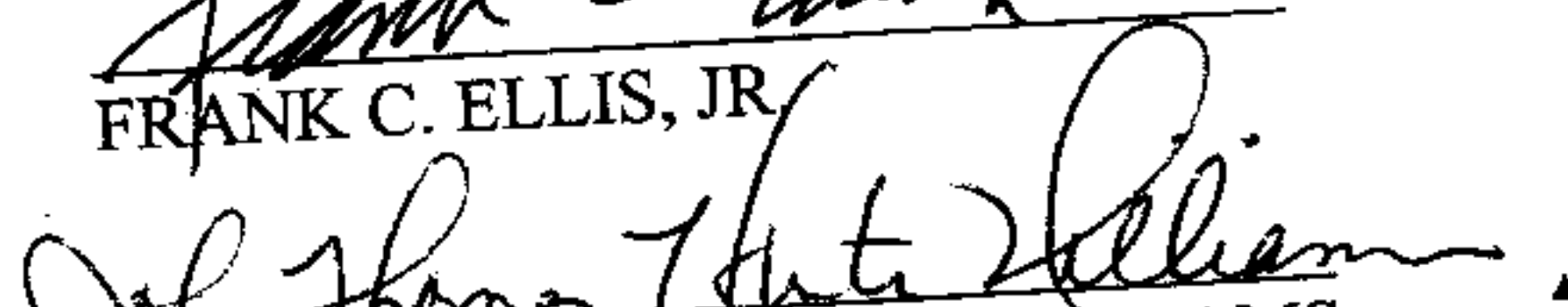
Interstate Restaurant Investors an Alabama general partnership


ITS GENERAL PARTNER

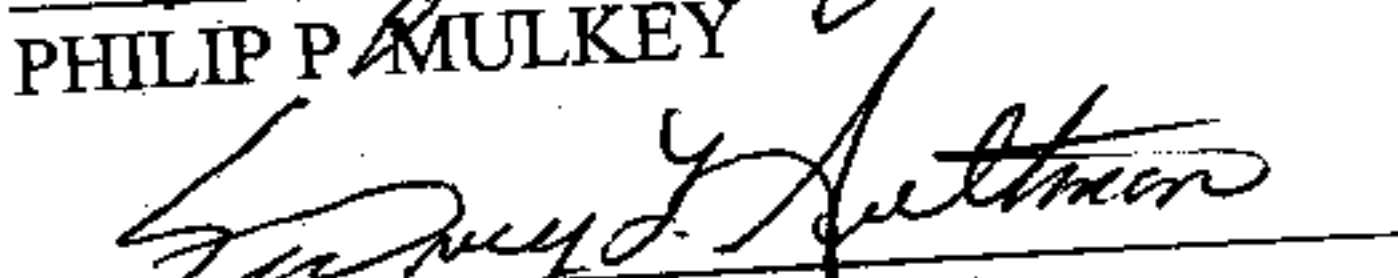

ITS GENERAL PARTNER


ITS GENERAL PARTNER


FRANK C. ELLIS, JR.


JOHN THOMAS HUNTER WILLIAMS


PHILIP P. MULKEY


SIDNEY L. AULTMAN

STATE OF ALABAMA)

Jeff COUNTY)

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that **John McGeever, John G. Benner, and William R. Robertson** as general partners of Interstate Restaurant Investors an Alabama general partnership whose names are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of this instrument, they, in their capacity as such partners, executed the same voluntarily, for and as the act of said general partnership.

Given under my hand and official seal this 11 day of OCTOBER, 1998.

[Signature]
Notary Public

My Commission Expires:

3-1-2002

STATE OF ALABAMA)
SHELBY COUNTY)

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

Given under my hand and official seal this 1 day of OCT, 1998.



Notary Public

My Commission Exp. 3-1-2001

STATE OF ALABAMA)
_____ COUNTY)

I, the undersigned, a Notary Public for the State of Alabama at Large do hereby certify that Philip P. Mulkey whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me this day that, being informed of the contents of said conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 1st day of October, 1998.

Stephanie McCallahan

Notary Public

My Commission Exp. 5-19-2002

STATE OF ALABAMA)
____ COUNTY)

I, the undersigned, a Notary Public for the State of Alabama at Large do hereby certify that John Thomas Hunter Williams whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me this day that, being informed of the contents of said conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 1st day of October, 1998.

Stephanie M Callahan

Notary Public

My Commission Exp. 5-19-2002

STATE OF ALABAMA)
____ COUNTY)

I, the undersigned, a Notary Public for the State of Alabama at Large do hereby certify that Sidney L. Aultman whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me this day that, being informed of the contents of said conveyance, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 1st day of October, 1998.

Stephanie M Callahan

Notary Public

My Commission Exp. 5-19-2002

Inst # 1998-38715

10/05/1998-38715
11:27 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 CRH 23.50