

Alabama
Shelby County



20021227000648360 Pg 1/6 36.00
Shelby Cnty Judge of Probate, AL
12/27/2002 14:55:00 FILED/CERTIFIED

STATUTORY DEED

THIS STATUTORY DEED is 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 **SHN PROPERTIES, LLC**, a Delaware limited liability company (the "Grantee"), with a mailing address of 1717 Elm Hill Pike, Nashville, Tennessee 37210.

WITNESSETH:

That for a valuable consideration of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Grantor, for itself and its successors and assigns, hereby grants, bargains, sells and conveys to Grantee any and all right, title and interest of Grantor in and to the premises located in Shelby County, Alabama, 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. 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.

13th IN WITNESS WHEREOF, Grantor has hereunto executed this Statutory Deed as of the
day of December, 2002.

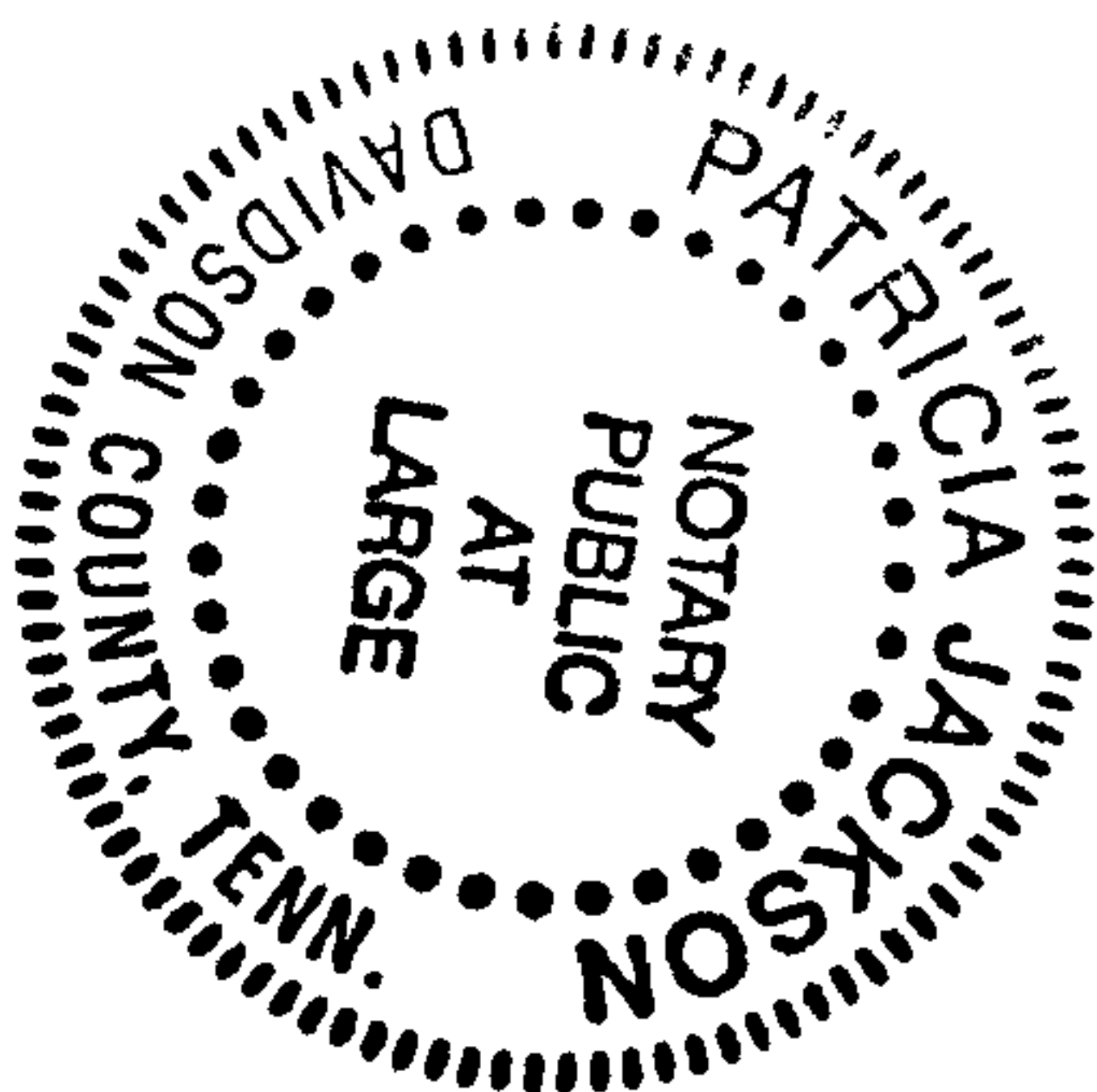
CAPTAIN D'S, LLC, a Delaware
limited liability company

