

Prepared by and return to:
Sherry D. Olson, P.C.
1975 One Georgia Center
600 West Peachtree Street, N.W.
Atlanta, GA 30308

TRI-PARTY AGREEMENT

by and between
Treetop Enterprises, Inc. (Borrower) and
NationsBank, N.A. (South) formerly NationsBank of Georgia, N.A. (Lender)
and Waffle House, Inc. (Tenant)

THIS DOCUMENT IS ONE OF TWENTY NINE (29) ORIGINAL COUNTERPARTS, ONE
ORIGINAL WILL BE FILED IN EACH OF THE COUNTIES AND STATES LISTED BELOW

| COUNTY | STATE |
|------------|-------------|
| Autauga | Alabama |
| Butler | Alabama |
| Chilton | Alabama |
| Colbert | Alabama |
| Conecuh | Alabama |
| Cullman | Alabama |
| Elmore | Alabama |
| Jefferson | Alabama |
| Limestone | Alabama |
| Madison | Alabama |
| Montgomery | Alabama |
| Morgan | Alabama |
| Shelby | Alabama |
| Tuscaloosa | Alabama |
| Walker | Alabama |
| Forrest | Mississippi |
| Jones | Mississippi |
| Lamar | Mississippi |
| Lauderdale | Mississippi |
| Lee | Mississippi |
| Lowndes | Mississippi |
| Coffee | Tennessee |
| Cumberland | Tennessee |
| Davidson | Tennessee |
| Dickson | Tennessee |
| Grundy | Tennessee |
| Putman | Tennessee |
| Rutherford | Tennessee |
| Williamson | Tennessee |

Inst # 1996-34103

10/14/1996-34103
09:00 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
120 MCD 306.00

Inst # 1996-34103

TRI-PARTY AGREEMENT

This TRI-PARTY AGREEMENT is entered into this 12th day of July, 1996, among TREETOP ENTERPRISES, INC., a Tennessee corporation (the "BORROWER"), NATIONSBANK, N.A. (SOUTH) formerly known as NationsBank of Georgia, N.A. and also formerly known as The Citizens and Southern National Bank (the "LENDER"), and WAFFLE HOUSE, INC. a Georgia corporation (the "TENANT")

WHEREAS, LENDER has made certain loans (collectively the "Loan") to BORROWER in the amounts of \$12,850,000.00, \$3,700,000.00, \$2,700,000.00, \$1,350,000.00 and \$750,000.00 and BORROWER has executed and delivered to LENDER those certain Notes (the "Note"), secured in part by those certain mortgages, deeds of trust and assignments of lessor's and lessee's interest in lease executed of even date herewith by BORROWER in favor of LENDER (the "Security Instruments") covering the Property owned (the "Owned Property") or leased (the "Leased Property") by BORROWER located in the States of Alabama, Mississippi and Tennessee and more particularly described on Exhibit "A" (as to the Owned Property), and Exhibits "B-1" and "B-2" (as to the Leased Property) attached hereto and made a part hereof (the Owned Property and the Leased Property are hereinafter collectively referred to as the "Property");

WHEREAS, BORROWER and TENANT have entered into those certain leases described on Exhibit "C-1" attached hereto and made a part hereof (the "Leases to Waffle House") wherein BORROWER leased the Owned Property to TENANT;

WHEREAS, BORROWER and TENANT have entered into those certain subleases described on Exhibit "C-2", attached hereto and made a part hereof (the "Subleases to Treetop") wherein TENANT subleased the Owned Property to BORROWER;

WHEREAS, BORROWER and TENANT have entered into those certain leases described on Exhibit "C-3", attached hereto and made a part hereof (the "Waffle to Treetop Leases") wherein TENANT leased the Leased Property described on Exhibit "B-2" to BORROWER;

WHEREAS, BORROWER and TENANT have entered into those certain operating agreements described on Exhibit "D" attached hereto and made a part hereof (the "Operating Agreements") in regard to the Leased Property described on Exhibit "B-1" which is leased by BORROWER from third-party landlords pursuant to those certain leases described on Exhibit "E", attached hereto and made a part hereof (the "Third Party Leases"). The Leases to Waffle House, Subleases to Treetop, Waffle to Treetop Leases and Operating Agreements are hereinafter sometimes collectively referred to as the "Waffle Documents";

WHEREAS, TENANT or Waffle House Holding Co. (collectively, the "Franchisor") and BORROWER entered into those certain franchise agreements more particularly described on Exhibit "F", attached hereto and made a part hereof and that certain Franchise Policy Agreement dated December 29, 1988 (collectively the "Franchise Agreements") wherein Franchisor granted BORROWER an exclusive right, lien and privilege to use the Waffle House tradename and system in connection with the Property. A separate agreement has been executed for each Waffle House restaurant located on the Property.

WHEREAS, TENANT and BORROWER have agreed that the Waffle Documents will be subject and subordinate to the Security Instruments, subject to the terms and conditions set forth herein;

NOW, THEREFORE, for and in consideration of the mutual covenants herein contained, the sum of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged and notwithstanding anything in the Waffle Documents to the contrary, it is hereby agreed as follows:

1. SUBORDINATION OF WAFFLE DOCUMENTS. LENDER, BORROWER and TENANT do hereby covenant and agree that, subject to the provisions hereof, the Waffle Documents (excluding the Operating Agreements and Waffle to Treetop Leases) and all rights, options, liens and charges created thereby are and shall continue to be subject and subordinate in all respects to the Security Instruments and to any advances made thereunder.

2. NON-DISTURBANCE IN CONNECTION WITH LEASES TO WAFFLE HOUSE.

(a) LENDER and TENANT hereby agree that so long as TENANT complies with the provisions set forth in Paragraph 3 below:

(i) LENDER will take no action which will interfere with or disturb TENANT's possession or use of the Owned Property or other rights under the Leases to Waffle House; and

(ii) in the event LENDER becomes the owner of the Owned Property by foreclosure, conveyance in lieu of foreclosure or otherwise, the Owned Property shall be subject to the Leases to Waffle House and LENDER shall recognize TENANT as the tenant of the Owned

Property for the remainder of the term of the Leases to Waffle House in accordance with the provisions thereof; provided, however, that LENDER shall not be:

- a. liable for any act or omission of BORROWER;
- b. subject to any offsets or defenses which TENANT might have against BORROWER;
- c. bound by any rent or additional rent which TENANT might have paid for more than the current month to BORROWER; or
- d. bound by any amendment or modification of the Leases to Waffle House made without LENDER's consent.

- (b) BORROWER, LENDER and TENANT hereby agree and acknowledge that in the event that any third party becomes the owner of the Owned Property due to foreclosure of the Security Instruments, the Owned Property shall be subject to the Leases to Waffle House and such third party shall recognize TENANT as the tenant of the Owned Property for the remainder of the term of the Leases to Waffle House in accordance with the provisions thereof.

3. ATTORNMEN T BY TENANT IN CONNECTION WITH LEASES TO WAFFLE HOUSE. TENANT does hereby agree with LENDER that, in the event LENDER becomes the owner of the Owned Property by foreclosure, conveyance in lieu of foreclosure or otherwise, then TENANT shall attorn to and recognize LENDER as the landlord under the Leases to Waffle House for the remainder of the term thereof, and TENANT shall perform and observe its obligations thereunder, subject only to the terms and conditions of the Leases to Waffle House. TENANT further covenants and agrees to execute and deliver upon request of LENDER, or its assigns, an appropriate agreement of attornment to any subsequent titleholder of the Owned Property.

4. TERMINATION OF SUBLEASES TO TREETOP IN THE EVENT LENDER BECOMES OWNER. BORROWER and TENANT do hereby agree with LENDER that, in the event LENDER or any third-party becomes the owner of the Owned Property by foreclosure, conveyance in lieu of foreclosure or otherwise, then:

- (a) the Subleases to Treetop shall automatically terminate and be of no further force or effect;
- (b) the Franchise Agreements relating to the Owned Property shall automatically terminate and be of no further force or effect; and
- (c) TENANT or its designee shall have the right to operate the Owned Property as Waffle House restaurant(s), notwithstanding that certain Franchise Policy Agreement between BORROWER and Waffle House Holding Co., Inc. dated December 29, 1988.

5. NOTICE AND RIGHT TO CURE DEFAULTS UNDER WAFFLE DOCUMENTS.

(a) NOTICE: So long as the Security Instruments remain outstanding and unsatisfied TENANT and BORROWER will mail or deliver to LENDER, at the address and in the manner hereinbelow provided:

- (i) copies of all notices permitted or required to be given under and pursuant to the terms and provisions of the Leases to Waffle House, Subleases to Treetop or Waffle to Treetop Leases, immediately upon delivery or receipt of such notices;
- (ii) copies of all notices received from any landlords under the Third-Party Leases, no later than ~~three (3)~~ ^{five (5)} days after receipt of such notices;
- (iii) copies of all notices given pursuant to or in connection with the Operating Agreements, immediately upon delivery or receipt of such notices.

(b) RIGHT TO CURE: At any time before the rights of the BORROWER shall have been forfeited or adversely affected because of any default of the BORROWER, or within the time permitted the BORROWER for curing any default under the Waffle Documents as therein provided, LENDER may, but shall have no obligation to, pay any taxes and assessments, make any repairs and improvements, make any deposits or do any other act or thing required of the BORROWER by the terms of the Waffle Documents; and all payments so made (the "Cure Funds") and all things so done and performed by LENDER shall be as effective to prevent the rights of the BORROWER from being forfeited or

adversely affected because of any default under the Waffle Documents as the same would have been done and performed by the BORROWER.

6. CONSENT TO ASSIGNMENT OF WAFFLE DOCUMENTS.
TENANT acknowledges that BORROWER will execute and deliver to LENDER an assignment of BORROWER's rights under the Waffle Documents as security for the Loan, and TENANT hereby expressly consents to such assignment, subject to the conditions set forth herein.

7. COVENANTS REGARDING OPERATING AGREEMENTS.

(a) OPTION TO ASSUME: BORROWER, LENDER and TENANT acknowledge that TENANT has the option to assume all rights and obligations under the Third-Party Leases upon the occurrence of one or more events defined therein (the "Option").

(b) NOTICE OF TENANT'S DESIRE TO EXERCISE THE OPTION. Should TENANT desire to exercise the Option, TENANT shall give notice of its election to LENDER no later than, the earlier of:

- (i) thirty (30) days after the occurrence of the event(s) that triggered the Option; or
- (ii) ten (10) days prior to the date upon which any landlord under the Third-Party Leases could terminate the Third-Party Leases.

~~IF TENANT does not give notice by the date required under this Paragraph 7(b) and subsequently elects to exercise such Option, TENANT hereby agrees to reimburse LENDER for any Cure Funds expended by LENDER prior to notice by TENANT to LENDER of TENANT's election to exercise the Option.~~ *Jim*

(c) ASSUMED LEASES: BORROWER, LENDER and TENANT hereby agree that should TENANT assume all rights and obligations of BORROWER under one or more of the Third-Party Leases (the "Assumed Leases") pursuant to the terms of the Operating Agreements: (a) TENANT hereby agrees to pay LENDER any Cure Funds expended by LENDER at such time as TENANT exercises the Option; and (b) LENDER shall have an unrestricted right to remove all personal property located in the Waffle House Restaurants on the property described on the Assumed Leases within thirty (30) days after TENANT exercises the Option.

(d) CONTINUED LIABILITY OF BORROWER. Nothing contained in this Paragraph 7 shall be construed as a release of liability of BORROWER for the balance of debt due under the Note and secured by the Security Instruments.

8. TERMINATION OF WAFFLE TO TREETOP LEASES. BORROWER, TENANT and LENDER do hereby agree that in the event that TENANT exercises its right to terminate the Waffle to Treetop Leases, then:

- (a) the Waffle to Treetop Leases shall automatically terminate and be of no further force or effect;
- (b) the Franchise Agreements relating to the Waffle to Treetop Leases shall automatically terminate and be of no further force or effect; and
- (c) TENANT or its designee shall have the right to operate the Lease Property described on Exhibit C-3 as Waffle House restaurant(s), notwithstanding that certain Franchise Policy Agreement between BORROWER and Waffle House Holding Co., Inc. dated December 29, 1988;
- (d) LENDER shall have an unrestricted right to remove all personal property located in the Waffle House Restaurants on the property described in the Waffle to Treetop Leases within (30) days after TENANT notifies LENDER that it has terminated the Waffle to Treetop Leases.

9. REPRESENTATIONS REGARDING WAFFLE DOCUMENTS. BORROWER and TENANT hereby certify to LENDER that: (a) the Waffle Documents have been duly executed by BORROWER and TENANT and are in full force and effect; (b) the Waffle Documents and any modifications and amendments specified herein are a complete statement of the agreement between BORROWER and TENANT with respect to the Property; (c) the Waffle Documents have not been modified or amended except as specified herein; (d) to the knowledge of BORROWER and TENANT, no party to the Waffle Documents is in default thereunder; and (e) TENANT, as of this date, has no charge, lien or claim of offset under the Waffle Documents, or otherwise, against the rents or other charges due or to become due thereunder.

10. FRANCHISE AGREEMENTS. TENANT hereby acknowledges that: (a) all Franchise Agreements are in full force and effect; (b) no default or event, with which the passing time or the provision of notice, or both, would

constitute an event of default, has occurred under the Franchise Agreements; and
(c) the expiration dates of the Franchise Agreements, together with all renewal options thereunder, are correctly listed on Exhibit "F".

11. NOTICES. Any and all notices, elections or demands permitted or required to be made under this Agreement shall be in writing, signed by the party giving such notice, election or demand and shall be delivered personally, by Federal Express or other nationally recognized overnight courier, or by registered or certified United States mail, postage prepaid, to the other party at such address within the continental United States of America as may have theretofore been designated in writing. The date of personal delivery or the date of mailing, as the case may be, shall be the date of such notice, election or demand. For the purposes of this Tri-Party Agreement:

The address of LENDER is:

NationsBank, N.A. (South)
19th Floor, NationsBank Plaza
600 Peachtree Street, N.E.,
Atlanta, Georgia, 30308
Attn: Quinn Hall

The address of TENANT is:

Waffle House, Inc.
5986 Financial Drive
Norcross, Georgia 30091
Attention: J. Michael McCarthy *Upton* *June*

The address of is BORROWER is:

Treetop Enterprises, Inc.
Suite 300
5040 Linbar Drive
Nashville, Tennessee 37211-5098
Attn: S. Thomas Hatch

12. BINDING AGREEMENT. This Tri-Party Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective legal representatives, successors, successors-in-title and assigns.

13. GOVERNING LAW. This Agreement shall be governed and controlled as to interpretation, enforcement, validity, construction, effect and in all other respects by the laws, statutes and decisions of the State of Georgia, except as

to matters affecting real property, which shall be governed by the laws of the State where the property is located.

14. COUNTERPARTS. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, and all of which taken together shall constitute one and the same agreement.

15. SEVERABILITY. All provisions contained in this Agreement are severable and the invalidity or unenforceability of any provisions shall not affect or impair the validity or enforceability of the remaining provisions of this Agreement.

16. HEADINGS. The descriptive headings of the paragraphs of this Agreement are inserted for convenience only and do not constitute a part of this Agreement.

17. AMENDMENT AND WAIVER. This Agreement may be amended and observance of any term of this Agreement may be waived only with the written consent of the LENDER.

IN WITNESS WHEREOF, the parties hereto have executed this Tri-Party Agreement under seal as of the date first above written.

LENDER:

NATIONSBANK, N.A. (SOUTH)

By: Quinn Hall

Quinn Hall, Assistant Vice President

(BANK SEAL)

TENANT:

WAFFLE HOUSE, INC., a Georgia corporation

By: J. Michael Upton

Name: J. Michael Upton

Title: VP & Secretary

(CORPORATE SEAL)

BORROWER:

TREETOP ENTERPRISES, INC., a Tennessee
corporation

By: *S. Thomas Hatch*
S. Thomas Hatch, Secretary

(CORPORATE SEAL)

(ACKNOWLEDGMENTS ON NEXT PAGE)

ACKNOWLEDGMENTS

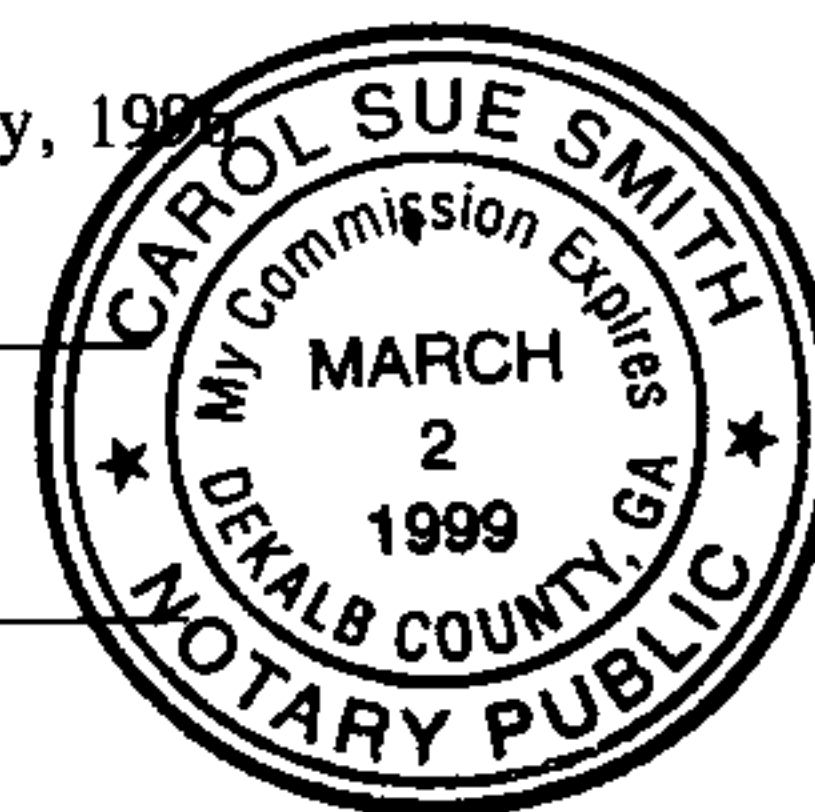
STATE OF ~~TENNESSEE~~ GEORGIA
COUNTY OF FULTON

PERSONALLY appeared before me, the undersigned authority, in and for said county and state, within my jurisdiction, the within named S. Thomas Hatch, and who acknowledged himself to be the Secretary of Treetop Enterprises, Inc., a Tennessee corporation and that for and on behalf of said corporation, and as its act and deed, he signed, sealed and delivered the above and foregoing instrument of writing for the purposes mentioned on the day and year therein mentioned, after first having been duly authorized by said corporation to do so.

Given under my hand and official seal of office as of this 12th day of July, 1996

Carol S. Smith
NOTARY PUBLIC

My Commission Expires: _____



[NOTARIAL SEAL]

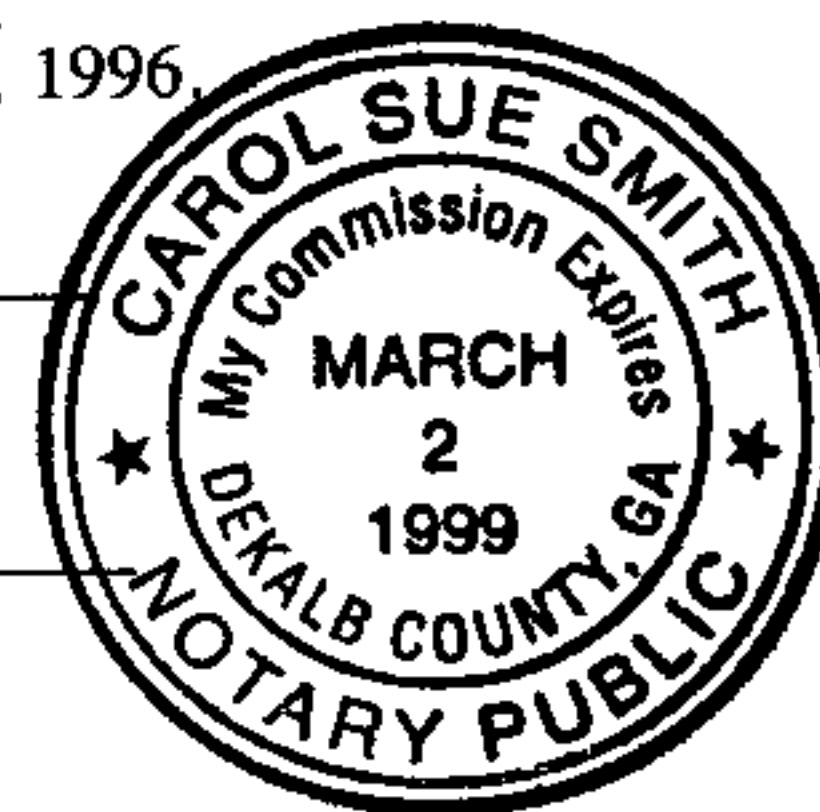
STATE OF GEORGIA
COUNTY OF FULTON

PERSONALLY appeared before me, the undersigned authority, in and for said county and state, within my jurisdiction, the within named Quinn Hall, and who acknowledged himself to be an Assistant Vice President of NationsBank, N.A. (South), a national banking association, and as its act and deed, he signed, sealed and delivered the above and foregoing instrument of writing for the purposes mentioned on the day and year therein mentioned, after first having been duly authorized by said banking association to do so.

Given under my hand and official seal of office as of this 12th day of July, 1996

Carol S. Smith
NOTARY PUBLIC

My Commission Expires: _____



[NOTARIAL SEAL]

(ACKNOWLEDGMENTS CONTINUED)

STATE OF GEORGIA
COUNTY OF GWINNETT

PERSONALLY appeared before me, the undersigned authority, in and for said county and state, within my jurisdiction, the within named J. Michael Upde, and who acknowledged himself/herself to be the VP & Secretary (title) of Waffle House, Inc., a Georgia corporation, and as its act and deed, he signed, sealed and delivered the above and foregoing instrument of writing for the purposes mentioned on the day and year therein mentioned, after first having been duly authorized by said corporation to do so.

Given under my hand and official seal of office as of this 2nd day of October, 1996.

