

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is entered into effective as of the 15th day of November, 1995, by and among **TERRY R. HENLEY and T. OWEN VICKERS**, whose address is P. O. Box 1596, Birmingham, Alabama 35201 ("Landlord"), and **RTM ALABAMA, INC.**, an Alabama corporation, whose address is 5995 Barfield Road, Atlanta, Georgia 30328 ("Tenant"), to be placed upon the Public Records of Shelby County, Alabama and give notice of the Lease (as described below) between the Landlord and the Tenant.

The Landlord and Tenant do hereby give notice to the following terms of the Lease:

DATE OF LEASE:	November 15, 1995
LANDLORD:	Terry R. Henley and T. Owen Vickers
TENANT:	RTM ALABAMA, INC.
DESCRIPTION OF LEASED PREMISES:	See Exhibit A Attached Hereto
INITIAL TERM OF LEASE:	The initial term began on the date of the Lease and ends on November 30, 2015.
OPTION TO EXTEND:	Tenant has two consecutive 5-year options, exercisable upon expiration of the initial term or first renewal term, whichever is applicable.
OPTION TO PURCHASE:	NONE
RIGHT OF FIRST REFUSAL:	Tenant has a right of first refusal to purchase the Leased Premises in effect during the entire term of the Lease.

All parties are further given notice of the terms and conditions set forth in the Lease in addition to those described above. Copies of the Lease are in the possession of the Landlord

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and Tenant. The terms and conditions of said Lease are by this reference incorporated herein and made a part hereof.

IN WITNESS WHEREOF, the Landlord and Tenant have executed this Memorandum of Lease as of the date set forth above.

TENANT:

RTM ALABAMA, INC.

By: _____

Its: _____

JOE GONDOLFO
SENIOR VICE PRESIDENT

By: _____

Its: _____

Robert S. Stallings
V.P. & Asst. Secretary

STATE OF GEORGIA)

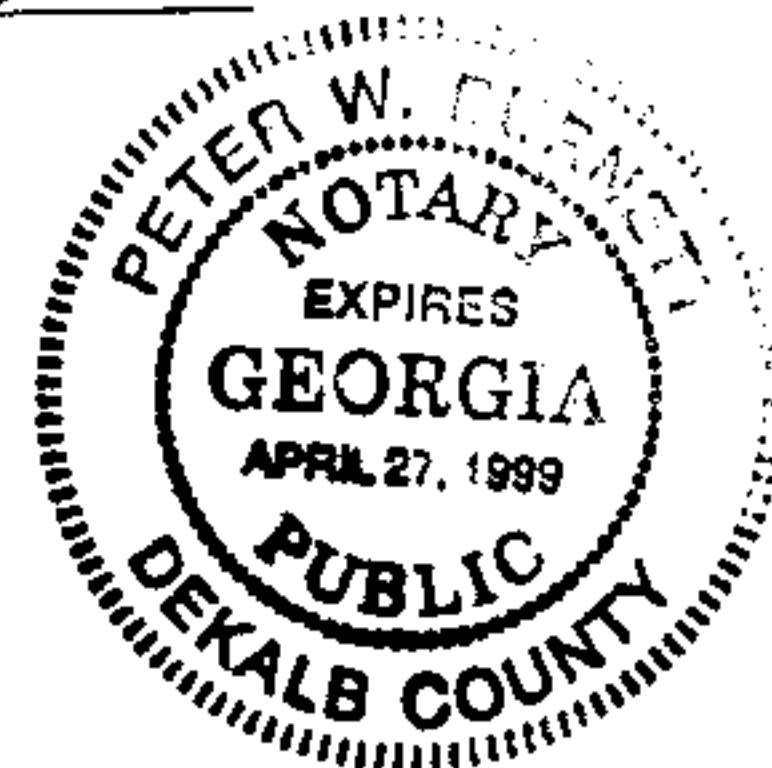
FULTON COUNTY)

I, the undersigned, a Notary Public, in and for said County, in said State, hereby certify that Joe Gondolfo and Robert S. Stallings, whose names as Senior Vice President and Vice President and Asst. Sec. respectively, of RTM ALABAMA, INC., an Alabama corporation, are signed to the foregoing document, and who are known to me, acknowledged before me on this day, that, being informed of the contents thereof, they, as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