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

STATE OF Tennessee
COUNTY OF Davidson

I, Patricia Jackson, a Notary Public in and for said county in said state, hereby
certify that Colt Hothorn, whose name as Vice President
of Captain D's, LLC, a Delaware limited liability company, 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, as such officer and with full authority, executed the same voluntarily for and
as the act of said limited liability company.

Given under my hand and seal of office this 13th day of December, 2002.



Name: Patricia Jackson
Notary Public

My Commission Expires: 7-29-06

[AFFIX SEAL]

This instrument Was Prepared by:
David J. White
Dinsmore & Shohl LLP
Bank of America Plaza, Suite 1100
414 Union Street
Nashville, Tennessee 37219

Exhibit A

Land in the Town of Pelham, Shelby County, Alabama, being more particularly described as follows:

A parcel of land lying in the Southeast Quarter of Section 31, Township 19 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southwest corner of the Southeast Quarter of Section 31, Township 19 South, Range 2 West, Shelby County, Alabama; thence Easterly along the South line of said Quarter Section 1,826.71 feet to a point; thence turn a right interior angle of 57° 00'07" and run Northwesterly 1,620.77 feet to a point on the Southeast right-of-way line of Alabama Highway No. 119, being 100 feet Southeasterly of the centerline of said highway; thence turn a left interior angle of 88 degrees 41 minutes 21 seconds and run Northeasterly and parallel to said highway centerline 160.62 feet to the point of beginning of said parcel; thence continue on last described course a distance of 92.45 feet to a point that is 100 feet Southeasterly of and at right angles to the centerline of said highway at Station 37+00; thence turn a left interior angle of 165 degrees 57 minutes 50 seconds and run Northeasterly 9.51 feet; thence turn a left interior angle of 149 degrees 02 minutes 10 seconds and run Southeasterly 62.56 feet; thence turn a left interior angle of 135 degrees 00 minutes 00 seconds and run in a Southeasterly direction a distance of 167.00 feet; thence turn a left interior angle of 90 degrees 00 minutes and run in a Southwesterly direction a distance of 145.83 feet; thence turn a left interior angle of 90 degrees 00 minutes and run in a Northwesterly direction a distance of 213.46 feet to the point of beginning.

Address of Property: 420 Cahaba Valley Rd., Pelham, Alabama

Tax: 10-9-31-4-001-007.008

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.

AFFIDAVIT

BEFORE ME, the undersigned authority, on this day personally appeared Colt Hothorn (the "Affiant"), personally known to be the person whose name is subscribed hereto, and upon his oath deposes and says as follows:

1. By a General Warranty Deed (the "Deed") recorded in Instrument Number 1997-39784, in the Office of the Judge of Probate for Shelby County, Alabama, Shoney's, Inc., a Tennessee corporation ("Shoney's"), conveyed to SHN Properties, LLC, a Delaware limited liability company ("SHN"), certain property (the "Property"), located in Shelby County, Alabama and identified in the Deed as Store No. 3753, together with any rights, privileges, easements and appurtenances thereunto belonging to or benefiting the Property and the permanent improvements (excluding fixtures) on the Property.
2. Transfer tax on the value of the property conveyed by the Deed was paid in the Office of the Judge of Probate for Shelby County, Alabama, when the Deed was recorded.
3. Pursuant to the Quitclaim Deed recorded in Instrument Number 2000-39819, in the Office of the Judge of Probate for Shelby County, Alabama, Shoney's conveyed the real property fixtures to Captain D's, Inc., a Delaware corporation, which has been converted to and is now known as Captain D's, LLC, a Delaware limited liability company ("Captain D's"). Captain D's is the owner of the real property fixtures on the Property (the "Fixtures").
4. Captain D's has executed a Statutory Deed (the "Statutory Deed") in order to convey the Fixtures to SHN, and the Statutory Deed is being presented for recordation.
5. When considered separately from the Property on which the Fixtures are located, Captain D's considers the value of the Fixtures conveyed by the Statutory Deed not to be in excess of \$10,000.00.

EXECUTED this 13th day of December, 2002.