Deborah R. Murphy
NOTARY PUBLIC

My Commission Expires: Notary Public, DeKalb County, Georgia
My Commission Expires Jan. 23, 1998

[NOTARIAL SEAL]

EXHIBIT "A"
OWNED PROPERTY

EXHIBIT A

All that tract or parcel of land located in Tuscaloosa County, Alabama, and being more particularly described as follows:

Start at the NE corner of Lot 11 of the Martha Caroline Albright Survey, as recorded in Plat Book 6 at Page 9 in the Probate Office of Tuscaloosa County, Alabama; thence run in a Westerly direction and along the North boundary of said Lot 11 for a distance of 184.89 ft. to the point of beginning; thence continue in a Westerly direction and along the North boundary of Lot 11 for a distance of 280.44 ft. to a point, said point lying on the East boundary of the U.S. 82 By-Pass; thence with a deflection angle of 97 degrees 45 minutes to the left, run in a Southerly direction and along the East boundary of Lot 11 for a distance of 70.0 ft. to a point; thence with a deflection angle of 82 degrees 15 minutes to the left, run in an Easterly direction for a distance of 270.64 ft. to a point; thence with a deflection angle of 89 degrees, 42 minutes to the left, run in a Northerly direction for a distance of 69.36 ft. to the point of beginning.

Located at: 3421 McFarland Blvd. E. & I-59
Tuscaloosa, AL 35401

EXHIBIT "A"

Commence at the Northeast corner of the Southeast Quarter of the Northeast Quarter of Section 9, Township 21 South, Range 10 West, in Tuscaloosa County, Alabama; thence run South 5 degrees 17 minutes 30 seconds East along the East line of said Southeast Quarter of Northeast Quarter (SE 1/4 of NE 1/4) for 504.63 feet to a point on the Southerly right of way line of U.S. Highway No. 82; thence to the right with a deflection angle of 113 degrees 18 minutes 00 seconds and run North 71 degrees 59 minutes 30 seconds West along said Southerly right of way line for 53.47 feet to a point; thence to the left with an interior angle of 90 degrees 00 minutes 00 seconds and run South 18 degrees 00 minutes 30 seconds West for 15 feet to a point; thence to the right with an interior angle of 270 degrees 00 minutes 00 seconds and run North 71 degrees 59 minutes 30 seconds West for 27.11 feet to the point of beginning; thence continuing North 71 degrees 59 minutes 30 seconds West for 75.08 feet to the Northeast corner of the Catalina Motel property; thence to the left with an interior angle of 87 degrees 23 minutes 00 seconds and run South 15 degrees 23 minutes 30 seconds West for 194.39 feet along the Easterly line of said Motel property to the Southeast corner of said property on the North line of 32nd Street; thence to the left with an interior angle of 79 degrees 35 minutes 02 seconds and run South 85 degrees 01 minutes 28 seconds East for 76.26 feet; thence to the left with an interior angle of 100 degrees 24 minutes 58 seconds and run North 15 degrees 23 minutes 30 seconds East for 177.17 feet to the point of beginning, being in the County of Tuscaloosa, State of Alabama.

SOURCE OF TITLE: Deed from Lee E. Faulkner to Treetop Enterprises, Inc. as recorded in Deed Book 817, at Page 650 in the Probate Office of Tuscaloosa County, Alabama.

Located at: U.S. 82 By-Pass W. & Alabama 69
Northport, AL 35476

EXHIBIT "A"

Begin at the northeast corner of the southeast quarter of the southeast quarter of Section 10, Township 10, Range 14, Butler County, Alabama; run then North 88 degrees 13 minutes West 1,285.0 feet to a concrete marker, said marker being the point of beginning of the herein described real property; run thence South 01 degrees 47 minutes west 90.0 feet to a concrete marker; thence north 88 degrees 13 minutes west 178.7 feet to a concrete marker on the east right of way line of Alabama Highway Number 185; run thence north 11 degrees 24 minutes west along said right of way 92.4 feet to an iron pin; thence south 88 degrees 13 minutes east 200.0 feet to the point of beginning; situated, lying and being in the south one-half of the southeast quarter of Section 10, Township 10, Range 14, Greenville, Butler County, Alabama, and containing 17,041.5 feet, more or less.

Located at: I-65 & Alabama Hwy. 185
Greenville, AL 36037

EXHIBIT "A"

All that tract or parcel of land lying and being in the South 99.03 feet of Lot 10, Block A, of Nickerson's Addition to Alabaster, as recorded in Map Book 3, Page 61, in the Probate Office of Shelby County, Alabama, more particularly described as follows:

Beginning at the Southwest corner of said Lot 10; thence, running North 3 degrees 56 minutes West along the West line of said lot for 99.03 feet; thence 91 degrees 41 minutes right (recorded 92 degrees 0 minutes) and running North 87 degrees 45 minutes East and parallel with the South line of said lot for 145.0 feet to a point on the East line of said Lot 10; thence 88 degrees 19 minutes right (recorded 88 degrees 0 minutes) and running South 3 degrees 56 minutes East along the East line of said Lot 10 for 99.03 feet to the Southeast corner of said Lot 10; thence 91 degrees 42 minutes right (recorded 92 degrees 0 minutes) and running South 87 degrees 45 minutes West along the South line of said Lot 10 for 145.0 feet to the point of beginning. Situated in the Town of Alabaster, Shelby County, Alabama.

Located at: I-65 & U.S. 31
Alabaster, AL 35007

EXHIBIT "A"

Beginning at the Southeast corner of the Southwest Quarter of the Northwest Quarter of Section 4, Township 11 South, Range 3 West; thence North 2°42' West a distance of 394.7 feet to a point; thence North 71°45' West a distance of 736.4 feet to the right-of-way line of Alabama Highway No. 69; thence North 30°58' East along said right-of-way a distance of 100 feet to the Point of Beginning of the herein described parcel; thence North 30°58' East along said right-of-way 75.35 feet to an Iron Pin; thence North 58°58' West a distance of 40 feet to an Iron Pin; thence North 32°54' East run the arc of a 2° curve having a chord distance of 20 feet to an Iron Pin; thence South 67°06' East a distance of 200 feet to an Iron Pin; thence South 30°58' West a distance of 95 feet to an Iron Pin; thence North 69°10' West a distance of 162.8 feet to the true point of beginning. Situated, lying and being in Cullman County, State of Alabama.

An easement for sewer purposes more particularly described as follows:

Beginning at the Southeast corner of the Southwest Quarter of the Northwest Quarter of Section 4, Township 11 South, Range 3 West; thence North 2°42' West a distance of 394.7 feet to a point; thence North 71°45' West a distance of 736.4 feet to the right-of-way line of Alabama Highway No. 69; thence North 30°58' East along said right-of-way a distance of 100 feet; thence North 30°58' East along said right-of-way 75.35 feet to an Iron Pin; thence North 58°58' West a distance of 40 feet to an Iron Pin; thence North 32°54' East run the arc of a 2° curve having a chord distance of 20 feet to an Iron Pin; thence South 67°06' East a distance of 200 feet to an Iron Pin; thence South 30°58' West a distance of 10 feet to the beginning and center line of a 10 foot wide easement being 5 feet each side of the following described center line; South 55°02' East 400.63 feet to the center of an existing drainage ditch. Situated, lying and being in Cullman County, State of Alabama.

Located at: Alabama 69 & I-65
Cullman, AL 35055

EXHIBIT "A"

To reach the point of beginning from the intersection of the East side of Ann Street and the North side of Third Street in the City of Montgomery, Alabama, run North 2 degrees 15 minutes West along the East side of Ann Street 250.0 feet; thence North 87 degrees 43 minutes East 266.8 feet to the point of beginning; thence from the point of beginning run South 87 degrees 43 minutes West along the North side of Zelda Road 103.73 feet to the beginning of a curve to the right having a central angle of 65 degrees 22 minutes 20 seconds and a radius of 146.0 feet; thence Northwesterly along said curve to a point on the South property line of the Gulf Oil Company station, one chord being North 59 degrees 35 minutes 49 seconds West 157.20 feet; thence North 5 degrees 59 minutes East 1.75 feet; thence North 87 degrees 36 minutes East along said property 200.0 feet; thence North 87 degrees 43 minutes East 37.45 feet to the property of the Econo Lodge; thence South 1 degree 27 minutes 47 seconds East along said property 87.3 feet to the point of beginning, the said land being Lot B according to the Plat No. 4 of Southwest Part of Lot 41, Primrose Heights, as recorded in the Probate Office of Montgomery County, Alabama, in Plat Book 28, at Page 113, and additional property East and South thereof, and being in the Southwest Quarter of Section 16, Township 16 North, Range 18 East, Montgomery City and County, Alabama, and containing 17,475.969 square feet, or 0.401 acres, more or less.

Said Parcel also being described as Lot BB, according to the Replat of Plat No. 4 of southwest Part of Lot 41, Primrose Heights and the Southwest corner of Lot A of Matador Plat No. 1, and additional property Southwest thereof in Southwest Quarter of Section 16, Township 16 North, Range 18 East, as said Replat appears of record in the Office of the Judge of Probate of Montgomery County, Alabama, in Plat Book 33, at Page 127.

TOGETHER with a non-exclusive easement for ingress, egress and parking across the following described property:

Commence at the intersection of the Southwest corner of Lot A, according to the Plat of Matador Plat No. 1, as the same appears of record in the Office of the Judge of Probate of Montgomery County, Alabama, in Plat Book 24, at Page 139, and Zelda Road; thence North 02 degrees 17 minutes West 87.3 feet; thence North 05 degrees 59 minutes East 200.00 feet; thence continue North 05 degrees 59 minutes East to the Northern boundary of said Lot A; thence run Easterly along the Northern boundary of said Lot A a distance of 70 feet; thence turn and run South to Zelda Road; thence run West along the North right-of-way of Zelda Road to the point of beginning.

Less and except therefrom the following described property:

To reach the point of beginning from the intersection of the East side of Ann Street and the North side of Third Street in the City of Montgomery, Alabama, run North 02 degrees 15 minutes West along the East side of Ann Street 250.0 feet; thence North 87 degrees 43 minutes East 230.6 feet to the point of beginning; thence from the point of beginning run North 02 degrees 17 minutes West 87.3 feet; thence North 87 degrees 43 minutes East 37.45 feet; thence South 01 degree 27 minutes 47 seconds East 87.3 feet to the North side of Zelda Road; thence South 87 degrees 43 minutes West along Zelda Road 36.2 feet to the point of beginning, the said land being in part of Lot 41, according to the Plat of Primrose Heights as recorded in the Probate Office of Montgomery County, Alabama, in Plat Book 4, at Page 58, and being in the Southwest Quarter of Section 16, Township 16 North, Range 18 East, Montgomery City and County, Alabama.

TOGETHER with an easement for sign across the following described property:

Beginning at the Southeast corner of Lot A, according to the Replat of the Northwest corner of Lot 41 of Primrose Heights as recorded in the Probate Office of Montgomery County, Alabama, in Plat Book 24, at Page 114, and running thence North 05 degrees 59 minutes East along said Lot A, 200.0 feet; thence North 87 degrees 43 minutes East 15.16 feet; thence South 05 degrees 59 minutes West 200.0 feet; thence South 87 degrees 43 minutes West 15.16 feet to the point of beginning, the said land being in the Southwest Quarter of Section 16, Township 16 North, Range 18 East, Montgomery County, Alabama, and containing 3000.0 square feet, or 0.069 acres, more or less.

Located at: 2615 Zelda Road
Montgomery, AL 36107

EXHIBIT "A"

Lot A-2, according to the Map of the Replat of Fifth Quarter Plat No. 1, as said replat is recorded in the Office of the Judge of Probate of Montgomery County, Alabama, in Plat Book 33, Page 142.

Located at: 5180 Carmichael Road
Montgomery, AL 36106

EXHIBIT "A"

Lot 2, according to the plat of Bill G. King Subdivision, Madison Alabama, as recorded in the Office of the Judge of Probate of Madison County, Alabama, in Plat Book 15, page 79, which is also described as follows:

All that part of the Southeast quarter of Section 20, Township 4 South, Range 2 West of the Huntsville Meridian, Madison County, Alabama, more particularly described as beginning at an iron stake on the southerly right of way for Alabama Highway 20, said point of true beginning is further described as being West 40.00 feet; South 05 degrees 53 minutes West, 222.36 feet; South 63 degrees 18 minutes West 657.98 feet; and South 26 degrees 42 minutes East, 175.00 feet from the center of the East boundary of Section 20, Township Madison South, Range 2 West; thence from the point of true beginning, North 63 degrees 18 minutes East, along the southerly margin of Alabama Highway 20, 80.00 feet to a point; thence South 26 degrees 42 minutes East, 150.00 feet to a point; thence South 63 degrees 18 minutes West, 80.00 feet to an iron stake; thence North 26 degrees 42 minutes West, 150.00 feet to the point of true beginning.

ALSO, a perpetual, non-exclusive easement for ingress, egress and parking on the east 40 feet of Lot 1, according to the plat of Bill G. King Subdivision, Madison, Alabama, as recorded in the Office of the Judge of Probate of Madison County, Alabama in Plat Book 15, Page 79, by a deed recorded in Deed Book 666, Page 1156, Bill G. King as Grantor granted to Treetop Enterprises, Inc., as Grantee, the right to construct and maintain, at Grantee's expense a 25-foot wide driveway connecting Grantor's and Grantee's parking lots, in a location mutually acceptable to both parties.

Located at: 8979 Highway 20, West
Madison, AL 35758

EXHIBIT "A"

Lot 1, according to the Survey of Vestavia Waffle House, as recorded in Map Book 155, Page 28, in the Probate Office of Jefferson County, Alabama.

Located at: 3023 Columbiana Road
Vestavia Hills, AL 35216

EXHIBIT "A"

Part of the SE 1/4, Section 31, Township 19 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:
Commence at the Southwest corner of said 1/4 Section; thence run East along the South line of same for 1,826.71 feet; thence 122 degrees 59 minutes 53 seconds left and run Northwesterly for 399.97 feet to a point on the Northerly right of way line of Oak Mountain Park Road; thence continue Northwesterly along the same course for 846.69 feet; thence 91 degrees 16 minutes 39 seconds right and run Northeasterly for 152.01 feet; thence 90 degrees left and run Northwesterly for 349.62 feet; thence 90 degrees left and run Southwesterly for 160.00 feet; thence 88 degrees 41 minutes 21 seconds right and run Northwesterly for 25.0 feet to a point on the South right of way line of Alabama Highway 119; thence 91 degrees 18 minutes 39 seconds right and run Northeasterly along said right of way line for 253.07 feet; thence 14 degrees 02 minutes 10 seconds right and continue Northeasterly for 9.51 feet to a point on the Southerly right of way line of a County Road; thence 30 degrees 57 minutes 50 seconds right and run Easterly along said right of way line for 62.56 feet to an angle point in said right of way; thence 45 degrees 00 minutes right and run Southeasterly along said right of way line for 390.67 feet to an angle point in said right of way; thence 90 degrees left and run Northeasterly for 575.98 feet to a point on the Westerly right of way line of I-65 service drive; thence 86 degrees 19 minutes 31 seconds right and run Southeasterly along said right of way line for 142.98 feet; thence 22 degrees 07 minutes 10 seconds right and run Southeasterly along said right of way line for 23.50 feet to the point of beginning; thence continue Southeasterly along said right of way line for 163.81 feet to a point on the approximate floodway line of Bishop Creek; thence 104 degrees 36 minutes 32 seconds right and run Northwesterly along said floodway line for 178.84 feet; thence 56 degrees 56 minutes 47 seconds right and run Northwesterly for 95.24 feet; thence 100 degrees 30 minutes 00 seconds right and run Northeasterly for 205.16 feet to the point of beginning.

Also, all that tract or parcel lying and being in Shelby County, in the City of Pelham, Alabama, and being more particularly described as follows:
Beginning at the Northeasterly property corner at the right of way of Oak Mountain Park Circle of the Thriftlodge Motel site; thence run South 56 degrees 57 minutes 3 seconds West a distance of 22.0 feet to a point, the TRUE POINT OF BEGINNING; thence run South 33 degrees 2 minutes 57 seconds East, a distance of 75.60 feet to a point; thence run South 53 degrees 45 minutes 49 seconds East, a distance of 76.66 feet to a point; thence run South 78 degrees 31 minutes 1 second East, a distance of 60.70 feet to a point; thence run South 6 degrees 53 minutes 4 seconds East, a distance of 22.07 feet to a point; thence run North 78 degrees 31 minutes 1 second West, a distance of 68.67 feet to a point; thence run North 53 degrees 45 minutes 49 seconds West, a distance of 90.41 feet to a point; thence run North 33 degrees 2 minutes 57 seconds West, a distance of 79.62 feet to a point; thence run North 56 degrees 57 minutes 3 seconds East a distance of 22.0 feet to a point; the TERMINUS POINT of this description.

LESS AND EXCEPT that portion of caption lands conveyed to Forte Hotels International, Inc., by deed recorded in Real Record 283, Page 519, more particularly described as follows:
Part of SE 1/4 of Section 31, Township 19 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:
Commence at the southwest corner of said 1/4 Section; thence run East along the South line of same for 1,826.71 feet; thence 122 degrees 59 minutes 53 seconds left and run Northwesterly for 399.97 feet to a point on the Northerly right of way line of Oak Mountain Park Road; thence continue Northwesterly along the same course for 846.69 feet; thence 91 degrees 18 minutes 39 seconds right and run Northeasterly for 152.01 feet; thence 90 degrees 0 minutes left and run Northwesterly for 349.02 feet; thence 90 degrees 0 minutes left and run Southwesterly for 160.0 feet; thence 88 degrees 41 minutes 21 seconds right and run Northwesterly for 25.0 feet to a point on the South right of way line of Alabama Highway 119; thence 91 degrees 18 minutes 39 seconds right and run Northeasterly along said right of way line for 253.07 feet; thence 14 degrees 02 minutes 10 seconds right and continue Northeasterly for 9.51 feet to a point on the Southerly right of way line of a County Road; thence 30 degrees 57 minutes 50 seconds right and run Easterly along said right of way for 62.56 feet to an angle point in said right of way; thence 45 degrees 0 minutes right and run Southeasterly along said right of way line for 390.67 feet to an angle point in said right of way; thence 90 degrees 0 minutes left and run Northeasterly for 575.98 feet to a point on the Westerly right of way line of I-65 service drive; thence 86 degrees 19 minutes 31 seconds right and run Southeasterly along said right of way line for 142.98 feet; thence 22 degrees 7 minutes 10 seconds right and run Southeasterly along said right of way line for 187.31 feet to a point on the approximate floodway line of Bishop Creek; thence 104 degrees 36 minutes 32 seconds right and run Northwesterly along said floodway line for 144.84 feet to the point of beginning; thence continue Northwesterly along the same line for 34.0 feet; thence 56 degrees 56 minutes 47 seconds right and run Northwesterly for 95.24 feet; thence 100 degrees 30 minutes 0 seconds right and run Northeasterly for 78.50 feet; thence 105 degrees 34 minutes 45 seconds right and run Southerly for 110.75 feet to the point of beginning; being situated in Shelby County, Alabama.

Located at: 1020 Oak Mountain Park Road
Helena, AL 35080

EXHIBIT "A"

PARCEL 1:

Commence at the SW Corner of the NE 1/4 of the SW 1/4 of Section 14, Township 16 South, Range 1 West; thence run Northerly along 1/4 line for a distance of 181.82 feet to the Northerly Right of Way of Valley Road; thence right $53^{\circ} 48'$ and run Northeasterly along said Right of Way for a distance of 253.21 feet for Point of Beginning; thence continue along last described course for a distance of 238.42 feet; thence left $137^{\circ} 20' 40''$ and run Northwesterly for a distance of 20.47 feet to a Point of a Curve having a radius of 1382.08 feet and a delta angle of $3^{\circ} 43' 55''$; thence along said curve an arc distance of 90.02 feet to a monument; thence left $31^{\circ} 26' 20''$ and run Southwesterly for a distance of 162.84 feet; thence left $101^{\circ} 17''$ and run Southwesterly for a distance of 94.09 feet to Point of Beginning.

Two Parcels situated in the NE 1/4 of the SW 1/4 of Section 14, Township 16 South, Range 1 West, situated in Jefferson County, Alabama; being more particularly described as follows, and set out for informational purposes only. Both parcels are contained in Parcel 1 described above.

PARCEL A:

Commence at the SW corner of the NE 1/4 of the SW 1/4 of Section 14, Township 16 South, Range 1 West, Jefferson County, Alabama, and run North along the West line thereof for 169.53 feet; thence $53^{\circ} 44' 26''$ right for 260.98 feet; thence $89^{\circ} 05'$ left for 102.35 feet to the Southeasterly right of way line of Interstate Highway #59; thence $96^{\circ} 38'$ right and run along said right of way for 113.72 feet; thence $118^{\circ} 38' 18''$ right for 108.35 feet; thence $53^{\circ} 48' 42''$ right for 50.0 feet to the point of beginning.

PARCEL B:

Commence at the SW corner of the NE 1/4 of the SW 1/4 of Section 14, Township 16 South, Range 1 West, Jefferson County, Alabama; thence run North along the West line of said 1/4-1/4 section a distance of 181.82 feet; thence turn right $53^{\circ} 48'$ and run Northeasterly a distance of 311.13 feet to the point of beginning; thence continue along the last described course a distance of 180.50 feet to the Southerly right-of-way line of a public road; thence turn left $137^{\circ} 20' 40''$ and run Westerly along said right-of-way line a distance of 20.47 feet to a point of curve, said curve being to the left, having a radius of 1382.08 feet and an interior angle of $3^{\circ} 43' 55''$; thence continue westerly along said right-of-way line an arc distance of 90.02 feet; thence from the tangent of the last described course turn left $31^{\circ} 26' 20''$ and run Southwesterly a distance of 40.59 feet; thence turn left $61^{\circ} 17'$ and run Southerly a distance of 96.60 feet to the point of beginning.

Located at: 1128 Chalkville Road
Trussville, AL 35173

EXHIBIT "A"

Commencing at the Southwest corner of the NW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 6, Township 8 North, Range 11 West, and run North on and along the forty line for a distance of 660 feet; thence proceeding at right angles in an easterly direction 126 feet to the East right-of-way of Highway 15; thence southwesterly along the East right-of-way line of Hwy. 15, 263.1 feet to the right-of-way marker, which is the point of beginning; thence run North 87 degrees 16 minutes West 34.9 feet to the right-of-way marker; thence South 00 degrees 48 minutes West along the East right-of-way line 86 feet to the North line of the Standard Oil Company property; thence South 89 degrees 00 minutes 30 seconds East 210 feet; thence North 00 degrees 53 minutes East 82.9 feet; thence North 89 degrees 00 minutes 30 seconds West 176 feet to the point of beginning; located in the NW $\frac{1}{4}$ of the SW $\frac{1}{4}$ of Section 6, Township 8 North, Range 11 West, Second District of Jones County, Mississippi, together with all improvements and appurtenances thereunto belonging.