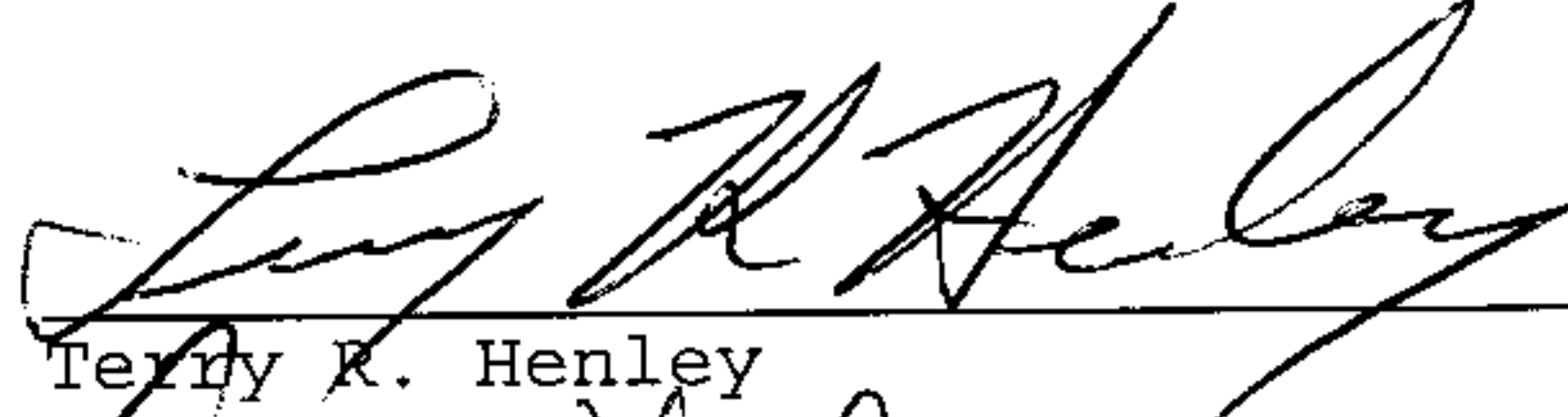
Given under my hand and official seal this 14th day of November, 1995.

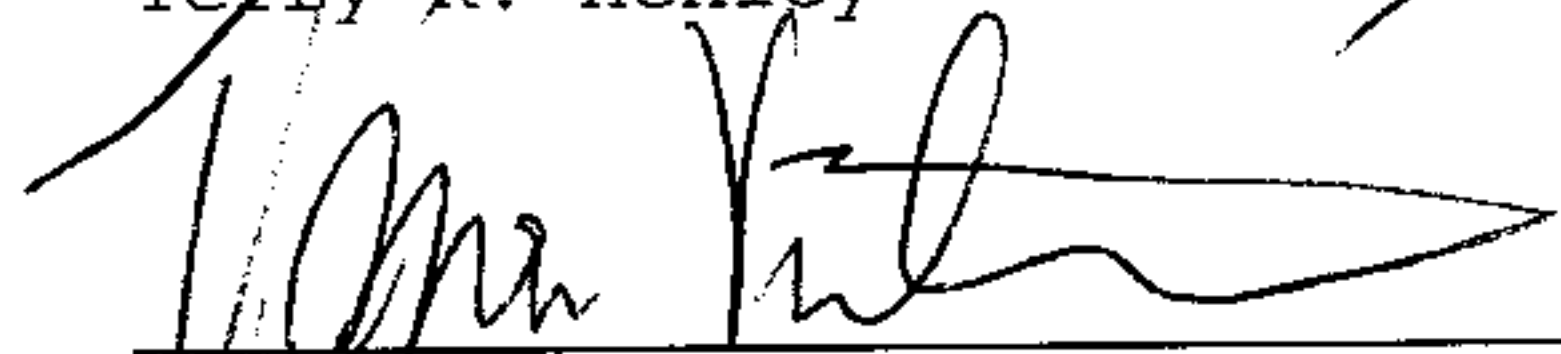
Peter W. Clement
NOTARY PUBLIC

MY COMMISSION EXPIRES:



LANDLORD:


Terry R. Henley



T. Owen Vickers

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public, in and for said County, in said State, do hereby certify that Terry R. Henley, an individual whose name is signed to the foregoing document and who is known to me, acknowledged before me on this day, that, being informed of the contents of said document, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 15th day of November, 1995.