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

By: [Signature]
Name: Colt Hothorn
Title: Vice President

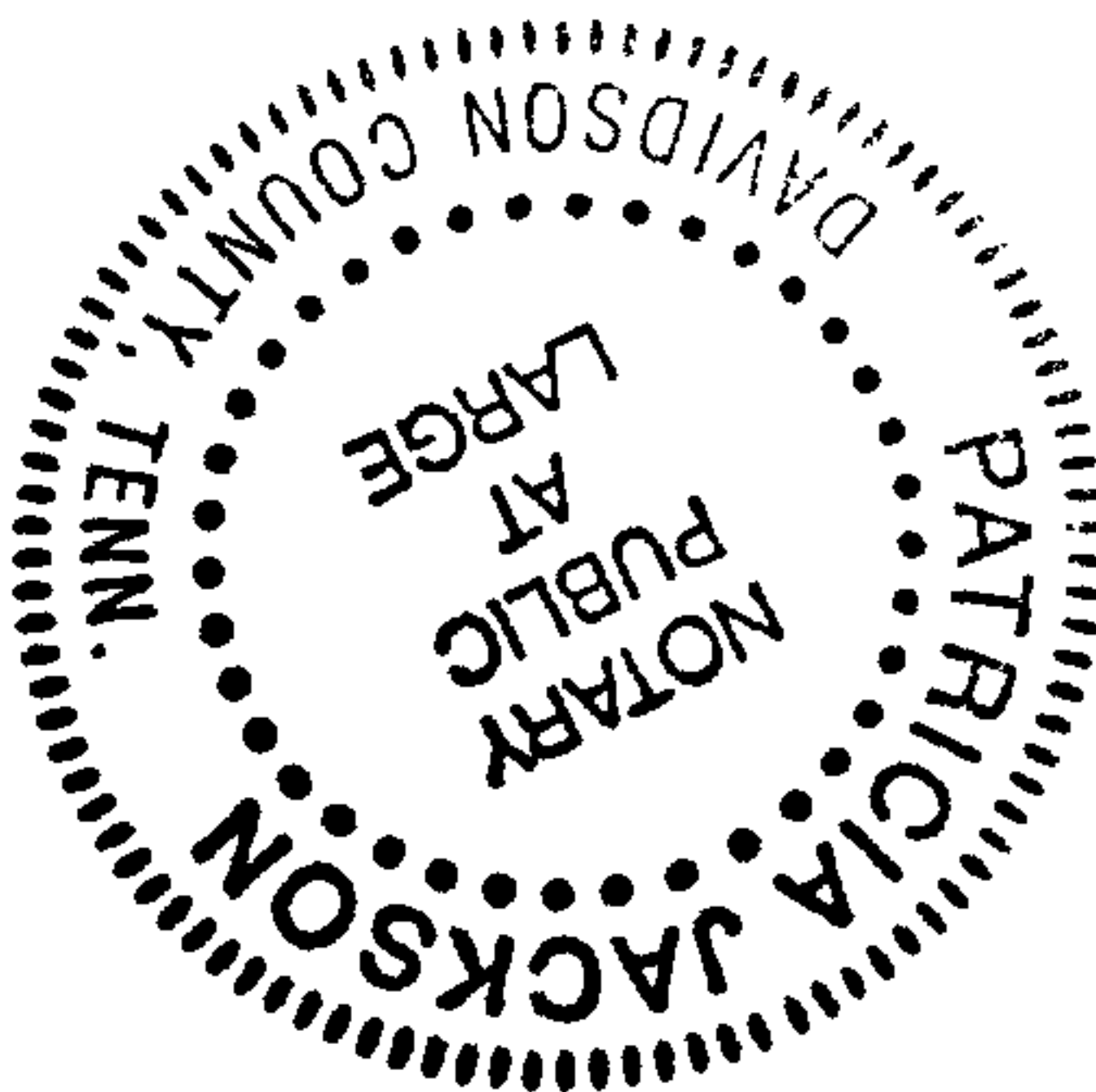
STATE OF Tennessee
COUNTY OF Davidson

I, Patricia Jackson, a Notary Public in and for said county in said state, hereby
certify that Colt Hothorn, whose name as Vice President
of Captain D's, LLC, a Delaware limited liability company, 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, as such officer and with full authority, executed the same voluntarily for and
as the act of said limited liability company.

Given under my hand and seal of office this 13th day of December, 2002.

[Signature]
Name: Patricia Jackson
Notary Public

My Commission Expires: 7-29-06



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