Located at: 309 S. 16th & I-59
Laurel, MS

EXHIBIT "A"

Commence at the Southwest corner of the Southwest 1/4 of Northwest 1/4, Section 20, Township 6 North, Range 16 East, Meridian, Lauderdale County, Mississippi; thence North 0 degrees 34 minutes West 147.87 feet to a point; thence North 89 degrees 25 minutes East 121.51 feet to the point of beginning of the herein described land; thence North 0 degrees 34 minutes West 127.21 feet to a point; thence North 12 degrees 17 minutes East 94.0 feet to a point; thence South 77 degrees 40 minutes East 140.87 feet to a point; thence South 12 degrees 17 minutes West 42.0 feet to a point; thence South 89 degrees 25 minutes West 40.0 feet to a point; thence South 11 degrees 59 minutes West 150.0 feet to a point; thence South 89 degrees 25 minutes West 76.28 feet to the point of beginning; being part of Lot 7, Block 4, Mountain View Subdivision, and part of Lots 4, 5, 6 and 7, Hamilton Park Addition, No. 2, of part of the Southwest 1/4 of Northwest 1/4, Section 20, Township 6 North, Range 16 East, Meridian, Lauderdale County, Mississippi.

AND ALSO: An easement for sign purposes described as follows, to-wit:

✓ Commence at the Southwest corner of the Southwest 1/4 of Northwest 1/4, Section 20, Township 6 North, Range 16 East, Meridian, Lauderdale County, Mississippi; thence North 0 degrees 34 minutes West 147.87 feet to a point; thence North 89 degrees 25 minutes East 121.51 feet to a point; thence North 0 degrees 34 minutes West 127.21 feet to a point; thence North 12 degrees 17 minutes East 56.0 feet to the point of beginning of an easement for a sign; thence North 44 degrees 50 minutes West 36.47 feet to a point; thence North 45 degrees 10 minutes East 10.0 feet to a point; thence South 44 degrees 50 minutes East 30.0 feet to a point; thence South 12 degrees 17 minutes West 11.91 feet to the point of beginning; being a part of Lot 7, Block 4, Mountain Subdivision and part of Lot 7, Hamilton Park Addition No. 2 of part of the Southwest 1/4 of Northwest 1/4, Section 20, Township 6 North, Range 16 East, Meridian, Lauderdale County, Mississippi.

Located at: 1208 Roebuck Dr.
Meridan, MS 39301

EXHIBIT "A"

A part of the Northwest Quarter of the Southeast Quarter (NW1/4 of the SE1/4) of Section 12, Township 4 North, Range 14 West, Lamar County, Mississippi, and being more particularly described as commencing at a point of the East right-of-way line of Oak Grove Public Road (Westover Drive), said point being 172 feet North of and 137 feet East of the Southwest Corner of said Northwest Quarter of the Southeast Quarter and thence run North 00°49' East along said right-of-way line of said road for 668 feet to and for the Point of Beginning, thence continue North 00°49' East along said right-of-way line of said road for 40 feet to the intersection with the South right-of-way line of U.S. Highway No. 98, thence run North 48°15' East along the South right-of-way line of U.S. Highway 98 for 236.3 feet, thence run North 84°43' East along the South right-of-way line of U.S. Highway No. 98 for 146.7 feet, thence run North 83°54' East along the South right-of-way line of U.S. Highway No. 98 for 14.83 feet, thence run South 00°29'42" West for 150 feet, thence run South 84°43' West for 220 feet, thence run South 70°13'39" West for 124.68 feet to the Point of Beginning.

AND ALSO, the following described easement for ingress, egress, driveway and walkway purposes: A part of the Northwest Quarter of the Southeast Quarter (NW1/4 of the SE1/4) of Section 12, Township 4 North, Range 14 West, in the City of Hattiesburg, County of Lamar, State of Mississippi, and being more particularly described as follows, to-wit:

Commencing at a point on the East right-of-way line of Oak Grove Public Road (Westover Drive), said point being 172 feet North of and 137 feet East of the Southwest Corner of said NW1/4 of the SE1/4, and thence run North 00°49' East along the East right-of-way line of said road for 599.31 feet to and for the Point of Beginning, thence run North 84°43' East for 337.94 feet, thence run North 00°29'42" East for 250 feet to the South right-of-way line of U.S. Highway No. 98, thence run North 83°54' East along the South right-of-way line of said Highway for 50.33 feet, thence run South 00°29'42" West for 300.98 feet, thence run South 84°43' West for 388.48 feet to the East right-of-way line of the Oak Grove Public Road, thence run North 00°49' East along the East right-of-way line of said road for 50.28 feet to the Point of Beginning.

Located at: 4406 W. Hardy Street
Hattiesburg, MS 39402

EXHIBIT A

Store No. 118

Being a parcel of land lying in Davidson County, Tennessee and being located in the southwest quadrant of the intersection of Interstate Highway No. 40 and Donelson Pike and being bounded on the east by Donelson Pike; on the South by Yellow Freight System, Inc., on the West by Sue Adams Andrews and Faith Yow Adams, Co-Trustees; on the North by a frontage-access road of Interstate Highway No. 40 and being more particularly described as follows:

Beginning at a concrete monument in the south right-of-way line of a frontage-access road of Interstate Highway No. 40, a common corner between Yellow Freight System, Inc., and Sue Adams Andrews and Faith Yow Adams, Co-Trustees; thence with the south right-of-way line of the frontage-access road, South 76 deg. 17 min. 00 sec. East, 49.21 feet to a concrete right-of-way monument at the intersection of the south right-of-way line of frontage-access road and the west right of way line of Donelson Pike; thence, with the west right-of-way line of Donelson Pike, South 25 deg. 30 min. 00 sec. East, 121.80 feet to a concrete monument corner common with Yellow Freight System, Inc., thence leaving Donelson Pike and with Yellow Freight System, Inc., North 86 deg. 25 min. 00 sec. West, 107.65 feet to a point in the property line between Yellow Freight System, Inc., and Sue Adams Andrews and Faith Yow Adams, Co-Trustees; thence, with Andrews-Adams, Co-Trustees, North 03 deg. 35 min. 00 sec. East 115.10 feet to the point of beginning, containing 8,517 square feet, (0.20 acres, more or less).

Being the same property conveyed to Treetop Enterprises, Inc. by deed from Yellow Freight System., Inc. of record in Book 6504, page 422, Register's Office for said County.

Located at: I-40 & Donelson Pike
Nashville, TN 37214

EXHIBIT "A"

Unit No. 152, Manchester, Coffee County, Tennessee:

Land near the city of Manchester, Coffee County, Tennessee, as shown on Plat of record in Trust Deed Book 145, page 469, and being more particularly described as follows:

TO REACH THE POINT OF BEGINNING from the intersection of the northwesterly margin of U. S. 41, State Route No. 2, and the westerly margin of Expressway Drive; thence with said westerly margin, north 22 degrees, 38 minutes east, a distance of 200 feet to an iron pin, to the northeasterly corner of Lot 2, Section 1, Expressway Park, the point of beginning; thence with the northerly line of Lot 2; north 67 degrees 22 minutes west a distance of 200 feet to an iron pin; thence north 22 degrees 38 minutes east a distance of 100 feet to an iron pin; thence south 67 degrees 22 minutes east a distance of 174.13 feet to an iron pin on the westerly margin of Expressway Drive; thence with the same in a southerly direction with a 206.18 foot radius curve to the right, a distance of 104.40 feet to the beginning, and containing 19,160 square feet or 0.44 acres, more or less.

Being the same property conveyed to Treetop Enterprises, Inc., a Tennessee corporation, by Deed from Faisue Properties, a partnership, of record in Book 182, page 630, Register's Office for Coffee County, Tennessee.

Located at: I-24 & U.S. 41
Manchester, TN 37355

EXHIBIT "A"

Unit No. 215. Sparta Road, Cookeville, Putnam County, Tennessee

Beginning at a point in the north margin of a 40 foot access road that parallels Interstate 40, also being the southeast corner of Texaco, Inc.; thence north 14 degrees 30 minutes east 215.5 feet to Texaco, Inc., northeast corner; thence south 84 degrees 25 minutes east 95.00 feet; thence south 14 degrees 30 minutes west 215.5 feet to the said access road; thence north 84 degrees 25 minutes west 95 feet to the beginning.

Being the same property conveyed to Treetop Enterprises, Inc., by Deed from William Doyle Tidwell, Sr., and THT Foods, Inc., Profit Sharing Trust, by Deed of record in Volume 280, page 449, Register's Office for Putnam County, Tennessee.

Located at: I-40 & State Hwy. 42
Cookeville, TN 38501

EXHIBIT A

A Tract of land in Rutherford County, Tennessee, as shown on Section III Interchange City Industrial Park, as of record in Plat Book 3, page 94, Register's Office of Rutherford County, Tennessee, and described by survey of Hart Freeland Roberts, Inc., dated May 8, 1973, as follows:

Starting at the point of intersection of the west right-of-way of Waldron Road with the north right-of-way of proposed Enterprise Blvd; thence proceeding with the north right-of-way of proposed Enterprise Blvd. south 89 degrees 26 minutes west a distance of 200.00 feet to the point of beginning; thence continuing with said right-of-way south 89 degrees 26 minutes west a distance of 100.00 feet to a point; thence departing said right-of-way and proceeding north 0 degrees 34 minutes west a distance of 200.00 feet to a point; thence north 89 degrees 26 minutes east a distance of 100.00 feet to a point; thence south 0 degrees 34 minutes east a distance of 200.00 feet to the point of beginning, containing 0.46 acres, more or less.

Being the same property conveyed to Treetop Enterprises, Inc., a Tennessee corporation by deed from Treetop Enterprises, Inc., Profit Sharing Plan and Trust, by its Trustees, Nathaniel P. Harris, Jr., and William E. Ezell, III of record in Book 319, page 963, said Register's Office.

TRACT NO. 2

A tract of land in the City of LaVergne, Rutherford County, Tennessee, and being north of Enterprise Boulevard and west of Waldron Road and being more fully described according to a survey dated August 5, 1983, prepared by Theodore L. Martin, Jr. as follows:

Beginning at an iron pin on the west right-of-way of Waldron Road at the northeast corner of Lot No. 1, Section 7, Interchange City Industrial Park as evidenced in Plat Book 5, page 63, Register's Office for Rutherford County, Tennessee; thence, south 89 degrees 26 minutes west, a distance of 195.22 feet with the north line of Lot No. 1 and Lot No. 2 to an iron pin in the east line of Lot No. 1, Section 3, Interchange City Industrial Park as evidenced in Plat Book 3, page 94, Register's Office for Rutherford County, Tennessee; thence north 0 degrees 34 minutes west a distance of 60.00 feet with the east line of Lot No. 1, Section 3, to an iron pin; thence north 89 degrees 26 minutes east, a distance of 193.78 feet severing the lands of McDowell Development Corporation to an iron pin on the west right-of-way of Waldron Road; thence, south 8 degrees 21 minutes 36 seconds west, a distance of 3.23 feet with the west right-of-way of Waldron Road to a disturbed concrete highway monument; thence, South 2 degrees 31 minutes 24 seconds East, a distance of 56.84 feet with the west right-of-way of Waldron Road to the point of beginning and containing 11,653 square feet.

Being the same property conveyed to Treetop Enterprises, Inc. by deed from McDowell Development Corporation, a Tennessee corporation of record in Book 323, page 658, said Register's Office.

Located at: Enterprise Blvd. & I-24
LaVergne, TN 37086

EXHIBIT "A"

Unit No. 472, Longhollow Pike, Nashville, Davidson County,
Tennessee:

A tract of land in the Second Civil District of Metropolitan
Nashville-Davidson County, Tennessee, being more fully described
as follows:

Being Lot No. 8 on the Final Plat of Northgate Industrial Park, Section 7, of
record in Book 5800, page 107, Register's Office for Davidson County, Tennessee, to
which plat reference is here made for a more complete description of said lot.

Being the same property conveyed to Treetop Enterprises, Inc., by deed from
Parthenon, Inc. of record in Book 5956, page 484, said Register's Office.

Located at: 941 Conference Drive
Goodlettsville, TN 37072

EXHIBIT "A"

Unit No. 473, Sidco Drive and Elysian Fields Road, Nashville,
Davidson County, Tennessee:

Being a parcel of land in the First Civil District, Davidson County, Tennessee, located in the southwest quadrant of Sidco Drive and Elysian Fields Road, being Lot No. 4 shown on South Plaza of record in Book 5200, page 289, Register's Office of Davidson County, Tennessee, and being more particularly described as follows:

Beginning at a point in the westerly margin of Sidco Drive, as widened, said point being the south end of a 25 foot radius return into Elysian Fields Road and being 25.32 feet south of the southerly margin of said road;

Thence, with said margin of Sidco Drive south 7 degrees 8 minutes east 136.68 feet; thence, leaving said drive at right angles south 82 degrees 52 minutes west, 103.00 feet; thence, at right angles and 103.00 feet distant from and parallel to said Sidco Drive north 7 degrees 8 minutes west, 159.79 feet to the southerly margin of Elysian Fields Road; thence, with said margin in an easterly direction with a curve to the right 72.34 feet, said curve having a radius of 2,849.86 feet, a central angle of 1 degree 27 minutes 16 seconds and a tangent distance of 36.17 feet; thence, continuing with said margin north 82 degrees 9 minutes east, 5.38 feet; thence, in a southeasterly direction with a curve to the right having a radius of 25.00 feet, a central angle of 90 degrees 43 minutes 00 seconds, a tangent distance of 25.32 feet, with arch of said curve 39.58 feet to the point of beginning.

Containing 16,459 square feet or 0.38 acres, more or less.

Located at: 4301 Sidco Drive & I-65
Nashville, TN 37204

EXHIBIT "A"

Unit No. 483, I-65 and Highway 96, Franklin, Williamson County,
Tennessee:

Land in the 9th Civil District of Williamson County, Tennessee, beginning at a concrete monument at the Southwest intersection of relocated Tennessee Highway 96 and U. S. Highway I-65; thence north 73 degrees 33' west 310.0 feet to an iron pin in the South margin of said relocated Highway 96, the point of beginning; thence with the margin of relocated Highway 96, north 73 degrees 33' west 111.4 feet to an iron pin; thence leaving said Highway 96 south 9 degrees east 200 feet to an iron pin; thence south 73 degrees 00' east 108.18 feet to an iron pin at the southwest corner of the Shell Service Station property; thence north 8 degrees 01' 25" west, 199.67 feet to the point of beginning; being 0.476 acres, more or less, as shown on a survey plat, dated, March 3, 1976, prepared by Stanford and Associates, Inc., registered surveyors, for the proposed Omelet Shoppe.

Together with an 18 foot wide perpetual easement running across the remainder of Grantor's land to the south of the above described property, for ingress and egress from the above described property to Old Highway 96, with the right vested in Grantee, its successors and assigns, to pave and maintain said easement. The exact location of said easement shall be mutually determined by Grantor and Grantee after Grantee has finalized its plans for the improvement of the above described property.

Together with an easement for the erection and maintenance of an Omelet Shoppe Sign, described as follows:

Beginning at a point in the west margin of Highway I-65, the southeast corner of property conveyed to Mrs. Edward C. Kennedy from Shell Oil Company by deed of record in Book 252, page 710, Register's office for Williamson County, Tennessee; thence westwardly with the north margin of Old Highway 96 a distance of 40 feet; thence north and parallel with the west margin of Highway I-65 a distance of 40 feet; thence in an eastwardly direction and parallel to the north margin of Old Highway 96 a distance of 40 feet to the west margin of Highway I-65; thence in a southeastwardly direction with the margin of Highway I-65 a distance of 40 feet to the point of beginning.

Being the same property conveyed to Treetop Enterprises, Inc., a Tennessee corporation, by Warranty Deed recorded in Book 448, page 689, in the Register's Office of Williamson County, Tennessee.

Located at: I-65 & U.S. 96
Franklin, TN 37064

EXHIBIT "A"

Unit No. 485, West Trinity Lane, Nashville, Davidson County,
Tennessee

Being Lot No. 2 on the Plan of the Resubdivision of Lot No.
1, Texaco Park, of record in Book 5190, page 14, Register's
Office for said county, to which reference is here made.

Being the same property conveyed to Treetop Enterprises,
Inc. by Deed from Themis G. Poulos Cramer of record in Book
1088, page 532, Register's Office for Davidson County,
Tennessee.

Located at: 228 W. Trinity Lane & I-65
 Nashville, TN 37207

EXHIBIT A

Land situated in the 13th Civil District of Rutherford County, Tennessee, and described according to survey of W. Henry Huddleston, III, Civil Engineer, made February 19, 1971, as follows:

Beginning at an iron pipe in the west line of proposed Oliver Drive, North 10 degrees 30 minutes East, 189.2 feet from the north line of the State Highway No. 96 Frontage Road and at the northeast corner of the Humble Oil Company lot; thence North 79 degrees 30 minutes West 175.0 feet along Humble's north line to an iron pipe; thence South 10 degrees 30 minutes West, 175.2 feet along Humble's west line to an iron pipe in the north line of Frontage Road; thence North 70 degrees 18 minutes West, 90.2 feet along said north line to a steel pin; thence westward 63.9 feet along said north line on a 7.2663 degree curve to the right on a deflection of 27 degrees 06 minutes to a steel pin in Alsup's east line; thence North 0 degrees 05 minutes West 663.1 feet along Alsup's east line to a steel pin; thence South 79 degrees 30 minutes East, 447.4 feet to a steel pin in the west line of the proposed Oliver Drive; thence South 10 degrees 30 minutes West, 504.0 feet along said west line to the point of beginning being an area of 5.25 acres.

Being the same property conveyed to Treetop Enterprises, Inc. by deed from Commerce Union Bank, a Tennessee banking corporation of record in Deed Book 318 page 382, said Register's Office.

Located at: SR 96 & I-24
Murfreesboro, TN 37130

Unit No. 1, Highway 70 and I-40, Nashville, Davidson County, Tennessee:

Located at:

Land in the Ninth Civil District, County of Davidson, State of Tennessee, more particularly described as follows:

I-40 & U.S. 70 S.
Nashville, Tn 37221

Beginning at an iron stake beside a broken concrete monument, said stake being in the northerly margin of U. S. 70-S, State Route 1, the Memphis-Bristol highway, and south 53 degrees 12 minutes east a distance of 275.20 feet from a concrete highway monument at the northeasterly intersection of U. S. 70-S and Interstate Highway I-40; thence north 15 degrees 5 minutes east a distance of 200.0 feet to an iron stake; thence south 53 degrees 12 minutes east a distance of 225.00 feet to an iron stake; thence south 15 degrees 5 minutes west a distance of 200.00 feet to an iron stake in the northerly margin of U. S. 70-S; thence north 53 degrees 12 minutes west a distance of 225.00 feet to the beginning. Being the same property conveyed to Treetop Enterprises, Inc., a Tennessee corporation, by Deed from Chevron U.S.A., Inc., a California corporation (successor to Chevron Oil Company), by Deed of record in Book 6486, page 296, Register's Office for Davidson County, Tennessee.

Together with an easement for sewerage lines acquired by Chevron Oil Company (now Chevron U.S.A., Inc.) from Gail S. Teter and wife, Frances W. Teter, by Deed of easement dated January 25, 1972, and recorded in Book 4571, page 799, in the Register's Office for Davidson County, Tennessee, over and across a tract of land in the Ninth Civil District of Davidson County, Tennessee, more particularly described as follows:

Beginning at a point in the northerly line of Chevron Oil site. Said point being north 53 degrees 12 minutes west, 26.0 feet from the northeasterly corner of said Chevron Oil site. Thence south 87-degrees 23 minutes east, 107.2 feet. Thence south 65 degrees 53 minutes east, 125.0 feet. Thence south 39 degrees 7 minutes west, 125.0 feet. Thence north 45 degrees 53 minutes west, 175.0 feet to a point in the easterly line of Chevron Oil site. Thence north 15 degrees 5 minutes east, 16 feet to the northeast corner of Chevron Oil site. Thence north 53 degrees 12 minutes west, 26.0 feet to the point of beginning.

Together with an easement for an ingress/egress driveway connecting the entrance drives of Treetop Enterprises, Inc. and Gate Petroleum Company described as follows:

Beginning at an iron pin in the north right-of-way line of U. S. Highway 70-S, said pin being a common corner of Treetop Enterprises, Inc. and Gate Petroleum Company;

Thence with the north right-of-way line of U. S. Highway 70-S, north 53 degrees 12 minutes 0 seconds west, 38.50 feet to a point;

Thence leaving U. S. Highway 70-S, north 17 degrees 10 minutes 13 seconds east, 25.48 feet to a point;

Thence south 53 degrees 12 minutes 0 seconds east, 37.50 feet to a point in the property line between Gate Petroleum Company and Treetop Enterprises, Inc.;

Thence with the common line between Gate Petroleum Company and Treetop Enterprises, Inc., south 15 degrees 5 minutes 0 seconds west, 25.83 feet to the point of beginning. Containing 912 square feet, more or less, such easement being of record in Book 6638, page 259, Register's Office for Davidson County, Tennessee.

EXHIBIT "A"

Unit No. 584, Elm Hill Pike, Nashville, Davidson County,
Tennessee:

Being a parcel of land situated in Nashville, Davidson County,
Tennessee, said parcel being a portion of the M. Lynn Garrett
property as of record in Deed Book 3279, page 129, Register's
Office for Davidson County, Tennessee and being more particularly
described by metes and bounds as follows:

Beginning at a point in the northerly margin of Elm Hill Pike
(120 foot right-of-way) said point being the southeast corner of
Lot One, The Atrium, Phase One, as of record in Book 5200, page
338, Register's Office for Davidson County, Tennessee, said point
also being the southwest corner of the property herein described;
thence with said margin of Elm Hill Pike, north 84 degrees 27
minutes 22 seconds east a distance of 70.00 feet to a point;
thence north 12 degrees 4 minutes 42 seconds east a distance of
273.18 feet to a point; thence north 77 degrees 48 minutes 30
seconds west a distance of 71.10 feet to a point; thence south 11
degrees 19 minutes 23 seconds west a distance of 301.97 feet to
the point of beginning and containing 0.45 acres of land, more or
less.

