

31. EXCLUSIVE

Landlord agrees that so long as a Shoney's-type restaurant is operated upon the Demised Premises, Landlord will not use or permit to be used any portion of the balance of the Hotel facility (or any expansion thereof) for a similar type restaurant. Lessee agrees to extend to Lessor's employees the same meal privileges offered to Lessee's employees.

IN TESTIMONY WHEREOF, the above named Lessor and the above named Lessee have caused this instrument to be executed on the date and year set forth in Paragraph 1 of this Lease.

LESSOR:

PARK ASSOCIATES

W. D. Carter, Jr.
GP

LESSEE:

SHONEY'S SOUTH, INC.

BY: *James H. Puentes*
President

STATE OF Tennessee
COUNTY OF Shelby

Before me the undersigned Notary Public within and for said County and State, duly commissioned and qualified, personally appeared William D. Carter, Jr., with whom I am personally acquainted and who, upon his oath, acknowledged himself to be the General Partner and to be all of the General Partners doing business as and in the name of Park Associates, a Limited Partnership, the within named bargainer, and that he as such General Partner, being duly authorized so to do, executed the foregoing instrument for the purposes therein contained by subscribing his name thereto as his free act and deed and as the free act and deed of the said Park Associates, a Limited Partnership.

WITNESS my hand and Notarial Seal at office this 5th day of October, 1983.

Patricia A. LaRochelle
Notary Public

My Commission Expires:
MY COMMISSION EXPIRES
JULY 13, 1987

(CONTINUED ON NEXT PAGE)

EX-2140

24328-RV-21