NOTARY PUBLIC

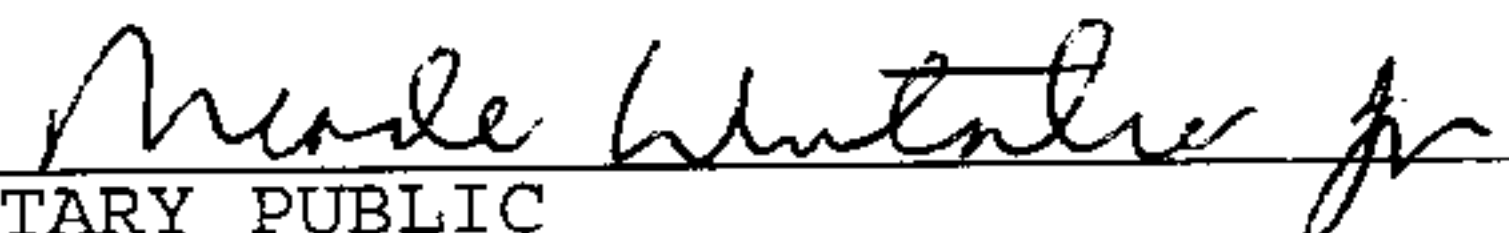
MY COMMISSION EXPIRES: 3/26/99

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public, in and for said County, in said State, do hereby certify that T. Owen Vickers, an individual whose name is signed to the foregoing document and who is known to me, acknowledged before me on this day, that, being informed of the contents of said document, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 13th day of November, 1995.


NOTARY PUBLIC

MY COMMISSION EXPIRES: 3/26/99

EXHIBIT A

Description of Leased Premises

PARCEL #1

A PARCEL OF LAND SITUATED IN THE NW 1\4 OF THE SE 1\4 OF SECTION 31, TOWNSHIP 19 SOUTH, RANGE 2 WEST, SHELBY COUNTY, ALABAMA BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE SOUTHWEST CORNER OF BLOCK 1 OF CAHABA VALLEY PARK NORTH AS RECORDED IN MAP BOOK 13, PAGE 140, IN THE OFFICE OF JUDGE OF PROBATE, SHELBY COUNTY, ALABAMA, SAID POINT BEING ON THE NORTHERLY RIGHT-OF-WAY LINE OF ALABAMA HIGHWAY #119;

THENCE RUN SOUTHWESTERLY ALONG SAID RIGHT-OF-WAY LINE 160.00 FEET TO THE POINT OF BEGINNING OF THE PARCEL HEREIN DESCRIBED;

THENCE CONTINUE ALONG THE LAST STATED COURSE 140.75 FEET;

THENCE TURN AN INTERIOR ANGLE OF $88^{\circ}-06'-12''$ LEAVING SAID RIGHT-OF-WAY LINE AND RUN NORTHWESTERLY 250.00 FEET.

THENCE TURN AN INTERIOR ANGLE OF $91^{\circ}-53'-48''$ AND RUN NORTHEASTERLY 140.75 FEET;

THENCE TURN AN INTERIOR ANGLE OF $88^{\circ}-06'-12''$ AND RUN SOUTHEASTERLY 250.00 FEET TO THE POINT OF BEGINNING.