Being the same property conveyed to Treestop Enterprises, Inc., by
Deed from M. Lynn Garrett and wife, Gladys S. Garrett, of record
in Book 4932, page 367, Register's Office for Davidson County,
Tennessee.

Located at: 2340 Elm Hill Pike
 Nashville, TN 37210

EXHIBIT A

Being property located in the First Civil District of Cumberland County, Tennessee, and being described as follows:

BEGINNING on a concrete R.O.W. marker in the Eastern R.O.W. of a controlled access into the property now belonging to Ben Lamb and Richard H. Phillips, said R.O.W. marker being North 86 deg. 52 min. 3 $\frac{1}{4}$ sec East 62.7 $\frac{1}{4}$ feet from a concrete R.O.W. in the Eastern R.O.W. of U.S. Highway 127 North and South 16 deg 11 min 01 sec East 429.07 feet from a concrete R.O.W. marker where the Eastern R.O.W. of U.S. Highway 127 North intersects the Southern R.O.W. of Interstate 40; thence leaving the said controlled access North 86 deg 52 min 3 $\frac{1}{4}$ sec East (Tenn. Grid) 200.00 feet to an iron pin; thence South 1 $\frac{1}{4}$ deg 31 min 47 sec East 122.4 $\frac{1}{4}$ feet to an iron pin; thence South 86 deg. 52 min 3 $\frac{1}{4}$ sec West 85.2 $\frac{1}{4}$ feet to a bolt in the pavement, a corner of Cumberland Energy, Inc.; thence with the line of the same North 58 deg 19 min 06 sec West 49.2 $\frac{1}{4}$ feet to a bolt in the pavement and South 73 deg 28 min 45 sec West 104.11 feet to a bolt in the pavement in the aforementioned controlled access; thence with said access line North 21 deg 52 min 39 sec East 45.00 feet to an iron pin; thence continuing with said access line North 15 deg 20 min 13 sec West 77.00 feet to the BEGINNING. Containing .513 acres, more or less.

TOGETHER with a 30-foot wide mutual, perpetual easement for sign, access, and utilities as more particularly described as follows:

BEGINNING on an iron pin in the Southern line of Ben Lamb, said pin being the Northeast corner of the above described .513 acre tract; thence with the lines of Lamb North 86 deg 52 min 3 $\frac{1}{4}$ sec East (Tenn Grid) 129.96 feet to an iron pin and North 07 deg 10 min 2 $\frac{1}{4}$ sec West 336.06 feet to an iron pin in the Southern R.O.W. of Interstate 40; thence with the line of the same South 71 deg 21 min 57 sec East 33.32 feet to a point; thence leaving the Southern R.O.W. line of Interstate 40 South 07 deg 10 min 2 $\frac{1}{4}$ sec East 353.75 feet to a point; thence South 86 deg 52 min 3 $\frac{1}{4}$ sec West 156.11 feet to a point in the Eastern line of the above described .513 acre; thence with the line of the same North 3 $\frac{1}{4}$ deg 31 min 47 sec West 30.60 feet to the BEGINNING.

Located at: 3116 N. Main Street
Crossville, TN 38555

EXHIBIT A

Land in Davidson County, Tennessee, being Lot No. 1 on the Plan of Treetop Enterprises, Inc., as of record in Plat Book 7900, page 45, Register's Office for said County, to which plan reference is made for a more complete description.

Being part of the same property conveyed to Treetop Enterprises, Inc., a Tennessee corporation by deed from R. E. Godshall and wife, Mildred Hinshaw Godshall of record in Book 7505, Page 707, Register's Office for Davidson County, Tennessee.

Located at: 3304 Dickerson Road
Nashville, TN 37207

EXHIBIT "A"

| <u>UNIT NO.</u> | <u>ADDRESS</u> | <u>COUNTY</u> |
|-----------------|---|---------------|
| 1033 | 1440 Gadsden Hwy. Trussville, AL 35235 | Jefferson |

Lot 1A, of Resurvey of Lots 1 and 3 Cole Commercial Subdivision, as recorded in Map Book 180, Page 30, in the Probate Office of Jefferson County, Alabama. Less and except the southeast 20.0 feet, being more particularly described as follows:

Begin at the Northeast Corner of said Lot 1A; thence run South 04° 51' 29" East for 192.68 feet to a point on the Northeasterly right of way line of U.S. Highway 11 and a curve to the Southwest, said curve having a central angle of 01° 04' 16", a radius of 6,278.41 feet and a chord of 117.37 feet, South 82° 55' 05" West; thence turn an angle to the right of 88° 18' 41" to tangent and run Southwesterly along the arc of said curve and along said right of way for 117.37 feet to a point; thence turn an angle from tangent of 105° 09' 08" right and run North 07° 32' 04" East along the Southwesterly line of said Lot 1A for 281.04 feet to a point on the Southerly right of way line of Morrow Road; thence 61° 21' 38" right and run North 68° 53' 42" East along said right of way line for 38.00 feet; thence turn 90° 00' 00" right to become tangent to a curve to the right, said curve having a radius of 56.96 feet and subtending a central angle of 30° 44' 49"; thence run Southeasterly along the arc of said curve for 30.57 feet; thence at tangent to said curve run South 09° 38' 31" West for 59.59 feet to a point; thence 104° 30' 00" left and run North 85° 08' 31" East for 34.94 feet to the point of beginning.

Together with a 25 Foot Wide Access Easement described as follows:

Part of Lot 1A, and Lot 3A of Resurvey of Lots 1 and Lot 3 Cole Commercial Subdivision, as recorded in Map Book 180, Page 30, in the Office of the Judge of Probate of Jefferson County, Alabama, situated in Section 33, Township 16 South, Range 1 West, more particularly described as follows:

Commence at the most Northeast corner of Lot 1A of said Resurvey of Lots 1 and 3 of Cole Commercial Subdivision as recorded in Map Book 180, Page 30, in said Office of the Judge of Probate, said corner being the point of beginning of the centerline of a 25 foot wide easement herein described said point being on the East right of way line of Morrow Road and said point being the beginning of a curve to the right, said curve subtending a central angle of 30° 44' 49" and having a radius of 56.96 feet, thence run Southeasterly along the arc of said curve and said centerline of 25 foot wide easement for 30.57 feet; thence at tangent to said curve run South 09° 38' 31" West along the centerline of said 25 foot easement for 59.59 feet to a point on the Northwesternly property line of said Lot 1A of said Resurvey of Lots 1 and 3 of Cole Commercial Subdivision Map Book 180, Page 30, in said Probate Office, thence continue South 09° 38' 31" West along the last stated course and the centerline of said 25 foot easement for 50.16 feet to an angle point, thence 14° 80' 00" left and run South 04° 51' 29" East along the centerline of said 25 foot wide easement for 145.69 feet to a point on the Northerly right of way line of U.S. Highway Number 11, said point also being the end of the centerline of said 25 foot wide easement.

EXHIBIT "A"

| UNIT NO. | ADDRESS | COUNTY |
|----------|---|--------|
| 1036 | 1919 N. Jackson Street Tullahoma, TN 37388 | Coffee |

LAND lying in the Ninth Civil District of Coffee County, Tennessee, being more particularly described as follows:

BEGINNING at a point marked by paint on the edge of the concrete at the easterly margin of North Jackson Street, said point of beginning being the northwesterly corner of the property conveyed to Calfee Company of Dalton, Inc., by deed of record in Deed Book 203, page 462, Register's Office for Coffee County, Tennessee; thence from said point of beginning North 38° 19' West 110 feet along the easterly margin of North Jackson Street to an iron pin set at the northwest corner of the property herein described; thence North 52° 4' East 225.0 feet to an iron pin set at the northeast corner of the property herein described; thence South 38° 18' East 110 feet to an iron pin set at the southeast corner of the property herein described and the northeast corner of the Calfee Company of Dalton, Inc. property; thence South 52° 4' West 225.0 feet to the point of beginning, according to a survey dated September 3, 1994, by R. M. Raper, Registered Land Surveyor #1063, whose address is 102 Meadowbrook Lane, Tullahoma, Tennessee 37388.

BEING the same property conveyed to Treetop Enterprises, Inc., by Deed of Record in Book 242, page 420, Register's Office for Coffee County, Tennessee.

TOGETHER with easements appurtenant thereto as set forth in Easement Agreement of record in Book 242, page 424 and Book 242, page 420, Register's Office for Coffee County, Tennessee.

EXHIBIT "B-1"
LEASED PROPERTY

EXHIBIT B-1

All that lot, tract or parcel of land situate, lying and being in the NW 1/4 of the NW 1/4 of Section 35, Township 16 North, Range 17 East, Montgomery County, Alabama, and containing 0.321 acres, more or less, and a standard Waffle House Restaurant building, the dimensions being 22 feet by 79.6 feet and being more particularly described as follows:

To reach the point of beginning, start at the intersection of the East line of the NW 1/4 of the NW 1/4 of Section 35, Township 16 North, Range 17 East, and North right-of-way line of South Boulevard; thence along the North side of South Boulevard North 78 degrees 11 minutes West, 691.28 feet to the point of beginning; thence from the point of beginning continue along the North side of South Boulevard North 78 degrees, 11 minutes West, 70.0 feet; thence North 11 degrees, 49 minutes East, 200.0 feet; thence South 78 degrees, 11 minutes East, 70.0 feet; thence South 11 degrees, 49 minutes West, 200.0 feet to the point of beginning.

STREET ADDRESS: 1130 W. South Blvd. & I-65
Montgomery, AL 36105

All that tract of land lying and being in Montgomery County, Montgomery, Alabama, and being more particularly described, as follows:

BEGINNING at a point on the Western side of East Boulevard, which point is 200 feet, more or less, from the Southwest intersection of Shirley Lane and East Boulevard; thence running in a Westerly direction a distance of 158.6 feet, more or less, to a point; thence running in a Southwesterly direction a distance of 94 feet, plus or minus; thence running in an Easterly direction a distance of 187 feet to a point, which point is the Western right-of-way line of East Boulevard; thence running a Northerly direction along the Western right-of-way boundary of East Boulevard, a distance of 90 feet to a point, which point is the point of beginning.

STREET ADDRESS: 710 Eastern By-Pass & I-85
Montgomery, AL 36105 .

All that tract or parcel of land lying and being in the Northwest 1/4 of the Northwest 1/4, Section 23, Township 18, South, Range 3 West of Oxmoor Lands Subdivision, Homewood, Alabama, and being more particularly described as follows:

BEGINNING at a point on the South side of Oxmoor Road; thence running in a Southeasterly direction a distance of 205 feet to a point; thence running in a Southwesterly direction a distance of 70 feet to a point; thence running in a Northwesterly direction a distance of 197.46 feet to a point; thence running in a Northerly direction a distance of 11.54 feet to the South right-of-way of Oxmoor Road; thence running along the South right-of-way of Oxmoor Road in a Northeasterly direction a distance of 61.26 feet to a point, which point is the point of beginning. .

Being the same property designated Lot 1, according to the Survey of Oxmoor Lands Subdivision as recorded in Map Book 94, Page 96, in the Probate Office of Jefferson County, Alabama.

STREET ADDRESS: 185 Oxmoor Road & I-65
Homewood, AL 35209

UNIT #184

All that tract or parcel of land in the 20th Civil District,
Rutherford County, Tennessee, described as follows:

Beginning at a point along U.S. 231, (said point being
195' north of the north margin of proposed Southside Plaza
Boulevard and 120 feet west of the centerline of the northbound
lane of U.S. 231); thence North $82^{\circ}38'$ West, 200 feet to a point;
thence North $7^{\circ}22'$ East, 100 feet; thence South $82^{\circ}38'$ East, 200
feet to a point on U.S. 231; thence South $7^{\circ}22'$ West, 100 feet to
the point of beginning, containing 0.459 acres.

STREET ADDRESS: I-24 & U.S. 231
Murfreesboro, TN 37130

All that tract or parcel of land lying in Putnam County, Tennessee, described as follows:

Beginning at a point in the east margin of U.S. 231 and 449.2 feet north of the north margin of Interstate Route 40; thence along the east margin of U.S. 231, N26°-50'E, 100.0 feet, said point being 150.0 feet south of the south margin of a proposed street; thence S63°-13'E, 200.0 feet; thence S26°50'W, 100.00 feet; thence N63°-13'W, 200.00 feet to the point of beginning containing an area of 0.459 acres, according to survey made by Hart-Freeland-Roberts, Inc., dated 9/10/73.

STREET ADDRESS: I-40 & State Highway 42
Cookeville, TN 38501

Lots 1, 2, 3 and 4, in Block 4, according to the survey of
Moran and Matzell Addition to Irondale, as recorded in Map
Book 1, Page 305, in the Probate Office of Jefferson County,
Alabama.

STREET ADDRESS: 1833 Bankhead Hwy. East
Irondale, AL 35210

Lot 11, according to the Survey of Jones B. Clow & Sons,
Inc. addition to the City of Tarrant City, as recorded in
Map Book 45, Page 2, in the Probate Office of Jefferson
County, Alabama.

STREET ADDRESS: 1324 Pinson Valley Pkwy.
Tarrant, AL 35210

A part of the Southwest Quarter of the Southeast Quarter (SW 1/4 of the SE 1/4) of Section 31, Township 5 North, Range 13 West, in the County of Forrest, State of Mississippi, and more particularly described as follows, to-wit:

Commence at a point where the East line of the Southwest Quarter of the Southeast Quarter (SW 1/4 of the SE 1/4) of said Section, Township and Range, intersects the northeast right of way line of U. S. Highway No. 49 and run northwesterly along the northeast right of way line of said highway for 360.8 feet to and for the Point of Beginning, thence continue northwesterly along the northeast right of way line of said Highway for a distance of 97.2 feet to a point where said right of way widens, thence run northeasterly along said right of way for a distance of 30 feet, thence run northwesterly along said northeast right of way line of said Highway for 4 feet, thence run North for a distance of 200 feet, thence run East for a distance of 72.8 feet, thence run South for a distance of 277.8 feet to the point of beginning, and comprising 1.2 acres, more or less;

TOGETHER WITH: all improvements thereon and appurtenances thereunto belonging;

LESS AND EXCEPT: that part conveyed to the Mississippi State Highway Commission, as described in deed dated June 26, 1972, and recorded in Land Deed Book 364, at Page 359 of the Land Deed Records on file in the office of the Chancery Clerk of Forrest County, Mississippi; together with all improvements thereon and appurtenances thereunto belonging.

STREET ADDRESS: 3109 1/2 Hwy. 49 North & I-59
Hattiesburg, MS 39401

A tract or parcel of land in Davidson County, State of Tennessee, described as follows, to-wit:

0.394 acres described according to a survey by Construction Engineering Associates, 2016 Weems Road, Tucker, Georgia, as follows:

Beginning at an existing iron pin in the south margin of the Harding Place right-of-way, thence S 06° 13' 00" W, 174.25 feet to an iron pin, thence along the said right-of-way line of Largo Drive in a westerly direction (said right-of-way having a 650.00 feet radius) 108.00 feet to an iron pin, thence N 06° 10' 53" E, 156.80 feet to an iron pin, thence N 73° 58' 00" W, 113.00 feet to the point of beginning, containing 0.394 acres, more or less.

Included in the above description but excluded from this conveyance is an area 10 X 10 feet square in the northeast corner of the above described property, with said 10 X 10 feet area fronting on Harding Place and Wallace Road; described as follows:

Beginning at an iron pin which is the Northeast corner of the original tract, thence S 10° 25' E along the right-of-way 10 feet; thence S 86° 33' W 10 feet; thence N 10° 25' W 10 feet; thence N 86° 33' E along the northern property line 10 feet to the point of beginning.

STREET ADDRESS: L-24 & Harding Place
Nashville, TN 37211

All that tract or parcel of land lying in the Fourth Civil District, Nashville, Davidson County, Tennessee, described as follows:

Beginning at existing iron pin in the west margin of the Old Hickory Boulevard R.O.W.; thence south $86^{\circ} 33'$ west, 200.6 feet to an iron pin, thence north $10^{\circ} 04'$ west, 99.9 feet to an iron pin; thence north $86^{\circ} 33'$ east 200.0 feet to an iron pin in the west margin of the Old Hickory Boulevard R.O.W.; thence with said R.O.W. south $10^{\circ} 25'$ east, 100.0 feet to the point of beginning and containing 19,885 square feet or .46 acres.

Being a portion of parcel 168 page 86 of the Nashville-Davidson County Mapping Service.

STREET ADDRESS: I-40 East & Old Hickory Blvd.
Hermitage, TN 37076

Subject property lying and being in Autauga County,
in the State of Alabama, being described as follows:

Beginning at the Intersection, at the South right-of-way
of Main Street and the East right-of-way of Davis Street, thence running
easterly a distance of 100' more or less along the South right-of-way
of Main Street, to the point of beginning. Thence running easterly a
distance of 71' more or less along the South right-of-way of
Main Street, to a point; thence running Southerly a distance of
205' more or less to a point; thence running Southwesterly a distance
of 109' more or less to a point; thence running Northwesterly a
distance of 25' more or less to a point; thence running northeasterly
a distance of 43' more or less to a point; thence running Northerly a
distance of 221' more or less to a point of beginning.

STREET ADDRESS: 824 East Main Street
Prattville, Al 36067

Land in Morgan County, Alabama beginning at the intersection of Country Club Estates Subdivision (as shown by map or plat of said Subdivision on file and of record in Plat Book 4 at page 50 in the office of the Judge of Probate of Morgan County, Alabama) with the south margin of Fairway Drive, SE and running thence west along said south margin of Fairway Drive 113.40 feet to the true point of beginning; thence continuing west along said south margin of Fairway Drive 200 feet to its intersection with the east margin of U. S. Highway No. 31; thence turning an angle of $89^{\circ} 44'$ measured clockwise from back tangent and running south along said east margin of U. S. Highway 31 70 feet to a point; thence turning an angle of $90^{\circ} 16'$ measured clockwise from back tangent and running east 200 feet to a point; thence turning an angle of $89^{\circ} 44'$ measured clockwise from back tangent and running north 70 feet to the true point of beginning.

STREET ADDRESS: 2202 6th Avenue, S.E.
Decatur, Al 35601

Being Lot No. 1 on the Plan of Rivergate Vantage, Section One, of record in Book 4660, page 120, Register's Office for Davidson County, Tennessee.

Said Lot No. 1 fronts 103.78 feet on the southerly margin of Rivergate Drive and runs back 116.77 feet on the easterly line and 152.61 feet on the westerly line, to a line in the rear measuring 95.0 feet thereon.

STREET ADDRESS: I-65 & Two Mile Pike
Goodlettsville, TN 37072

Commencing at the N.W. corner of the S.W. 1/4 of Section 9, T-18-S, R-18-W, Lowndes County, Mississippi; thence S 0° 20' W for 112.30 feet; thence N 81° 15' E for 35 feet; thence S 12° 30' W for 116.50 feet; thence S 12° 27' E for 417.44 feet; thence N 89° 44' W for 10.25 feet; thence S 12° 27' E for 308.35 feet; thence S 20° 24' E for 218.30 feet to the point of beginning for this description. From said point of beginning, thence N 69° 36' E for 90 feet; thence S 20° 24' E for 165.12 feet; thence N 74° 49' W for 147.45 feet; thence N 20° 24' W for 71.56 feet; thence N 73° 54' E for 30 feet; thence N 20° 24' W for 10 feet to the point of beginning, being located in Section 9, T-18-S, R-18-W, Lowndes County, Mississippi

STREET ADDRESS: 1204 Highway 45 North
Columbus, MS 39701

All that part of the South East Quarter of Section 33, Township 3 South, Range 1 West of the Huntsville Meridian, Madison County, Alabama.

Particularly described as beginning at a point that is the Northwestern Corner of Lot 14, Block 2, of Fanning Heights Subdivision, as recorded in Plat Book 1, Page 285, of the Probate Records of Madison County, Alabama, said point is further described as being on the East Right-of-way margin of Jordan Lane and as the Southwesternmost Corner of the tract herein described, thence from the point of beginning North 00 degrees 12 minutes West 125.00 feet to a point, thence North 44 degrees 05 minutes 25 seconds East 143.22 feet to a point on the South Right-of-Way margin of U. S. Highway 72, thence North 88 degrees 21 minutes East 93.25 feet to a point, said point is described as the Northeasternmost Corner of the tract herein described, thence South 00 degrees 22 minutes East 229.88 feet to a point, thence South 89 degrees 48 minutes West 193.90 feet to the point of beginning.

STREET ADDRESS: 3913 University Drive & Jordan Lane
Huntsville, AL 35801

Commencing at a Mississippi State Highway right-of-way marker at station 297 + 12 and being 70.0 west of and perpendicular to that station on the center line of North Glouster Street or U.S. Highway No. 45 and run thence East 20.0 feet to a point on the West right-of-wayline of the said highway that is 50.0 feet West of and perpendicular to the center line of the said highway; thence South along the highway right-of-way line 35.0 feet to the North line of the Jimmy Hunter lot the same being described in Deed Book 901 at Page 26 of the Deed Records of Lee County, Mississippi; thence South along the said right-of-way line 402.5 feet for a point of beginning; thence South along the said right-of-way line which is 50.0 feet West of and perpendicular to the center line for a distance of 80.0 feet to the North line of a lot deeded to Orville Wilson and described in Book 903 at Page 657 of the Deed of Records of Lee County, Mississippi; thence West along the North line of the Wilson lot for a distance of 225.0 feet; thence North 80.0 feet; thence East 225.0 feet to the point of beginning.

Said Tract lying and being in the Southwest Quarter of Section 30, Township 9, Range 6, City of Tupelo, Lee County, Mississippi.

STREET ADDRESS: 853 North Gloster
Tupelo, MS 38801

Lot 1 on the Revised Plat of Reserved Parcel B, B. Road Development as of record in Book 5050, Page 79, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

Beginning at a State Highway R.O.W. monument in the North margin of Haywood Lane, said point being S 69° 29' 26" W, 188.18' from the Northwest Intersection of Haywood Lane and the return radius of Bakertown Road;

Thence, with said Lane S 66° 54' 45" W, 27.2' to the point;

Thence, leaving said R.O.W. S 25° 26' 26" W, 256.10' to a point;

Thence, along the South margin of an ingress-egress easement, S 40° 26' 25" E, 93.13' to a point 100' westerly from Bakertown Road;

Thence, S 25° 26' 26" W, 154.0' to a point in the North margin of Haywood Lane;

Thence, with said Lane, S 69° 29' 26" W, 51.3' to the point of beginning;

Containing 0.64 acres (20,050 Sq. Ft.) More or Less.

Together with a nonexclusive 25-foot wide easement for ingress and egress to the above described property from Bakertown Road, lying adjacent to the northwesterly boundary of said property. Said easement shall include the right to install utilities within the same to said property and a directional sign not in excess of 6 ft. in height and 2 feet in width with the total area of the sign not to exceed 4 square feet. Grantee shall have the right to improve said easement area by paving and to maintain the same.

This property is subject to a 50' non-exclusive ingress-egress easement across the South end of the property adjacent to the North margin of Haywood Lane.

STREET ADDRESS: I-24 & Haywood Lane
Antioch, TN 37013

The West 150 feet of Lots 3 and 4 of Block 3 South of the Highway of the Freedom Estates of the City of Jasper, Walker County, Alabama, as appears in Map Book 2 on Page 6 in the Office of the Judge of Probate of Walker County, Alabama. Said property being situated in the NW 1/4 of NW 1/4 of Section 10, Township 14 South, Range 7 West, Walker County, Alabama.

STREET ADDRESS: 801 Highway 78, East
Jasper, Al 35501

A tract of land situated in the County of Davidson,
State of Tennessee, described as follows:

Being Lot No. 2, Section Two, Phillips Terrace, Plan
of record in Book 5060, page 200, Register's Office
for Davidson County, and being more particularly
described as follows:

Beginning at a concrete monument set in the northerly
right-of-way of Charlotte Pike, U. S. 70-N, at the
southeasterly corner of Lot No. 1, Phillips Terrace,
as of record in Book 3842, page 237, Register's Office
for Davidson County, Tennessee; thence with the
easterly line of Lot No. 1, N 21° 21' 00" W, 200.00'
to an iron pin; thence, severing the property of which
this is a part, N 68° 39' 00" E, 63.00' to a concrete
monument; thence, S 44° 51' 41" E, 190.46' to a concrete
monument set in the westerly right-of-way of Interstate
40; thence with the westerly margin of I-40, S 34° 22' 00"
W, 45.0' to a concrete monument at the intersection of
the northerly right-of-way of Charlotte Pike and the
westerly right-of-way of I-40; thence, with the northerly
right-of-way of Charlotte Pike, S 68° 39' 00" W, 101.80'
to the point of beginning and containing 20,690 square
feet or 0.475 acres, more or less.

INCLUDED in the above described property is a 25' wide
common access easement described as follows:

The Southerly margin of said 25' common access easement
being 25' from and parallel to the northerly right-of-way
of Charlotte Pike and I-40 and runs from the easterly
line of Lot No. 2 to the westerly line or common line
between Lots 1 & 2, above noted Phillips Terrace.

Also running with Lot No. 2 as described above but not
included in said lot are two easements described as
follows:

1. Being a 40' wide common access easement running
parallel to and adjoining the easterly line of Lot
No. 2 and extending along the entire easterly lot line,
and
2. A 20' permanent sewer easement described as beginning
at a point in the easterly line of Lot No. 2, said point
being N 44° 51' 41" W, 62' more or less from the westerly
right-of-way of I-40 as measured along the easterly line
of Lot No. 2; thence, N 34° 52' E, 74.6' more or less, to
an existing man hole in an angle of an existing 27"
sanitary sewer.

Being the same property conveyed to Tree Top Enterprises,
Inc. by deed of record in Book 5199, page 383, Register's
Office for Davidson County, Tennessee.

STREET ADDRESS: 6930 Charlotte Pike & I-40 West
Nashville, TN 37209

Begin at the Southwest corner of the NW1/4 of NW1/4 of Section 16, Township 6 North, Range 16 East, thence North 0 degrees 15 minutes East 83.20 feet to center of the Old Bonita Road, thence South 77 degrees 39 minutes East 100 feet in the center of said road, thence South 230 feet to a point, thence West 100 feet to the quarter Section Line, thence North 0 degrees 15 minutes East 251 feet to the point of beginning and all being a part of the SW1/4 of the NW1/4, all being in Section 16, Township 6 North, Range 16 East, Lauderdale County, Mississippi.

STREET ADDRESS: I-20 & U.S. 45 at Old Bonita Road
Meridian, MS 39301

All that tract or parcel of land lying in Madison County, Alabama, described as follows:

Commencing at a point on the easterly right-of-Way line of South Memorial Parkway, in Huntsville, Alabama, said point being 394.3 feet to the north margin of Airport Road and adjacent cross over and run thence N. $65^{\circ}24'$ E. a distance of 204.4 feet to a point; thence N. $16^{\circ}15'$ W. a distance of 214.8 feet to a point; thence S. $85^{\circ}45'$ W. a distance of 251.3 feet, more or less, to a point on the easterly right-of-way line of South Memorial Parkway; thence S. $24^{\circ}36'$ E. along the easterly right-of-way line of South Memorial Parkway a distance of 300 feet to the point of beginning.

STREET ADDRESS: 3613 S. Memorial Pkwy. at Airport Road
Huntsville, AL 35801

Lying and being in the City of Decatur, Morgan County, Alabama, with 100 feet frontage on U. S. Highway 31 (6th Avenue) and 152.55 feet depth, containing a minimum of 15,200 square feet and being more particularly described as follows:

Beginning at a point located 100 feet southwesterly, as measured along the easterly right-of-way line of U. S. 31, of the intersection of the easterly right-of-way line of U. S. 31 and the southerly right-of-way line of Lafayette Street; thence 152.55 feet south-easterly to a point; thence 100 feet southwesterly to a point; thence 152.55 feet northwesterly to a point on the easterly right-of-way line of U. S. 31; thence 100 feet northeasterly, as measured along the easterly right-of-way line of U. S. 31, to a point and being the point of beginning.

Together with a 25-foot wide easement extending across the rear of Lessor's adjoining property from the northerly property line of the herein described, to the right-of-way line of Lafayette Street, with the right to improve and maintain said easement area for ingress/egress, and the right to erect a directional sign in said easement area.

STREET ADDRESS: 710 Sixth Avenue, N.E.
Decatur, AL 35601

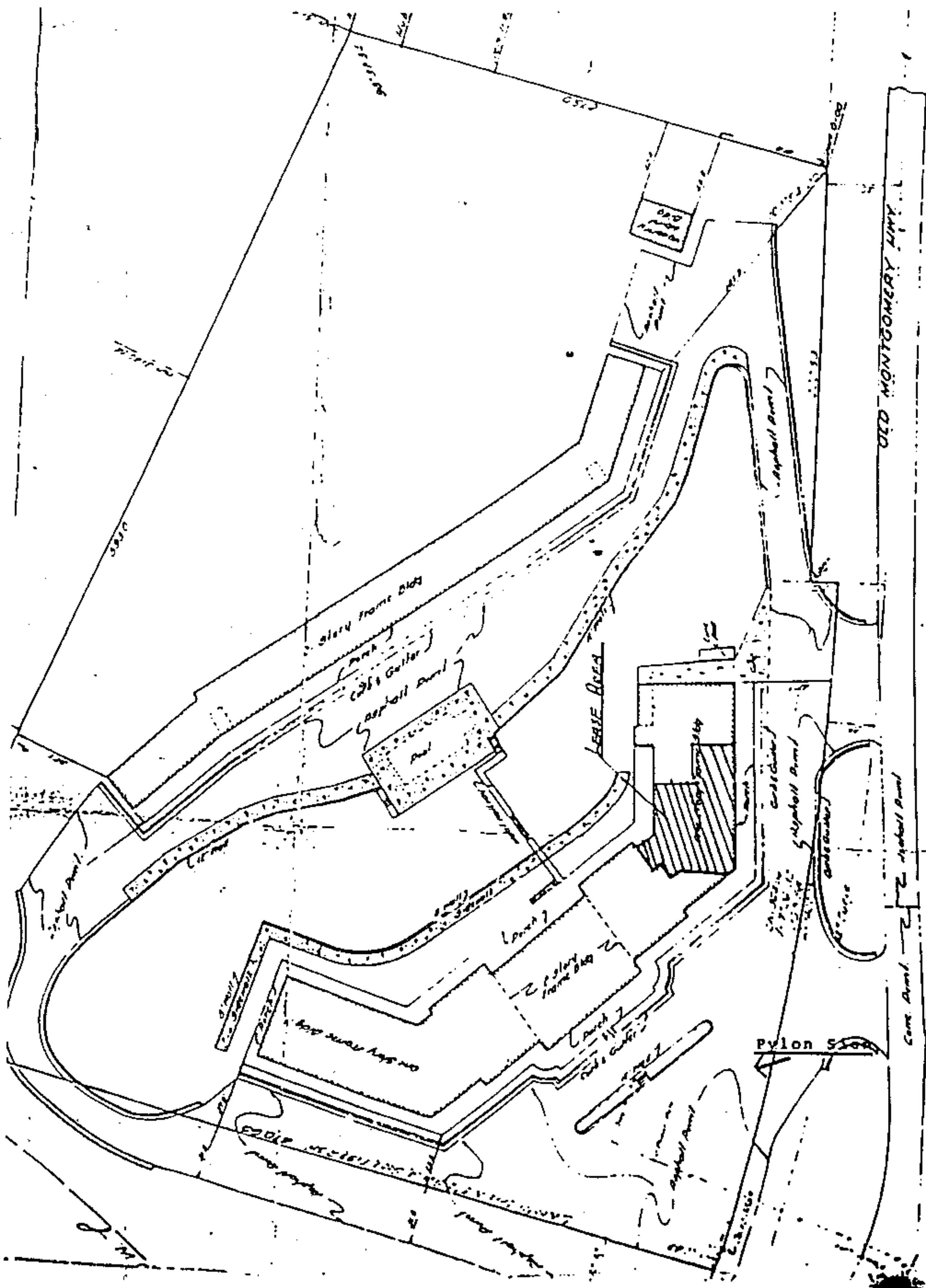
All that tract or parcel of land in Montgomery County, Alabama,
described as follows:

Beginning at a point located at the intersection of the East right of way of U. S. 231 South and the South right of way of Park Towne Way; thence running South a distance of eighty (80') feet, more or less, along the East right of way of U.S. 231 South to a point; thence running East a distance of two hundred (200') feet, more or less, to a point, thence running North a distance of eighty (80') feet, more or less, to a point; thence running West a distance of two hundred (200') feet, more or less, to the point of beginning.

STREET ADDRESS: 4117 Troy Highway
Montgomery, AL 36116

Portion of Ramada Inn South located on Highway 31 in Hoover,
Jefferson County, Alabama containing 2185 square feet of space,
and depicted below:

Street address: 1535 Montgomery Hwy & I-65
Birmingham, Alabama 35216



Commencing at the SW corner of NE 1/2 of SW 1/4 section 28 - T6N - R11E
- thence east 248 feet - thence N 6°E 749 feet to the point of begin-
ning - thence S 65°44' E 405 feet to Highway R.O.W. - thence N 37°43'
E 80 feet along Highway R.O.W. - thence N 1° E 175 feet - thence S 80°
20' W 427.3 containing 1.21 acres more or less.

STREET ADDRESS: I-65 & State Road 83
Evergreen, AL 36401

PROPERTY DESCRIPTION

A tract of land in the first, formerly the fifth, Civil District of Davidson County, Tennessee known as proposed Lot 5A of proposed Cloverleaf Estates, Section 5, and being more fully described as follows:

Beginning at a point on the southerly margin of Bell Road, said margin being 40' from the center line, that is N 89° 19' W, a distance of 125.00' from the margin of Cloverleaf Estates, Section One as recorded in Book 3700, Page 99, R.O.D.C., Tennessee, thence; Said point also being the common front corner of proposed lots 5A and 5B, thence;

1. S 3° 41' 00" W, a distance of 224.49' to the common rear corner of lots 5A and 5B, thence;
2. N 84° 42' 55" W, a distance of 180.58' to an iron pin, thence;
3. N 0° 41' 00" E, a distance of 210.00' to an iron pin on the southerly margin of Bell Road, thence;
4. With said margin, S 89° 19' 00" E, a distance of 180.00' to the point of beginning and containing 0.90 acres.

STREET ADDRESS: 1114 Bell Road & I-24
Antioch, TN 37013

A certain tract of land located in Dickson County, Tennessee, situate on the East side of U. S. Highway 46; Beginning at a point in the East margin of said highway, corner to M. J. Cathey; thence North 49 deg. East 250 feet to a point, South 42 deg. East 100 feet to a point; thence with the line of the property being leased to Gifford, South 49 deg. West 250 feet to a point in the East margin of said highway; thence North 42 deg. West 100 feet to the point of beginning, and being a portion of property conveyed to the Lessors by M. J. Cathey by deed of record in Deed Book _____, Page _____, Register's Office for Dickson County, Tennessee.

STREET ADDRESS: 2321 Highway 46-S
Dickson, TN 37055

A tract of land in the First Civil District of Metropolitan Nashville, Davidson County, Tennessee and being Lot No. 1 on Plat entitled Treetop Subdivision not of record this date and being more particularly described as follows:

Beginning at a concrete monument set on the easterly margin of Robertson Avenue and the southerly margin of Frontage Road and being the southeastern corner of the intersection of Robertson Avenue and Frontage Road.

1. With the southerly right-of-way of Frontage Road and the northerly line of Lot 1 of Treetop Subdivision N 50° 28' 00" E 154.60 feet to an iron pin set being the northerly common corner of Lot No. 1 & 2; thence,

2. Leaving right-of-way line Frontage Road and with the common line between Lots 1 & 2 S 39° 32' 00" E 138.46 feet to an iron pin set in the northerly line of H. G. Hill Realty Company property as recorded in Deed Book 2800, Page 369, Deed Book 1290, Page 187, Deed Book 1711, Page 355 & Deed Book 2495, Page 239, Register's Office of Davidson County, Tennessee; thence,

3. With the north line of said H. G. Hill Realty Company property and the southerly line of Lot No. 1 S 73° 42' 08" W 53.0 feet to an iron pin set; thence,

4. Continuing with the north line of said H. G. Hill Realty Company property S 80° 54' 41" W 164.16 feet to an iron pin set in the easterly right-of-way line of Robertson Avenue; thence,

5. Northerly with the easterly right-of-way line of Robertson Avenue and the westerly line of Lot No. 1 N 16° 30' 00" E 49.50 feet to the point of beginning and containing 16,371 square feet or 0.378 acres.

STREET ADDRESS: 408 Robertson Avenue & I-40 West
Nashville, TN 37206

Being Lot No. 1 on the Plan of Cypress Subdivision as of record in Book 4675, page 8, Register's Office for Davidson County, Tennessee. Said Lot No. 1 fronts 70 feet on the north easterly margin of Murfreesboro Pike and runs back between lines 212 feet to a line on which it measures 70 feet. This is improved property known as 1110 Murfreesboro Road, Nashville, Tennessee. Together with a non-exclusive common use easement as outlined in Paragraph 22 of the Ground Lease.

STREET ADDRESS: 1110 Murfreesboro Road
Nashville, TN 37217

A portion of the property described below located in Forrest County, Mississippi, said portion being described in the following manner: begin at the west corner of the property, being the point of beginning, proceed along the southwest property line approximately ninety (90) feet to a point; thence northeasterly along a line which is ninety (90) feet southeast of the northwest property line for a distance of approximately one hundred ninety two and one-half (192.5) feet to a point; thence northwest approximately eighty (80) feet to a point; thence southwest approximately twelve and one-half (12.5) feet to a point; thence northwest approximately twelve and one-half (12.5) feet to the northwest property line of the property; thence run southwest along the property line to the point of beginning, said portion of property being specifically as outlined on Exhibit "A" attached along with this Exhibit.

Commence at the northeast corner of the northeast one-quarter (1/4) of the northeast one-quarter (1/4) of Section 36, Township 5 North, Range 14 West, Forrest County, Mississippi, and run south for three hundred forty-five (345) feet, thence run south fifty-three degrees forty-seven minutes (53 degrees 47') west a distance of six hundred twenty and four tenths (620.4) feet to and for the POINT OF BEGINNING, the same being the northwest right of way of the county road and the southwest right of way of U.S. Highway No. 49 north, thence run along the southwest right of way line of U.S. Highway No. 49 north forty-one degrees thirty-four minutes (41 degrees 34') west a distance of one hundred sixty-one and five tenths (161.5) feet to a concrete monument; thence running north twenty-eight degrees fourteen minutes (28 degrees 14') west along said right of way for a distance of one hundred forty-three and three tenths (143.3) feet; thence running in a direction of south forty-nine degrees thirty-four minutes (49 degrees 34') west a distance of two hundred (200) feet; thence running a direction of south twenty-eight degrees fourteen minutes (28 degrees 14') east a distance of one hundred forty-two and three tenths (142.3) feet; thence running in a direction of south forty-one degrees thirty-four minutes (41 degrees 34') east a distance of one hundred ninety-eight and four tenths (198.4) feet to the northwest right of way line of the county road; thence running in an arc, along the northwest right of way line of the county road, whose radius is four hundred eight and ten hundredths (408.10) feet, in a northeast direction a distance of one hundred seventy-four and two tenths (174.2) feet, thence running in a direction of north forty-seven degrees fifty-two minutes (47 degrees 52') east along the county road right of way line a distance of twenty-nine and eight tenths (29.8) feet to the point of beginning, said property being situated in the northeast one-quarter (1/4) of the northeast one-quarter (1/4) of Section 36, Township 5 North, Range 14 West, Forrest County, Mississippi, and containing one and forty-two hundredths (1.42) acres, more or less, and being the same property shown on a plat of a survey made by Shows & Dearman, Civil Engineers, dated May 31, 1985, which said plat is by reference incorporated herein and made a part hereof.

STREET ADDRESS: 6737 U.S. Hwy. 49 North
Hattiesburg, MS 39401

All that part of the northwest quarter of Section 32, Township 3 South, Range 1 West of the Huntsville Meridian, Madison County, Alabama. Particulars described as beginning at an iron stake on the northerly right-of-way of U.S. Highway No. 72; said point of true beginning is further described as being North 03 degrees 33 minutes 42 seconds West, 363.00 feet; North 87 degrees 14 minutes 30 seconds East, 610.10 feet; South 02 degrees 31 minutes 44 seconds East, 1433.53 feet; South 73 degrees 37 minutes 10 seconds East, 291.70 feet; South 74 degrees 22 minutes 52 seconds East, 236.10 feet and South 75 degrees 11 minutes 20 seconds East, 308.20 feet from the northwest corner of Section 32, Township 3 South, Range 1 West. Thence from the point of true beginning North 02 degrees 31 minutes 44 seconds West, 182.64 feet to an iron stake; Thence North 87 degrees 28 minutes 16 seconds East, 95.46 feet to an iron stake; Thence South 02 degrees 31 minutes 44 seconds East, 212.44 feet to an iron stake on the northerly margin of U.S. Highway No. 72; Thence along the northerly margin of said Highway, North 75 degrees 11 minutes 20 seconds West, 100.00 feet to the point of true beginning and containing 0.4329 acres, more or less.

STREET ADDRESS: 4896 University Drive
Huntsville, AL 35816

DESCRIPTION:

Commence at the southwest corner of Section 8, Township 17 North, Range 17 East; thence run north along the west line of Section 8 for a distance of 494.00 feet; thence north 75 degrees 30 minutes east for a distance of 481.26 feet; thence south for a distance of 30.99 feet; thence north 75 degrees 30 minutes east for a distance of 930.55 feet to a point on the west boundary of Interstate Highway No. 65; thence south 32 degrees 45 minutes 14 seconds east along the right-of-way for a distance of 121.33 feet; thence south 10 degrees 51 minutes 03 seconds east along the right-of-way for a distance of 155.42 feet to the point of beginning, from the point of beginning thus obtained continue south 10 degrees 51 minutes 03 seconds east along the right-of-way for a distance of 147.45 feet; thence south 56 degrees 31 minutes 15 seconds west for a distance of 105.09 feet to a point on the north right-of-way of Cobbs Ford Road; thence south 87 degrees 31 minutes 16 seconds west along the north right-of-way for a distance of 235.87; thence north 21 degrees 35 minutes 21 seconds east for a distance of 18.81 feet to the point of commencement of a curve to the left; thence north 19 degrees 31 minutes 35 seconds east along the chord of said curve to the left for a distance of 8.44 feet; thence north 87 degrees 31 minutes 16 seconds east for a distance of 202.03 feet; thence north 02 degrees 28 minutes 44 seconds west for a distance of 175.00 feet; thence north 87 degrees 31 minutes 16 seconds east for a distance of 91.62 feet to the point of beginning.

Also described as Parcel "F" according to that certain map of Cobbs Hill, Plat No. 1, containing 0.55 acres, more or less, Elmore County, Alabama, as recorded in Plat Book 10, page 46, public records of Elmore County, Alabama.

STREET ADDRESS: 2597 Cobbs Ford Road
Prattville, AL 36066

PROPERTY DESCRIPTION - 0.644 ACRES

Beginning at a point situated in the northerly margin of Stewarts Ferry Pike, said point being 120.11 feet more or less east of a 75.00 foot break in the Right-Of-Way of Stewarts Ferry Pike;

Thence, leaving said road, around a curve to the left having a central angle of $75^{\circ}21'45''$, a radius of 86.33 feet, a tangent of 66.68 feet for a total length of 113.56 feet to an iron pin;

Thence, around a curve to the left having a central angle of $31^{\circ}33'52''$, a radius of 97.55 feet, a tangent of 27.57 feet for a total length of 53.74 feet to an iron pin;

Thence, N $41^{\circ}06'04''$ W, a distance of 85.22 feet to an iron pin;

Thence, N $55^{\circ}56'18''$ E, a distance of 49.53 feet to an iron pin;

Thence, S $80^{\circ}52'26''$ E, a distance of 186.75 feet to an iron pin;

Thence, S $03^{\circ}56'42''$ W, a distance of 115.00 feet to an iron pin;

Thence, N $80^{\circ}52'26''$ W, a distance of 95.00 feet to an iron pin;

Thence, S $16^{\circ}50'28''$ W, a distance of 178.85 feet to an iron pin situated in the northerly margin of Stewarts Ferry Pike;

Thence, with said road, around a curve to the left having a central angle of $03^{\circ}42'47''$, a radius of 1234.49 feet, a tangent of 46.58 feet for a total length of 80.00 feet to the point of beginning and containing 0.644 acres of land more or less.