PARCEL #2

A PARCEL OF LAND SITUATED IN THE NW 1\4 OF THE SE 1\4 OF SECTION 31, TOWNSHIP 19 SOUTH, RANGE 2 WEST, SHELBY COUNTY, ALABAMA BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCE AT THE SOUTHWEST CORNER OF BLOCK 1 OF CAHABA VALLEY PARK NORTH AS RECORDED IN MAP BOOK 13, PAGE 140, IN THE OFFICE OF JUDGE OF PROBATE, SHELBY COUNTY, ALABAMA, SAID POINT BEING ON THE NORTHERLY RIGHT-OF-WAY LINE OF ALABAMA HIGHWAY #119;

THENCE RUN SOUTHWESTERLY ALONG SAID RIGHT-OF-WAY LINE 300.75 FEET TO THE POINT OF BEGINNING OF THE PARCEL HEREIN DESCRIBED;

THENCE CONTINUE ALONG THE LAST STATED COURSE 22.73 FEET;

THENCE TURN AN INTERIOR ANGLE OF 90° LEAVING SAID RIGHT-OF-WAY LINE AND RUN NORTHWESTERLY 249.86 FEET;

THENCE TURN AN INTERIOR ANGLE OF 90° AND RUN NORTHEASTERLY 31.00 FEET;

THENCE TURN AN INTERIOR ANGLE OF 88°-06'-12" AND RUN SOUTHEASTERLY 250.00 FEET TO THE POINT OF BEGINNING.

24 FOOT INGRESS\EGRESS EASEMENT

A 24 FOOT WIDE INGRESS\EGRESS EASEMENT SITUATED IN THE NW 1\4 OF THE SE 1\4 OF SECTION 31, TOWNSHIP 19 SOUTH, RANGE 2 WEST, SHELBY COUNTY, ALABAMA BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS;

COMMENCE AT THE SOUTHWEST CORNER OF BLOCK 1 OF CAHABA VALLEY PARK NORTH AS RECORDED IN MAP BOOK 13, PAGE 140, IN THE OFFICE OF JUDGE OF PROBATE, SHELBY COUNTY, ALABAMA. SAID POINT BEING ON THE NORTHERLY RIGHT-OF-WAY OF ALABAMA HIGHWAY #119;

THENCE RUN SOUTHWESTERLY ALONG SAID RIGHT-OF-WAY LINE 300.75 FEET;

THENCE TURN AN ANGLE TO THE RIGHT OF $91^{\circ}-53'-48''$ LEAVING SAID RIGHT-OF-WAY LINE AND RUN NORTHWESTERLY 225.99 FEET TO THE POINT OF BEGINNING OF SAID EASEMENT;

THENCE CONTINUE ALONG THE LAST STATED COURSE 24.01 FEET;

THENCE TURN AN INTERIOR ANGLE OF $88^{\circ}-06'-12''$ AND RUN SOUTHWESTERLY 216.34 FEET;

THENCE TURN AN INTERIOR ANGLE OF $91^{\circ}-53'-48''$ AND RUN SOUTHEASTERLY 24.01 FEET;

THENCE TURN AN INTERIOR ANGLE OF $88^{\circ}-06'-12''$ AND RUN NORTHEASTERLY 216.34 FEET TO THE POINT OF BEGINNING;

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SLOPE EASEMENT #1

A SLOPE EASEMENT SITUATED IN THE NORTHWEST ONE-QUARTER OF THE SOUTHEAST ONE-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 BLOCK 1 OF CAHABA VALLEY PARK NORTH AS RECORDED IN MAP BOOK 13, PAGE 140, IN THE OFFICE OF JUDGE OF PROBATE, SHELBY COUNTY, ALABAMA, SAID POINT BEING ON THE NORTHERLY RIGHT-OF-WAY LINE OF ALABAMA HIGHWAY #119;

THENCE RUN SOUTHWESTERLY ALONG SAID RIGHT-OF-WAY LINE 323.48 FEET TO THE POINT OF BEGINNING OF THE EASEMENT HEREIN DESCRIBED;

THENCE CONTINUE ALONG THE LAST STATED COURSE 60.00 FEET;

THENCE TURN AN INTERIOR ANGLE OF $90^{\circ}-00'-00''$ LEAVING SAID RIGHT-OF-WAY LINE AND RUN NORTHWESTERLY 249.86 FEET;

THENCE TURN AN INTERIOR ANGLE OF $90^{\circ}-00'-00''$ AND RUN NORTHEASTERLY 60.00 FEET;

THENCE TURN AN INTERIOR ANGLE OF $90^{\circ}-00'-00''$ AND RUN SOUTHEASTERLY 249.86 FEET TO THE POINT OF BEGINNING.

1995-33451