Being a portion of the same property conveyed to Columet Motels Ltd. of record in Deed Book 7971, Page 43, in the Register's Office for Davidson County, Tennessee.

STREET ADDRESS: I-40 East & Stewarts Ferry Pike
Nashville, TN 37214

EXHIBIT "B-1"

| UNIT NO. | ADDRESS | COUNTY |
|----------|--|---------|
| 1013 | 183 Hwy. 43 South Tuscumbia, AL 35674 | Colbert |

DESCRIPTION OF LEASE:

Lease Agreement dated July 24, 1994 between Martha L. Utley and Carl Edward Utley as Lessor and Waffle House, Inc. as Lessee. Memorandum of Lease dated August 24, 1994 between Martha L. Utley and Carl Edward Utley as Lessor and Waffle House, Inc. as Lessee.

Lease Agreement dated March 16, 1995 between Waffle House, Inc. as Lessor and Treetop Enterprises, Inc. as Lessee. Memorandum of Lease Agreement dated March 16, 1995 between Waffle House, Inc. as Lessor and Treetop Enterprises, Inc. as Lessee.

DESCRIPTION OF PROPERTY:

That certain tract of land in Colbert County, Alabama, particularly described as follows: To find the point of beginning commence at the Southwest corner of Section 14, Township 4 South, Range 11 West, Colbert County, Alabama; thence run North 03 degrees 58 minutes 45 seconds East 4564.60 feet to a point; thence run East 801.49 feet to a point; thence run North 88 degrees 19 minutes 05 seconds East 358.03 feet to a point; thence run South 03 degrees 45 minutes 37 seconds West 560.46 feet to a point, said point being the point of beginning of the tract of land hereby demised; thence run North 87 degrees 38 minutes 51 seconds West 340.90 feet to a point; thence run North 02 degrees 05 minutes 13 seconds East 133.69 feet to a point; thence run South 87 degrees 39 minutes 05 seconds East 344.81 feet to a point; thence run South 03 degrees 45 minutes 37 seconds West 133.75 feet to the point of beginning.

LESS AND EXCEPT, HOWEVER, that portion of said property which is subject to a billboard lease from Lessors to Unipole Billboards of Sheffield, Alabama.

ALSO a non-exclusive easement for ingress and egress to and from Woodward Avenue and subject property more particularly described as follows:

Commence at the NW corner of the subject property; thence North 02 degrees 05 minutes 13 seconds East 68 feet to a point; thence South 87 degrees 39 minutes 05 seconds East 45 feet to a point; thence South 02 degrees 05 minutes 13 seconds West 68 feet to a point on the North line of subject property; thence along the North line of subject property, North 87 degrees 39 minutes 05 seconds West 45 feet to the point of beginning.

EXHIBIT "B-1"

| UNIT NO. | ADDRESS | COUNTY |
|----------|---|------------|
| 1051 | 2427 Old Fort Parkway Murfreesboro, TN 37129 | Rutherford |

DESCRIPTION OF LEASE:

Ground Lease Agreement between Robert W. Agee, as Lessor and Waffle House, Inc., as Lessee dated January 31, 1995, as subleased pursuant to that certain Lease Agreement (FLA) dated September 5, 1995, between Waffle House, Inc., as Lessor and Treetop Enterprises, Inc., as Lessee for Waffle House Unit No. 1051 located at 2427 Old Fort Parkway, Murfreesboro, TN 37219, together with an Agreement dated July 20, 1995 to purchase the leased property.

DESCRIPTION OF PROPERTY:

LAND lying in the 13th Civil District of Rutherford County, Tennessee, being more particularly described as follows:

PARCEL NO. 1:

TRACT NO. 1 of Parcel No. 1:

BOUND on the northwest by Franklin Road (State Route No. 96); the northeast by property of Mary S. Lewis; the South and West by property of Mrs. W. C. Campbell.

BEGINNING at a pin set on the southeast margin of Franklin Road, 25 feet from the centerline, this being the northerly most corner of this tract and further identified as, being in a southwesterly direction with the margin of said road, 580 feet, more or less, from the centerline of Cason Lane; thence with the southwest line of Mary S. Lewis, South $31^{\circ} 48' 15''$ West, 261.49 feet to a pin set in the North fence of Mrs. W. C. Campbell; thence with the North fence of Campbell as follows, North $84^{\circ} 27' 13''$ West, 214.45 feet to a pin; thence North $83^{\circ} 46'$ West, 75.4 feet to a pipe; thence North $55^{\circ} 31'$ West, 106.21 feet to a pipe; thence with the East fence of Campbell, North $16^{\circ} 42' 14''$ East, 32.75 feet to a pipe on the southeasterly margin of Franklin Road; thence with the margin of said road as follows: North $68^{\circ} 10'$ East, 90.00 feet to a pipe; thence North $68^{\circ} 23'$ East, 40.00 feet to a pipe; thence North $63^{\circ} 35' 30''$ East, 120.6 feet to the beginning, containing 1.05 acres, more or less.

TRACT NO. 2 of Parcel No. 1:

BEGINNING on a stake at the southwest corner of Roy Graham property and running thence with his line North 124 feet to a stake on the South margin of the Franklin Road, or State Highway No. 96; thence with the South margin of same, westward 90 feet to a stake; thence southeastward 113 feet to the beginning.

BEING the same property conveyed to Robert W. Agee, by Deed of Record in Book 515, pages 172 and 175, Register's Office for Rutherford County, Tennessee.

PARCEL NO. 2:

BEGINNING at an iron pin found on the South right-of-way of Franklin Road, 71.28 feet off the centerline, 2.7 feet East of a concrete right-of-way marker, said pin being the northwest corner of Agee and a northeasterly corner of this tract; thence with the West fence line of Agee South $05^{\circ} 41' 00''$ West, 57.76 feet to an iron pin found by a corner post; thence continuing with the West fence line of Agee South $05^{\circ} 41' 50''$ West, 143.77 feet to an iron pin found by a corner post; thence with the West fence line of Hamrick

(Continued on next page)

South 05° 08' 40" West, 109.11 feet to an iron pin set 1.0 feet South of the corner post being the southeast corner of this tract; thence with the North line of Campbell North 82° 19' 20" West, 80.50 feet to an iron pin found being the southwest corner of this tract; thence with the East line of Bolin North 29° 22' 20" West, 260.33 feet to an iron pin found on the South right-of-way of Franklin Road, 25 feet off the centerline, being the northwest corner of this tract; thence with the South right-of-way of Franklin Road, 25 feet off and parallel with the centerline, North 62° 26' 40" East 243.97 feet to a point on the curb 0.23 feet northeast of an iron pin found being the northern most corner of this tract; thence South 26° 55' 00" East, 46.28 feet to the pin at the beginning; containing 1.14 acres, more or less, according to survey dated July 19, 1993, by Robert E. Francis, Registered Land Surveyor No. 669.

BEING the same property conveyed to Robert W. Agee, by Deed of Record in Book 509, page 508, Register's Office for Rutherford County, Tennessee.

PARCEL NO. 3:

THE John M. Harrell property as described in Deed Book 284, page 228, and recorded in the Register's Office for Rutherford County, Tennessee, being bounded on the North by the property of the 96 Gulf Oil Station, on the East by Cason Lane, on the South by Hamrick (now or formerly) and on the West by Lewis, being and lying in the 13th Civil District of Rutherford County, Tennessee, being more particularly described as follows:

BEGINNING at an axle found at Harrell's southeast corner being also the northeast corner of Hamrick; thence North 87° 03' West, along the southerly line of Harrell a distance of 239.7 feet to the southwest corner of this tract; thence North 1° 37' 30" along the westerly line of this tract being also Lewis' easterly line a distance of 143.2 feet to a pin set at the fence corner; thence North 88° 19' East along the southerly line of said 96 Gulf Oil Station a distance of 230.8 feet to a pin set in the westerly right-of-way line of said Cason Lane; thence along said right-of-way line the following calls and distances South 1° 53' West 50.0 feet to a pin set; South 88° 07' East, 10.0 feet to a pin set; South 1° 53' West, 112.0 feet to the point of beginning.

BEING the same property conveyed to Agee Properties, Limited Partnership, by Deed of Record in Book 534, page 456, Register's Office for Rutherford County, Tennessee.

PARCEL NO. 4:

TRACT NO. 1 of Parcel No. 4:

COMMENCING with the intersection of the center lines of State Route 96, and Cason Pike or Lane; thence along the center line of State Route 96 South 62° 33' West 162.0 feet to a point; thence South 27° 27' East 70.0 feet to an iron pin at the highway right-of-way monument; the point of beginning, and runs thence from said point of beginning, and with the right-of-way margin of Cason Pike, South 46° 19' East 86.0 feet to a cross in rock; thence with the West right-of-way margin of Cason Pike, South 5° 31' West 99.65 feet to an iron pin, the northeast corner of the now or former property of John F. Harrell; thence with Harrell's North line, and with a fence, North 86° 39' West 227.94 feet to an iron pin in the East line of the now or former Mary Pearl property; thence with said Pearl's East line and with a fence North 5° 41' East 57.76 feet to an iron pin in the South line of the right-of-way of Route 96; thence with said right-of-way North 62° 33' East 190.65 feet to the point of beginning, containing 25,671 square feet or .59 acres, more or less.

TRACT NO. 2 of Parcel No. 4:

COMMENCING with the intersection of the center lines of State Route No. 96 and Cason Pike or Lane; thence along the center of State Route No. 96 South 62° 33' West 162.0 feet to a point; thence South 27° 27' East 70.0 feet to an iron pin at the highway right-of-way monument; thence with said right-of-way South 62° 33' West 190.55 feet to an iron pin at the northwest corner of now or former property of Gulf Oil Corporation and the point of beginning; thence North 5° 41' East 55.5 feet; thence South 62° 10' West 29.87 feet; thence South 26° 55' East 46.28 feet to the point of beginning.

BEING the same property conveyed to Agee Properties, Limited Partnership, by Deed of Record in Book 517, page 842, Register's Office for Rutherford County, Tennessee.

BEING the same property leased to Waffle House, Inc., as evidenced by Memorandum of Lease of Record in Book B-18, page 471, Register's Office for Rutherford County, Tennessee.

EXHIBIT "B-2"
LEASED PROPERTY

EXHIBIT B-2

III

DEMISED PREMISES

PART OF LOT 1-A, RESURVEY OF LOT 1, O.O. FOWLER ADDITION TO ROEBUCK, (AS RECORDED IN MAP BOOK 147, PAGE 19, IN THE OFFICE THE JUDGE OF PROBATE OF JEFFERSON COUNTY, ALABAMA,) BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE MOST NORTHERLY CORNER OF SAID LOT 1-A, RUN IN A SOUTHEASTERLY DIRECTION ALONG THE NORTHEAST LINE OF SAID LOT 1-A FOR A DISTANCE OF 100.0 FEET TO AN EXISTING PK NAIL; THENCE TURN AN ANGLE TO THE RIGHT OF 90° 00' AND RUN IN A SOUTHWESTERLY DIRECTION FOR A DISTANCE OF 30.0 FEET TO AN EXISTING PK NAIL; THENCE TURN AN ANGLE TO THE RIGHT OF 90° 00' AND RUN IN A NORTHWESTERLY DIRECTION FOR A DISTANCE OF 102.81 FEET TO AN EXISTING PK NAIL, BEING ON THE SOUTHEAST RIGHT OF WAY LINE OF PARKWAY EAST; THENCE TURN AN ANGLE TO THE RIGHT AND RUN IN A NORTHEASTERLY DIRECTION ALONG SAID PARKWAY EAST FOR A DISTANCE OF 30.13 FEET, MORE OR LESS, TO THE POINT OF BEGINNING. SAID PARCEL CONTAINING 3,043.0 SQUARE FEET, MORE OR LESS.

IV

SIGN AND UTILITY EASEMENT

PART OF LOT 1-A, RESURVEY OF LOT 1, O.O. FOWLER ADDITION TO ROEBUCK, (AS RECORDED IN MAP BOOK 147, PAGE 19, IN THE OFFICE OF THE JUDGE OF PROBATE OF JEFFERSON COUNTY, ALABAMA,) BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE MOST EASTERLY CORNER OF SAID LOT 1-A, RUN IN A NORTHWESTERLY DIRECTION ALONG THE NORTHEAST LINE OF SAID LOT 1-A FOR A DISTANCE OF 150.00 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE NORTHWESTERLY ALONG THE SAME COURSE FOR 140.33 FEET TO A POINT, SAID POINT BEING 100.00 FEET SOUTH OF THE MOST NORTHERLY CORNER OF SAID LOT 1-A; THENCE 90° 00' LEFT AND RUN SOUTHWESTERLY FOR 20.00 FEET; THENCE 90° 00' LEFT AND RUN SOUTHEASTERLY FOR 15.00 FEET; THENCE 90° 00' LEFT AND RUN NORTHEASTERLY FOR 10.00 FEET; THENCE 90° 00' RIGHT AND RUN SOUTHEASTERLY FOR 81.00 FEET; THENCE 90° 00' RIGHT AND RUN SOUTHWESTERLY FOR 10.00 FEET; THENCE 90° 00' LEFT AND RUN SOUTHEASTERLY FOR 18.00 FEET; THENCE 90° 00' LEFT AND RUN NORTHEASTERLY FOR 10.00 FEET; THENCE 90° 00' RIGHT AND RUN SOUTHEASTERLY FOR 26.33 FEET; THENCE 90° 00' LEFT AND RUN NORTHEASTERLY FOR 10.00 FEET TO THE POINT OF BEGINNING. SAID PARCEL CONTAINS 1,733.30 SQUARE FEET, MORE OR LESS.

STREET ADDRESS: 9227 Parkway East
Birmingham, AL 35206

Situated, lying and being in the City of Athens, County of Limestone and State of Alabama, to-wit:

Tract 1: Commence at the northeast corner of Section 15, Township 3 South, Range 4 West and running thence south 03 degrees 03 minutes east along the east boundary of said Section 15 a distance of 2676.1 feet to a point where the east boundary of said Section intersects the centerline of the west bound lane of U. S. Highway No. 72; thence north 85 degrees 05 minutes west a distance of 1424.73 feet to a point; thence north 01 degree 00 minutes west a distance of 40.2 feet to an iron pin on the north right-of-way of said U. S. Highway No. 72; thence south 85 degrees 13 minutes 30 seconds west along the north right-of-way line of said U. S. Highway No. 72 a distance of 85.93 feet to a point; thence north 04 degrees 46 minutes 30 seconds east along an offset in the right-of-way of said Highway No. 72 a distance of 23 feet to the point of tangency of a curve; thence in a northwesterly direction along a curve to the right having a radius of 2774.9 feet a distance of 446.07 feet along the north right-of-way line of said Highway No. 72 to a point of tangency; thence north 74 degrees 38 minutes 45 seconds west, and continuing along the said north right-of-way line of U. S. Highway No. 72, a distance of 366.90 feet to a point on the east margin of Interstate No. 65; thence north 47 degrees 15 minutes 10 seconds west, and along the said east margin of Interstate No. 65 a distance of 108.12 feet to the point of beginning of the property herein described; thence from the point of beginning north 47 degrees 15 minutes 10 seconds west, and continuing along the said east margin of Interstate No. 65 a distance of 71.28 feet to a point; thence north 21 degrees 36 minutes 50 seconds west, and continuing along the said east margin of Interstate No. 65, a distance of 59.09 feet to a point; thence north 01 degrees 19 minutes 30 seconds west, and leaving the said east margin of Interstate No. 65, a distance of 142.90 feet to a point; thence south 74 degrees 38 minutes 45 seconds east a distance of 139.83 feet to a point; thence south 15 degrees 21 minutes 15 seconds west a distance of 216.90 feet to the point of beginning, and containing 0.49 acres, more or less; also,

Tract 2: A non-exclusive egress and ingress easement over and across the following described real estate:

Commence at the northeast corner of Section 15, Township 3 South, Range 4 West and running thence south 03 degrees 03 minutes east along the east boundary of said Section 15 a distance of 2676.1 feet to a point where the east boundary of said Section intersects the centerline of the west bound lane of U. S. Highway No. 72; thence north 85 degrees 05 minutes west a distance of 1424.73 feet to a point; thence north 01 degree 00 minutes west a distance of 40.2 feet to an iron pin on the north right-of-way of said U. S. Highway No. 72; thence south 85 degrees 13 minutes 30 seconds west along the north right-of-way line of said U. S. Highway No. 72 a distance of 85.93 feet to a point; thence north 04 degrees 46 minutes 30 seconds east along an offset in the right-of-way of said Highway No. 72 a distance of 23 feet to the point of tangency of a curve; thence in a northwesterly direction along a curve to the right having a radius of 2774.9 feet a distance of 446.07 feet along the north right-of-way line of said Highway No. 72 to a point of tangency; thence north 74 degrees 38 minutes 45 seconds west, and continuing along the said north right-of-way line of U. S. Highway No. 72, a distance of 237.90 feet to the point of beginning of the property herein described; thence from the point of beginning north 74 degrees 38 minutes 45 seconds west, and continuing along the said north right-of-way line of U. S. Highway No. 72, a distance of 105.00 feet to a point; thence north 43 degrees 35 minutes 07 seconds west, and leaving the said north right-of-way of U. S. Highway No. 72, a distance of 140.09 feet to a point; thence north 15 degrees 21 minutes 15 seconds east a distance of 35.02 feet to a point; thence south 43 degrees 35 minutes 07 seconds east a distance of 130.44 feet to a point; thence south 74 degrees 38 minutes 45 seconds east a distance of 113.26 feet to a point; thence south 15 degrees 20 minutes 43 seconds west a distance of 40.00 feet to the point of beginning, and containing 8,423 square feet or 0.19 acres, more or less.

STREET ADDRESS: 1407 Highway 72 East
Athens, AL 35611

From the NW corner of the S.W. 1/4, Sec. 16, Twp. 21-S, R-13-E, Chilton County, Alabama, run South along the west line of said Sec. 16 for 100 feet to the Highway R.O.W.; thence run East 30 feet to the east R.O.W. line; thence run South along said R.O.W. a distance of 160 feet to a point; thence run in a southeasterly direction along said east R.O.W. a distance of 1750 feet to a point; thence run S-31°-00'W for 203 feet to the south R.O.W. of U.S. 31 highway; thence run S-31°-00'W for 328 feet to the approximate center of Chestnut Creek; thence run northeasterly along the approximate creek centerline for 331.3 feet to the SW corner of Higginbotham Oil Co. lot, and the beginning point of subject lot; from said point, run along the west line of said Higginbotham lot S-20°-50'E for 191.78 feet to the south R.O.W. line of U.S. 31 highway; thence run a chord bearing and distance of S-67°-44'-27"W for 210.55 feet to the point of intersection of said U.S. 31 R.O.W. line and the east R.O.W. line of a 50 foot unpaved county road; thence run along said county road R.O.W. line A-24°-36'-38"W for 99.92 feet to the center of said Chestnut Creek; thence run along the center of said creek S-65°-42'-12"W for 236.7 feet, back to the beginning point, containing 0.72 of an acre, more or less.



STATE OF ALABAMA
COUNTY OF CHILTON

I hereby certify that the foregoing represents a true and correct map or plat of the lands shown above, using as reference, a previous plat by R. E. Edwards, of the Higginbotham lot; a plat made by Chilton County Engineer Dept. of the land west and adjacent to subject lot showing 50 foot county road, the center of existing creek and existing U.S. 31 highway right of way line.

Witness my hand and seal this 1st day of July, 1986

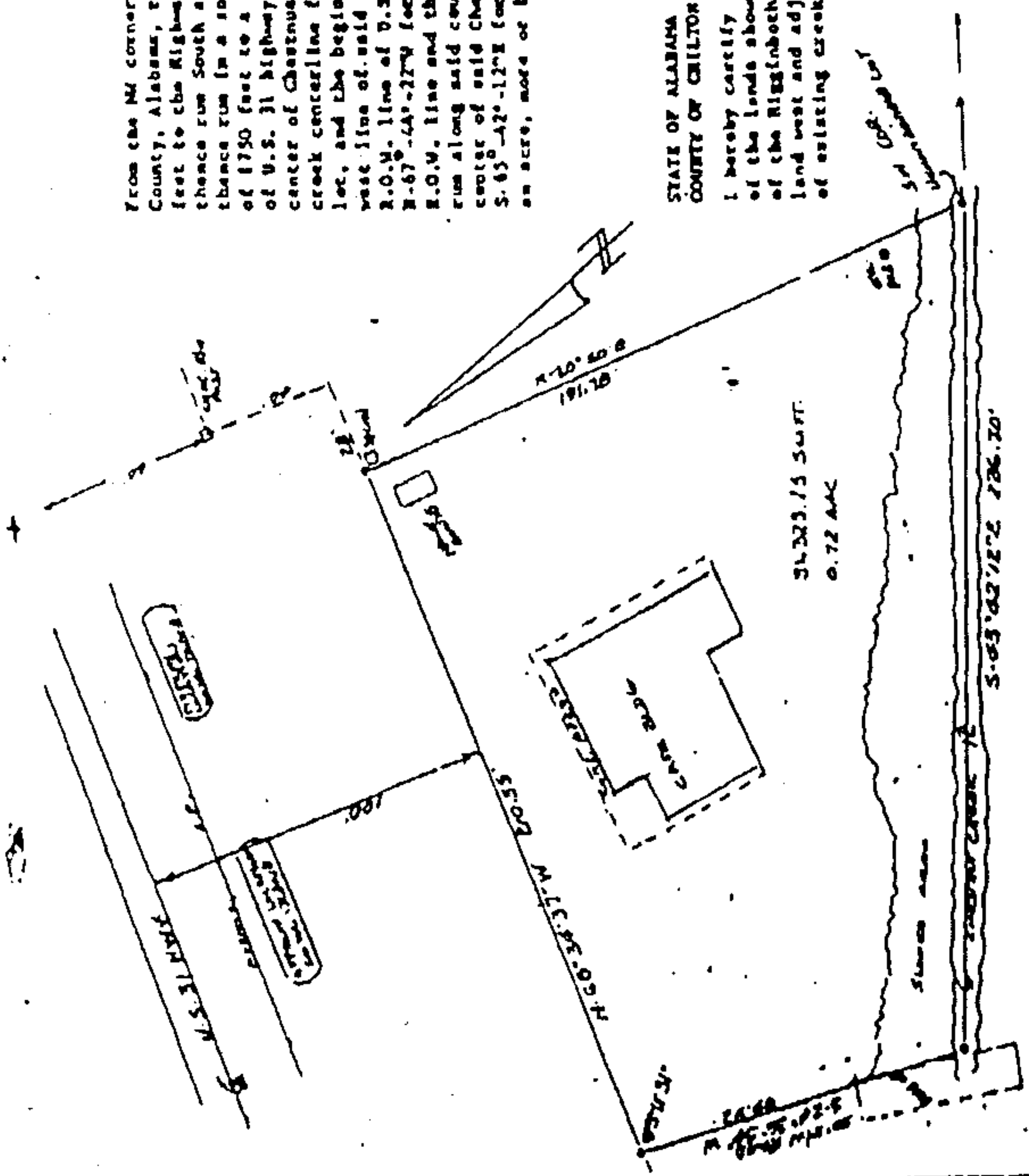
R. E. Perry, Jr. and L.S.

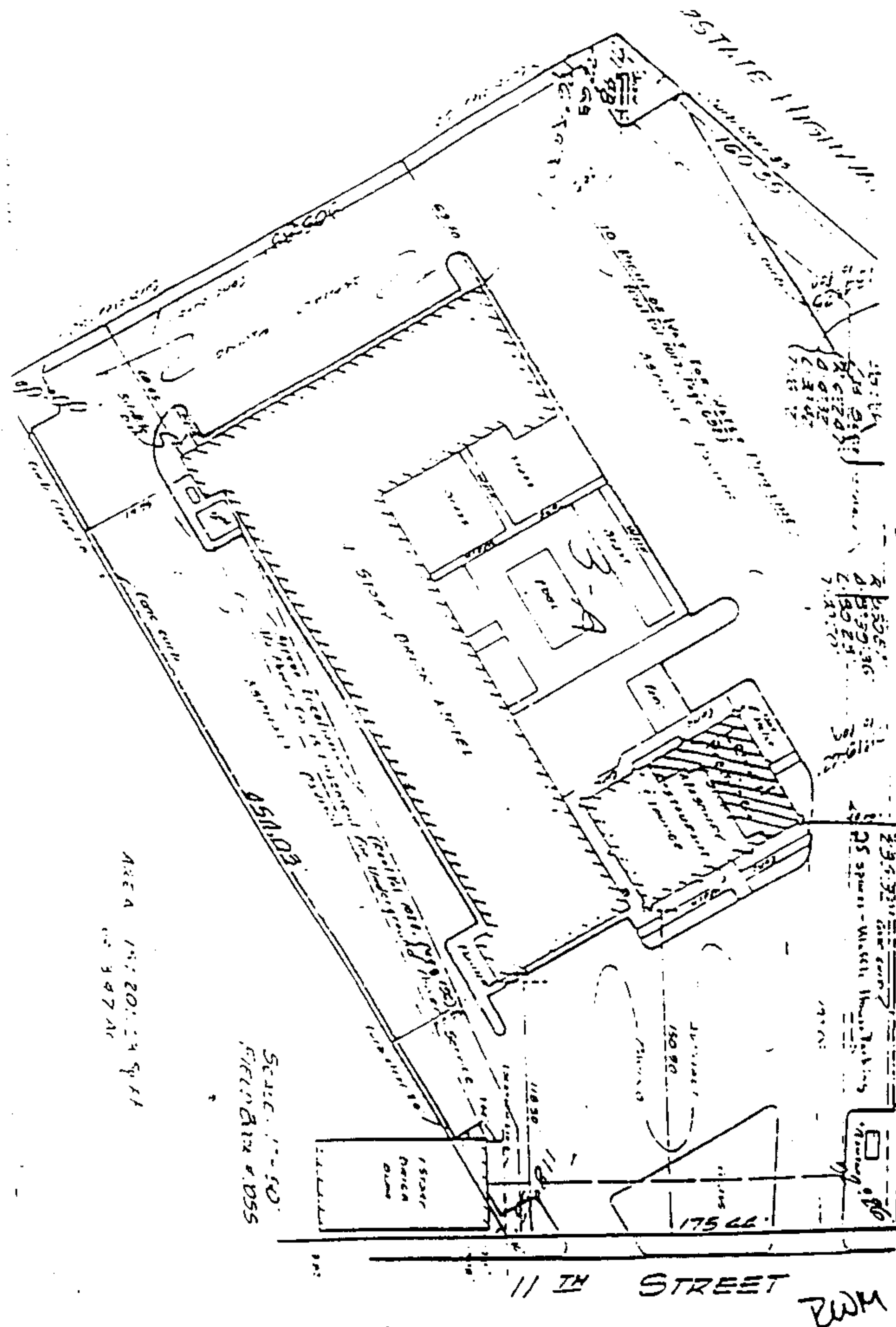
Atty. Reg. No. 276

P. O. Box 1211 Clanton, AL 35045
735-4592 735-6740

Field Crew:
Seabrook, Moore

STREET ADDRESS: 2231 7th Street South
Clanton, AL 35045





That portion of Lot 3-A, according to a Resurvey of Part of Blocks 2 and 3 - Southside Land Co., as recorded in Map Book 100, Page 94, in the Probate Office of Jefferson County, Alabama, which is cross-hatched and referenced to as leased premises on the site plan above.

STREET ADDRESS: 800 11th Street South
Birmingham, AL 35205

COMMENCING at the Northeast corner of the Southeast Quarter of the Southeast Quarter of Section 1, Township 8 North, Range 12 West, Second Judicial District of Jones County, Mississippi, and run S 89 degrees 51' 52" W on and along the North line of the Southeast Quarter of the Southeast Quarter 85.63 feet; thence South 25 feet to the intersection of the South Right of Way Line of Jefferson Street with the Northwesterly Right of Way Line of Interstate Highway No. 59 said Point being the Point of Beginning; thence run along the South Right of Way of Jefferson Street S 89 degrees 51' 52" W 185 feet; thence leaving the Right of Way of Jefferson Street run South 141.23 feet to the Northerly Right of Way Line of Interstate Highway No. 59; thence on and along said Right of Way N 63 degrees 11' 53" E 156.17 feet; thence N 32 degrees 37' 30" E 84.60 feet back to the Point of Beginning, containing .3770 acres or 16,422 square feet. And being situated in the Southeast Quarter of the Southeast Quarter of Section 1, Township 8 North, Range 12 West, Second Judicial District of Jones County, Mississippi.

STREET ADDRESS: 1602 Jefferson Street
Laurel, MS 39440

EXHIBIT "B-2"

Land situated in the Fourth Civil District of Grundy County, Tennessee, more particularly described as follows:

Beginning at a point, said point being situated at the intersection of the common right-of-way margin of the western margin of State Highway 41-64 and the southerly right-of-way margin of Interstate 24;

Thence continuing along the westerly right-of-way margin of State Highway 41-64 along a line south 54 degrees 50 minutes 0 seconds west a distance of 49.58 feet to a point;

Thence continuing with said right-of-way margin south 53 degrees 5 minutes 0 seconds west a distance of 63.80 feet to a point;

Thence leaving said right-of-way margin, north 73 degrees 42 minutes 37 seconds west a distance of 24.91 feet to a point;

Thence north 39 degrees 11 minutes 37 seconds west a distance of 149.81 feet to a point;

Thence north 26 degrees 15 minutes 40 seconds east a distance of 43.06 feet to a point located in the southerly right-of-way margin of Interstate 24;

Thence along said margin south 63 degrees 36 minutes 16 seconds east a distance of 213.31 feet to the point of beginning and containing 0.35 acres more or less.

Being a parcel of land situated in Grundy County, Tennessee, said parcel being a portion of the property conveyed to John Acuff, by Deed of record in Deed Book 118, Page 513, Register's Office for Grundy County, Tennessee.

Described according to survey dated September ___, 1992, of Ernest Medlin, Tennessee Registered Land Surveyor #606-283.

EXHIBIT "B-2"

WAFFLE HOUSE UNIT #950
1816 Murfreesboro Road
Nashville, TN

Land in Davidson County, Tennessee, being part of Lot 18 in Trabue Subdivision of the 29th Councilmanic District of Davidson County, Tennessee, plat of which is recorded in Minute Book 1 pages 190 and 191, as filed in the U.S. Circuit Court of said Davidson County, Tennessee, and as shown as the Harsh Property (25 year lease to Texaco) on the Plan of Edward Trabue Property of record in Book 4350, page 13, Register's Office for said County, described as follows:

Beginning at an iron pin located where the Northeast right-of-way line of Murfreesboro Road (U.S. 41-70, South, 112 ft. right-of-way) intersects the southeasterly right-of-way line of Spence Lane (120 ft. right-of-way); thence running North 24°42' East along said right-of-way line of Spence Lane, a distance of 200 feet to an iron pin; thence running South 48°28' East a distance of 200 ft. to an iron pin; thence running South 24°42' West a distance of 200 feet to an iron pin on the aforementioned right-of-way line of Murfreesboro Road; thence running North 48°28' West along said right-of-way line of Murfreesboro Road a distance of 200 feet back to the point of beginning.

Being part of the same property conveyed to Star Enterprise, a New York general partnership, by deed from Texaco Refining and Marketing Inc., a Delaware corporation, of record in Book 7963, Page 861, and by Quitclaim Deed of TRMI Holdings Inc. (formerly Texaco Refining and Marketing Inc.), a Delaware corporation, of record in Book 8872, Page 213, said Register's Office.

EXHIBIT "B-2"

LEGAL DESCRIPTION

Waffle House #867

I-65 & Fieldstone Rd. @ Mt. Olive

Gardendale, AL

A parcel of land situated in the S.W. 1/4 of the S.E. 1/4 of Section 11, Township 16 South, Range 3 West, City of Gardendale, Jefferson County, Alabama, more particularly described as follows:
Commence at the Southwest corner of said S.W. 1/4 of the S.E. 1/4 of Section 11, Township 16 South, Range 3 West, Jefferson County, Alabama; thence run East along the South line of said 1/4-1/4 section for 347.6 feet; Thence turn left and run North for 200.00 feet; Thence turn right 91° 20' 00" and run East for 200.0 feet; Thence turn left 88° 40' 00" and run North for 5.0 feet; Thence turn right 91° 20' 00" and run East for 100.0 feet; thence turn left 91° 20' 00" and run North for 95.0 feet; Thence turn right 91° 20' 00" and run East for 277.30 feet to the westerly right way line Mt. Olive Road; Thence turn right 79° 47' 00" and run Southeasterly along said westerly right of way line for 124.50 feet to the South right of way line of Circle Drive, this being the point of beginning, said point being a 1/2" rebar with a Joseph A. Miller, Jr. Cap; thence continue southeasterly along the last stated course and along said right of way line for 28.80 feet to an Alabama Highway Department concrete right of way monument at the intersection of the Northerly right of way line of Fieldstown road; thence 68° 33' 30" right and run Southwesterly along said right of way line for 64.30 feet to a 1/2" open top iron; Thence 24° 46' 00" right and run Southwesterly along said Right of way line for 123.84 feet measure (123.72 map) to a 1/2" rebar iron with a Joseph A. Miller, Jr. Cap; thence 11° 46' 03" measure (11° 42' 50" map) right and run westerly along said right of way line for 92.25 feet to a 1/2" rebar with a Joseph A. Miller, Jr. cap; Thence 83° 14' 50" right and run Northerly for 70.88 feet to a 1/2" rebar with a Joseph A. Miller, Jr. Cap, said iron being on the South right of way line of Circle Drive; Thence 92° 16' 25" measure (92° 17' 00" map) right and run easterly along said south right of way line for 266.76 feet to the Point of Beginning. Said parcel contains 17,956.27 square feet or 0.41 acres, more or less.

Subject to an easement for ingress and egress across the following described property reserved by the Grantor in Deed dated May 29, 1992, from Bobby and Mary Campbell to Harris & Ezell Equipment Co. recorded in Deed Records, Jefferson County, at Book 4300, page 010:

Commence at the Southwest corner of the S.W. 1/4 of the S.E. 1/4 of Section 11, Township 16 South, Range 3 West, Jefferson County, AL.; Thence run East along the South line of said 1/4-1/4 section a distance of 347.6 feet; Thence turn left and run North a distance of 200.0 feet; thence turn right 91° 20' and run East a distance of 200.0 feet; Thence turn left 88° 40' and run North a distance of 5.0 feet; Thence turn right 91° 20' and run East a distance of 100.0 feet; Thence turn left 91° 20' and run North a distance of 95.0 feet; Thence turn right 91° 20' and run east 277.30 feet to the Westerly Right-of-Way line of the Mt. Olive Rd.; Thence turn right 79° 47' and run Southeasterly along said Right-of-Way line a distance of 153.30 feet to the Northerly Right-of-Way line of the Fieldstown Road; Thence turn right 68° 33' 30" and run Southwesterly along said Right-of-Way line a distance of 64.30 feet; Thence turn right 24° 46' and continue Southwesterly along said Right-of-Way line a distance of 123.72 feet; Thence turn right 11° 42' 50" and continue Westerly along said Right-of-Way line a distance of 95.27 to the Point of Beginning of a centerline of an Easement for Ingress & Egress lying 15' on either side of the centerline herein described; Thence from the Point of Beginning thus obtained, and from the last described course, turn right 83° 14' 50" and run Northerly along said easement centerline a distance of 45.86 feet to a point where the easement width on the East side changes to 3.9 feet and remains 15.0 feet on the West side of said centerline; Thence continue along said easement centerline a distance of 24.78 feet to the Point of Ending said Easement and Centerline.

LEGAL DESCRIPTION
WAFFLE HOUSE UNIT #882

EXHIBIT "B-2"

Part of N.W. 1/4 of the S.W. 1/4 Section 36, Township 19 South, Range 4 West, Bessemer Division, Jefferson County, Alabama, more particularly described as follows:

Commence at the Southeast corner of said 1/4 1/4 section; thence run North along the East line of said 1/4 1/4 section for 25.00 feet to a point on the North right of way line of Parkwood Road; thence 90 degrees 50' 30" left and run West along said right of way line (parallel to and 25 feet North of the South line of said 1/4 1/4 Section) for 1,137.00 feet to the Southwest corner of that parcel described in Real Volume 153, Page 381, as recorded in the Bessemer Division of the Probate Office of Jefferson County, Alabama, said point also being the point of beginning; thence 90 degrees 50' 30" right and run North along the West line of said aforementioned parcel for 184.98 feet (deed 185.25 feet) to a point on the South line of that parcel described in volume of deeds 1001, page 128, in said Probate Office; thence 90 degrees 41' 24" left and run West along the South line of said last mentioned parcel for 197.32 feet to a point on the West line of said 1/4 1/4 section and on the East right of way line of Methodist Circle; thence 93 degrees 44' 37" left and run Southerly along said right of way line for 52.32 feet to a concrete right of way monument; thence 13 degrees 52' 17" left and run Southeasterly along said right of way line for 122.66 feet to a concrete monument; thence 38 degrees 31' 30" left and run Southeasterly along said right of way line for 29.08 feet to a point on the Northerly right of way line of said Parkwood Road (said point being 25.0 feet North of the South line of said 1/4 1/4 section); thence 34 degrees 00' 42" left and run East along the said right of way line (parallel to and 25.0 feet North of the South line of said 1/4 1/4 section) for 130.42 feet to the point of beginning.

Said parcel contains 32,827.19 square feet, or 0.75 acres, more or less.

Said property is not the homestead of the Grantor.

A 0.54 ACRE TRACT OR PARCEL OF LAND SITUATED IN THE EAST ONE HALF OF THE N.W. 1/4 OF THE S.W. 1/4 OF SECTION 12, TOWNSHIP 6 SOUTH, RANGE 4 WEST, MORGAN COUNTY, ALABAMA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE WEST LINE OF OF THE EAST ONE HALF OF THE N.W. 1/4 OF THE S.W. 1/4 OF SECTION 12, TOWNSHIP 6 SOUTH, RANGE 4 WEST, MORGAN COUNTY, ALABAMA, AND THE SOUTH RIGHT OF WAY LINE OF ALABAMA HIGHWAY NO. 67 AND RUN SOUTH 89°-44'-01" EAST ALONG THE SAID SOUTH RIGHT OF WAY LINE OF ALABAMA HIGHWAY NO. 67 A DISTANCE OF 126.59 FEET TO A POINT; THENCE RUN SOUTH 01°-58'-12" EAST A DISTANCE OF 201.57 FEET RECORD, (201.92 FEET MEASURE) TO A POINT; THENCE RUN SOUTH 69°-17'-05" WEST A DISTANCE OF 99.98 FEET TO A POINT ON THE WEST LINE OF THE SAID EAST ONE HALF OF THE N.W. 1/4 OF THE S.W. 1/4 OF SAID SECTION 12, TOWNSHIP 6 SOUTH, RANGE 4 WEST, MORGAN COUNTY, ALABAMA; THENCE RUN NORTH 00°-42'-55" WEST ALONG THE WEST LINE OF THE SAID EAST ONE HALF OF THE N.W. 1/4 OF THE S.W. 1/4 OF SAID SECTION 12, TOWNSHIP 6 SOUTH, RANGE 4 WEST, MORGAN COUNTY, ALABAMA, A DISTANCE OF 284.55 FEET RECORD, (284.90 FEET MEASURE) TO THE POINT OF BEGINNING OF THE HERETH DESCRIBED TRACT.

TOGETHER WITH AN EASEMENT OVER AND ACROSS A PARCEL OF PROPERTY DESCRIBED AS FOLLOWS: BEGIN AT THE SOUTHWEST CORNER OF THE ABOVE DESCRIBED PROPERTY, SAID POINT ALSO BEING ON THE WEST LINE OF THE EAST 1/2 OF THE N.W. 1/4 OF THE S.W. 1/4 OF SAID SECTION 12, TOWNSHIP 6 SOUTH, RANGE 4 WEST, 284.90 FEET MEASURED; 284.55 FEET DEED, FROM THE INTERSECTION OF SAID WEST LINE AND SOUTH RIGHT OF WAY LINE OF ALABAMA HIGHWAY NO. 67; THENCE RUN SOUTH 00°-42'-55" EAST ALONG SAID 1/4 1/4 SECTION LINE FOR 200 FEET; THENCE TURN AN ANGLE TO THE LEFT OF 90°-00'-00" AND RUN 200 FEET TO A POINT; THENCE TURN AN ANGLE TO THE LEFT OF 90°-00'-00" AND RUN NORTH 00°-42'-55" WEST FOR 113.83 FEET TO A POINT; THENCE TURN AN ANGLE TO THE LEFT OF 49°-15'-17" AND RUN NORTH 49°-50'-12" WEST FOR 132.02 FEET TO THE SOUTHEAST CORNER OF SAID PROPERTY DESCRIBED ABOVE; THENCE TURN AN ANGLE TO THE LEFT OF 40°-44'-43" AND RUN SOUTH 89°-17'-05" WEST ALONG THE SOUTH LINE OF ABOVE DESCRIBED PROPERTY FOR 99.98 FEET TO THE POINT OF BEGINNING (SAID EASEMENT CONTAINS 35,690.01 SQUARE FEET OR 0.02 ACRES, MORE OR LESS); SAID EASEMENT BEING FOR THE PURPOSE OF ACCOMMODATING SEPTIC TANK FIELD LINES FROM THE DESCRIBED PREMISES AND WHICH EASEMENT SHALL TERMINATE XXXXXXXXXX ON THE DATE THAT A SEWER LINE IS EXTENDED TO WITHIN 10 FEET OF THE DEMISED PREMISES AND IS AVAILABLE FOR TAP ON AND USE AND THE COST TO TAP ON DOES NOT EXCEED \$5,000.00.

EXHIBIT "C-1"
LEASES TO WAFFLE HOUSE

EXHIBIT C-1

LEASES TO WAFFLE HOUSE

| UNIT NO. | TENANT | ADDRESS OF RESTAURANT | LANDLORD |
|-------------|--------------------|---|---------------------------|
| 78 | Waffle House, Inc. | 3421 McFarland Blvd. E. & I-59 Tuscaloosa, AL 35401 | Treetop Enterprises, Inc. |
| 118 | Waffle House, Inc. | I-40 E. & Donelson Pike Nashville, TN 37214 | Treetop Enterprises, Inc. |
| 150 | Waffle House, Inc. | U.S. 82 By-Pass W. & Alabama 69 Northport, AL 35476 | Treetop Enterprises, Inc. |
| 152 | Waffle House, Inc. | I-24 & U.S. 41 Manchester, TN 37355 | Treetop Enterprises, Inc. |
| 159 | Waffle House, Inc. | I-65 & Alabama Hwy. 185 Greenville, AL 36037 | Treetop Enterprises, Inc. |
| 215 | Waffle House, Inc. | I-40 & State Hwy. 42 Cookeville, TN 38501 | Treetop Enterprises, Inc. |
| 346 | Waffle House, Inc. | I-65 & U.S. 31 Alabaster, AL 35007 | Treetop Enterprises, Inc. |
| 369 | Waffle House, Inc. | 309 S. 16th Ave. Laurel, MS 39440 | Treetop Enterprises, Inc. |
| 452 | Waffle House, Inc. | Enterprise Blvd. & I-24 Lavergne, TN 37086 | Treetop Enterprises, Inc. |
| 456 | Waffle House, Inc. | Alabama 69 & I-65 Cullman, AL 35055 | Treetop Enterprises, Inc. |

EXHIBIT C-1**LEASES TO WAFFLE HOUSE**

| UNIT NO. | TENANT | ADDRESS OF RESTAURANT | LANDLORD |
|-------------|--------------------|--|---------------------------|
| 472 | Waffle House, Inc. | 941 Conference Dr. Goodlettsville, TN 37072 | Treetop Enterprises, Inc. |
| 473 | Waffle House, Inc. | 4301 Sidco Dr. & I-65 Nashville, TN 37204 | Treetop Enterprises, Inc. |
| 478 | Waffle House, Inc. | 1208 Roebuck Dr. Meridian, MS 39301 | Treetop Enterprises, Inc. |
| 483 | Waffle House, Inc. | I-65 & U.S. 96 Franklin, TN 37064 | Treetop Enterprises, Inc. |
| 485 | Waffle House, Inc. | 228 W. Trinity Lane & I-65 Nashville, TN 37207 | Treetop Enterprises, Inc. |
| 528 | Waffle House, Inc. | 2210 Old Fort Pkwy SR 96 & I-24 Murfreesboro, TN 37130 | Treetop Enterprises, Inc. |
| 561 | Waffle House, Inc. | I-40 & U.S. 70 S. Nashville, TN 37221 | Treetop Enterprises, Inc. |
| 563 | Waffle House, Inc. | 2615 Zelda Road Montgomery, AL 36107 | Treetop Enterprises, Inc. |
| 576 | Waffle House, Inc. | 5180 Carmichael Road Montgomery, AL 36106 | Treetop Enterprises, Inc. |
| 581 | Waffle House, Inc. | 8979 Highway 20 West Madison, AL 35758 | Treetop Enterprises, Inc. |
| 584 | Waffle House, Inc. | 2340 Elm Hill Pike Nashville, TN 37210 | Treetop Enterprises, Inc. |

EXHIBIT C-1**LEASES TO WAFFLE HOUSE**

| UNIT NO. | TENANT | ADDRESS OF RESTAURANT | LANDLORD |
|-------------|--------------------|--|---------------------------|
| 596 | Waffle House, Inc. | 3116 N. Main Street Crossville, TN 38555 | Treetop Enterprises, Inc. |
| 664 | Waffle House, Inc. | 3023 Columbiana Road Vestavia Hills, AL 35216 | Treetop Enterprises, Inc. |
| 682 | Waffle House, Inc. | 4406 W. Hardy Street Hattiesburg, MS 39402 | Treetop Enterprises, Inc. |
| 706 | Waffle House, Inc. | 3304 Dickerson Rd. Nashville, TN 37207 | Treetop Enterprises, Inc. |
| 735 | Waffle House, Inc. | 1020 Oak Mountain Park Rd. Helena, AL 35080 | Treetop Enterprises, Inc. |
| 756 | Waffle House, Inc. | 1128 Chalkville Road Trussville, AL 35173 | Treetop Enterprises, Inc. |

EXHIBIT "C-1" CONTINUED (7/12/96)
OWNED UNITS/LEASES TO WAFFLE

| | | | |
|-------------------|---|-----------|---|
| 1033 (Race Track) | 1440 Gadsden Hwy. Trussville, AL 35235 | Jefferson | Memorandum of Lease Agreement between Treetop Enterprises, Inc. as Lessor and Waffle House, Inc. as Lessee dated July 17, 1995. |
|-------------------|---|-----------|---|

EXHIBIT "C-2"
SUBLEASES TO TREETOP

EXHIBIT C-2

SUBLEASES TO TREETOP

| UNIT NO. | LANDLORD | ADDRESS OF RESTAURANT | TENANT |
|----------|--------------------|---|---------------------------|
| 78 | Waffle House, Inc. | 3421 McFarland Blvd. E. & I-59 Tuscaloosa, AL 35401 | Treetop Enterprises, Inc. |
| 118 | Waffle House, Inc. | I-40 E. & Donelson Pike Nashville, TN 37214 | Treetop Enterprises, Inc. |
| 150 | Waffle House, Inc. | U.S. 82 By-Pass W. & Alabama 69 Northport, AL 35476 | Treetop Enterprises, Inc. |
| 152 | Waffle House, Inc. | I-24 & U.S. 41 Manchester, TN 37355 | Treetop Enterprises, Inc. |
| 159 | Waffle House, Inc. | I-65 & Alabama Hwy. 185 Greenville, AL 36037 | Treetop Enterprises, Inc. |
| 215 | Waffle House, Inc. | I-40 & State Hwy. 42 Cookeville, TN 38501 | Treetop Enterprises, Inc. |
| 346 | Waffle House, Inc. | I-65 & U.S. 31 Alabaster, AL 35007 | Treetop Enterprises, Inc. |
| 369 | Waffle House, Inc. | 309 S. 16th Ave. Laurel, MS 39440 | Treetop Enterprises, Inc. |
| 452 | Waffle House, Inc. | Enterprise Blvd. & I-24 Laverne, TN 37086 | Treetop Enterprises, Inc. |
| 456 | Waffle House, Inc. | Alabama 69 & I-65 Cullman, AL 35055 | Treetop Enterprises, Inc. |
| 472 | Waffle House, Inc. | 941 Conference Dr. Goodlettsville, TN 37072 | Treetop Enterprises, Inc. |

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| 473 | Waffle House, Inc. | 4301 Sidco Dr. & I-65 Nashville, TN 37204 | Treetop Enterprises, Inc. |
| 478 | Waffle House, Inc. | 1208 Roebuck Dr. Meridian, MS 39301 | Treetop Enterprises, Inc. |
| 483 | Waffle House, Inc. | I-65 & U.S. 96 Franklin, TN 37064 | Treetop Enterprises, Inc. |
| 485 | Waffle House, Inc. | 228 W. Trinity Lane & I-65 Nashville, TN 37207 | Treetop Enterprises, Inc. |
| 528 | Waffle House, Inc. | 2210 Old Fort Pkwy SR 96 & I-24 Murfreesboro, TN 37130 | Treetop Enterprises, Inc. |
| 561 | Waffle House, Inc. | I-40 & U.S. 70 S. Nashville, TN 37221 | Treetop Enterprises, Inc. |
| 563 | Waffle House, Inc. | 2615 Zelda Road Montgomery, AL 36107 | Treetop Enterprises, Inc. |
| 576 | Waffle House, Inc. | 5180 Carmichael Road Montgomery, AL 36106 | Treetop Enterprises, Inc. |
| 581 | Waffle House, Inc. | 8979 Highway 20 West Madison, AL 35758 | Treetop Enterprises, Inc. |
| 584 | Waffle House, Inc. | 2340 Elm Hill Pike Nashville, TN 37210 | Treetop Enterprises, Inc. |
| 596 | Waffle House, Inc. | 3116 N. Main Street Crossville, TN 38555 | Treetop Enterprises, Inc. |
| 664 | Waffle House, Inc. | 3023 Columbiana Road Vestavia Hills, AL 35216 | Treetop Enterprises, Inc. |
| 682 | Waffle House, Inc. | 4406 W. Hardy Street Hattiesburg, MS 39402 | Treetop Enterprises, Inc. |

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|-----|--------------------|--|---------------------------|
| 706 | Waffle House, Inc. | 3304 Dickerson Rd. Nashville, TN 37207 | Treetop Enterprises, Inc. |
| 735 | Waffle House, Inc. | 1020 Oak Mountain Park Rd. Helena, AL 35080 | Treetop Enterprises, Inc. |
| 756 | Waffle House, Inc. | 1128 Chalkville Road Trussville, AL 35173 | Treetop Enterprises, Inc. |

EXHIBIT "C-2" CONTINUED (7/12/96)
OWNED UNITS/SUBLEASES TO TREETOP

| UNIT NO. | ADDRESS | COUNTY | DESCRIPTION OF LEASE |
|-------------------|---|-----------|--|
| 1033 (Race Track) | 1440 Gadsden Hwy. Trussville, AL 35235 | Jefferson | Memorandum of Lease Agreement between Waffle House, Inc. as Lessor and Treetop Enterprises, Inc. as Lessee dated July 17, 1995 for Waffle House unit No. 1033 located at 1440 Gadsden Highway, Trussville, AL. |
| 1036 (Tullahoma) | 1919 N. Jackson Street Tullahoma, TN 37388 | Coffee | Lease Agreement (FPA) between Waffle House Holding Co., Inc. as Lessor and Treetop Enterprises, Inc. as Lessee dated May 24, 1995 for Waffle House Unit No. 1036 located at 1910 North Jackson Street, Tullahoma, TN |

EXHIBIT "C-3"

WAFFLE TO TREETOP LEASES

EXHIBIT C-3

WAFFLE HOUSE TO TREETOP LEASES

| UNIT NO. | ADDRESS OF RESTAURANT |
|-------------|---|
| 724 | 9227 Parkway East Birmingham, AL 35206 |
| 740 | 1407 Highway 72 East Athens, AL 35611 |
| 741 | 2231 7th Street South Clanton, AL 35045 |
| 749 | 800 11th Street South Birmingham, AL 35205 |
| 759 | 1602 Jefferson Street Laurel, MS 39440 |

EXHIBIT "C-3" CONTINUED (7/12/96)
LEASED UNITS/LEASES TO TREETOP

| UNIT NO. | ADDRESS | COUNTY | DESCRIPTION OF LEASE |
|-------------------|---|-----------|---|
| 867 (Gardendale) | 500 Fieldstown Road Gardendale, AL 35071 | Jefferson | Lease Agreement (FPA) between Waffle House, Inc., as Lessor and Treetop Enterprises, Inc., as Lessee, dated October 20, 1992 for Waffle House Unit No. 867 located at I-65 & Fieldstone Rd. @ Mt. Olive, Gardendale, AL |
| 882 (Morgan Road) | 3998 Methodist Circle Bessemer, AL 35020 | Jefferson | Lease Agreement (FPA) between Waffle House, Inc., as Lessor and Treetop Enterprises, Inc., as Lessee, dated December 23, 1992 for Waffle House Unit No. 882 located at 3998 Methodist Circle, Bessemer, AL |
| 908 (Priceville) | Rt. 4, Box 35 Decatur, AL 35603 | Morgan | Lease Agreement (FPA) between Waffle House, Inc., as Lessor and Treetop Enterprises, Inc., as Lessee, dated June 24, 1993 for Waffle House Unit No. 908 located at Rt. 4, Box 37, I-65 & SR 67, Priceville, AL |
| 916 (Monteagle) | I-24 & Hwy. 64 Monteagle, TN 37356 | Grundy | Lease Agreement (FPA) between Waffle House, Inc., as Lessor and Treetop Enterprises, Inc., as Lessee, dated September 13, 1993 for Waffle House Unit No. 916 located at I-24 & US 64, Monteagle, TN |
| 950 (Spence Lane) | 816 Murfreesboro Road Nashville, TN 37217 | Davidson | Lease Agreement (FPA) between Waffle House, Inc., as Lessor and Treetop Enterprises, Inc., as Lessee, dated March 2, 1994 for Waffle House Unit No. 950 located at 816 Murfreesboro Road, Nashville, TN |
| 1036 (Tullahoma) | 1919 N. Jackson Street Tullahoma, TN 37388 | Coffee | Lease Agreement (FPA) between Waffle House Holding Co., Inc. as Lessor and Treetop Enterprises, Inc. as Lessee dated May 24, 1995 for Waffle House Unit No. 1036 located at 1910 North Jackson Street, Tullahoma, TN |

EXHIBIT "D"
OPERATING AGREEMENTS

EXHIBIT D

OPERATING AGREEMENTS

Those certain Operating Agreements between, among others, Treetop Enterprises, Inc. and Waffle House, Inc., and/or Waffle House Holding Co., Inc., one Operating Agreement was entered into for each of the following units:

| <u>UNIT NO.</u> | <u>STORE ADDRESS</u> |
|---------------------|--|
| 121 | 1130 W. South Blvd. & I-65 Montgomery, AL 36105 |
| 122 | 710 Eastern By-Pass & I-85 Montgomery, AL 36105 |
| 129 | 185 Oxmoor Road & I-65 Homewood, AL 35209 |
| 184 | I-24 & U.S. 231 Murfreesboro, TN 37130 |
| 185 | I-40 & U.S. #231 Lebanon, TN 37087 |
| 208 | 1833 Bankhead Hwy. East Irondale, AL 35210 |
| 217 | 1324 Pinson Valley Pkwy. Tarrant, AL 35210 |
| 235 | 3109 1/2 Hwy. 49 North & I-59 Hattiesburg, MS 39401 |
| 239 | I-24 & Harding Place Nashville, TN 37211 |
| 246 | I-40 East & Old Hickory Blvd. Hermitage, TN 37076 |

EXHIBIT D

OPERATING AGREEMENTS

| <u>UNIT NO.</u> | <u>STORE ADDRESS</u> |
|---------------------|---|
| 262 | 824 East Main Street Prattville, AL 36067 |
| 270 | 2202 6th Avenue, S.E. Decatur, AL 35601 |
| 271 | I-65 & Two Mile Pike Goodlettsville, TN 37072 |
| 279 | 1204 Highway 45 North Columbus, MS 39701 |
| 287 | 3913 University Drive & Jordan Lane Huntsville, AL 35801 |
| 291 | 853 North Gloster Tupelo, MS 38801 |
| 305 | I-24 & Haywood Lane Antioch, Tn 37013 |
| 312 | 801 Highway 78, East Jasper, AL 35501 |
| 320 | 6930 Charlotte Pike & I-40 West Nashville, TN 37209 |
| 322 | I-20 & U.S. 45 at Old Bonita Road Meridian, MS 39301 |
| 324 | 3613 S. Memorial Pkwy. at Airport Road Huntsville, AL 35801 |

EXHIBIT D

OPERATING AGREEMENTS

| <u>UNIT NO.</u> | <u>STORE ADDRESS</u> |
|---------------------|--|
| 338 | 710 Sixth Avenue, N.E. Decatur, AL 35601 |
| 404 | 4117 Troy Highway Montgomery, AL 36116 |
| 428 | I-65 & State Road 83 Evergreen, AL 36401 |
| 490 | 2321 Highway 46-S Dickson, TN 37055 |
| 511 | 408 Robertson Avenue & I-40 West Nashville, TN 37206 |
| 529 | 1110 Murfreesboro Road Nashville, TN 37217 |
| 665 | 6737 U.S. Hwy. 49 North Hattiesburg, MS 39401 |

EXHIBIT "E"

THIRD PARTY LEASES

EXHIBIT "E"

| <u>UNIT NO.</u> | <u>TENANT NAME</u> | <u>STORE ADDRESS</u> | <u>DATE OF LEASE</u> | <u>LANDLORD</u> |
|-----------------|---------------------------|--|----------------------|--|
| 121 | Treetop Enterprises, Inc. | 1130 W. South Blvd. & I-65 Montgomery, AL 36105 | June 20, 1972 | The Taylor Company Suite 300 416 - 12th Street Columbus, GA 31901 |
| 122 | Treetop Enterprises, Inc. | 710 Eastern By-Pass & I-85 Montgomery, AL 36105 | July 11, 1971 | Barbara Hill 5010 Mountainview Pk Birmingham, AL 3524 |
| 129 | Treetop Enterprises, Inc. | 185 Oxmoor Road & I-65 Homewood, AL 35209 | May 7, 1973 | First Alabama Bank P.O. Box 2128 Anniston, AL 36208 |
| 184 | Treetop Enterprises, Inc. | I-24 & U.S. 231 Murfreesboro, TN 37130 | December 31, 1976 | Jean Swart Harris, Trust 5100 Linbar Drive Nashville, TN 37211 (Building Lease) |
| | Treetop Enterprises, Inc. | 1-24 & U.S. 231 Murfreesboro, TN 37130 | September 1, 1973 | Alyne N. Harrison Thomas Henry Harrison III Hames N. Harrison (Land Lease) |
| 185 | Treetop Enterprises, Inc. | I-40 & State Highway 42 Cookeville, TN 38501 | September 21, 1973 | Charles T. Lowe, Jr. 106 Plaza Center Lebanon, TN 37087 |
| 208 | Treetop Enterprises, Inc. | 1833 Bankhead Hwy. East Irondale, AL 35210 | March 31, 1975 | Walter L. Berry, Jr. 4217 Old Leeds Lane Birmingham, AL 35213 |
| 217 | Treetop Enterprises, Inc. | 1324 Pinson Valley Pkwy. Tarrant, AL 35210 | March 31, 1975 | Estate of J.C. Faulkner 402 Downtown Plaza Tuscaloosa, AL 35401 |
| 235 | Treetop Enterprises, Inc. | 3109 1/2 Hwy. 49 North & I-59 Hattiesburg, MS 39401 | September 29, 1975 | Robert L. Hickman and Yvonne M. Hickman 1976 Castleway Drive, N Atlanta, GA |
| 239 | Treetop Enterprises, Inc. | I-24 & Harding Place Nashville, TN 37211 | October 16, 1975 | John Richard Miller P.O. Box 436 Brewton, AL 36427 |
| 246 | Treetop Enterprises, Inc. | I-40 East & Old Hickory Blvd. Hermitage, TN 37076 | September __, 1975 | Pattie F. Lester 215 Lynwood Terrace Nashville, TN 37205 |
| 262 | Treetop Enterprises, Inc. | 824 East Main Street Prattville, AL 36067 | December 1, 1975 | Buford and Huie Gilmore P.O. Drawer 1 Prattville, AL 36067 |

| <u>UNIT NO.</u> | <u>TENANT NAME</u> | <u>STORE ADDRESS</u> | <u>DATE OF LEASE</u> | <u>LANDLORD</u> |
|-----------------|---------------------------|---|----------------------|---|
| 270 | Treetop Enterprises, Inc. | 2202 6th Avenue, S.E. Decatur, AL 35601 | November 1, 1976 | Pattie F. Lester 215 Lynwood Terrace Nashville, TN 37205 |
| 271 | Treetop Enterprises, Inc. | I-65 & Two Mile Pike Goodlettsville, TN 37072 | May 17, 1976 | B.S. Fitzpatrick 3133 McGavock Pike Nashville, TN 37214 |
| 279 | Treetop Enterprises, Inc. | 1204 Highway 45 North Columbus, MS 39701 | April 5, 1976 | L&D, Inc. 624 Main Street Columbus, MS 39701 |
| 287 | Treetop Enterprises, Inc. | 3913 University Drive & Jordan Lane Huntsville, AL 35801 | November 5, 1976 | Guy J. Spencer, Jr., M.C. Sims and Donald Spence Trustees P.O. Box 45 Huntsville, AL 35804 Lookout Realty Company Inc. 10 Folts Circle Chattanooga, TN 37415 John Richard Miller P.O. Box 436 Brewton, AL 36427 |
| 291 | Treetop Enterprises, Inc. | 853 North Gloster Tupelo, MS 38801 | April 1, 1978 | Robert L. Hickman 1976 Castleway Drive Atlanta, GA 30345 |
| 305 | Treetop Enterprises, Inc. | I-24 & Haywood Lane Antioch, Tn 37013 | November __, 1977 | William L. Lester Joe E. Lester Tom C. Pollock 215 Lynwood Terrace Nashville, TN 37205 Jean Swart Harris, as Trustee of the Harris Trust Nathaniel D. Harris, Jr., Trustee of the Ezell Trust 5100 Linbar Drive Suite 115 Nashville, TN 37211 First Alabama Bank of Huntsville, N.A. as Trust for Walton and Martha C Fleming Grandchildren Trust Attention: Trust Dept. P.O. Box 680 Huntsville, AL 35804 Evelyn G. McBride 2303 Brookside Drive, SE Decatur, AL 35601 |
| 312 | Treetop Enterprises, Inc. | 801 Highway 78, East Jasper, AL 35501 | November 1, 1977 | |
| 320 | Treetop Enterprises, Inc. | 6930 Charlotte Pike & I-40 West Nashville, TN 37209 | March 29, 1978 | |
| 322 | Treetop Enterprises, Inc. | I-20 & U.S. 45 at Old Bonita Road Meridian, MS 39301 | March 5, 1980 | |
| 324 | Treetop Enterprises, Inc. | 3613 S. Memorial Pkwy. at Airport Road Huntsville, AL 35801 | January 17, 1978 | |
| 338 | Treetop Enterprises, Inc. | 710 Sixth Avenue, N.E. Decatur, AL 35601 | January 19, 1978 | |

| <u>UNIT NO.</u> | <u>TENANT NAME</u> | <u>STORE ADDRESS</u> | <u>DATE OF LEASE</u> | <u>LANDLORD</u> |
|-----------------|---------------------------|--|-------------------------------|--|
| 404 | Treetop Enterprises, Inc. | 4117 Troy Highway Montgomery, AL 36116 | April 1, 1980 | Robert L. Hickman 1976 Castleway Drive Atlanta, GA 30345 |
| 406 | Treetop Enterprises, Inc. | 1535 Montgomery Hwy. & I-65 Birmingham, AL 35216 | October 15, 1979 | Colonial Properties, Inc. P.O. Box 20160 Vestavia, AL 37211 |
| 428 | Treetop Enterprises, Inc. | I-65 & State Road 83 Evergreen, AL 36401 | May 15, 1981 | John Greal Rolls Brooklyn Road Evergreen, AL 36401 |
| 487 | Treetop Enterprises, Inc. | 1114 Bell Road & I-24 Antioch, TN 37013 | August 1, 1977 | Gleaves Properties 905 Gleaves Street Nashville, TN 37202 |
| 490 | Treetop Enterprises, Inc. | 2321 Highway 46-S Dickson, TN 37055 | November 29, 1976, as amended | Lucille N. Lyne W.E. Ezell, III Connie C. Tunstall as Partners in BLEZCO Venture I 5100 Linbar Drive Nashville, TN 37211 Lucianne F. Ezell 5100 Linbar Drive Nashville, TN 37211 |
| 511 | Treetop Enterprises, Inc. | 408 Robertson Avenue & I-40 West Nashville, TN 37206 | October 18, 1984 | Due West Restaurant, Inc. 6312 Kingsbury Drive Brentwood, TN 37027 |
| 529 | Treetop Enterprises, Inc. | 1110 Murfreesboro Road Nashville, TN 37217 | July 5, 1984 | Stuckey's of Hattiesburg, Inc. P.O. Box 301 Eastman, GA 31023 |
| 665 | Treetop Enterprises, Inc. | 6737 U.S. Hwy. 49 North Hattiesburg, MS 39401 | October 26, 1987 | Park Investors, Ltd. Suite 113 1608 13th Avenue South Birmingham, AL 35205 |
| 724 | Treetop Enterprises, Inc. | 9227 Parkway East Birmingham, AL 35206 | April 1, 1989 | Jean S. Harris 2343 Old Hickory Blvd. Nashville, TN 37215 |
| 775 | Treetop Enterprises, Inc. | 4896 University Drive Huntsville, AL 35816 | February 5, 1991 | Nathaniel P. Harris, Jr. 2343 Old Hickory Blvd. Nashville, TN 37215 |
| 801 | Treetop Enterprises, Inc. | 2597 Cobbs Ford Road Prattville, AL 36066 | January 10, 1992 | |

| <u>UNIT NO.</u> | <u>TENANT NAME</u> | <u>STORE ADDRESS</u> | <u>DATE OF LEASE</u> | <u>LANDLORD</u> |
|---------------------|------------------------------|---|----------------------|---|
| 802 | Treetop Enterprises, Inc. | I-40 East & Stewarts Ferry Pike Nashville, TN 37214 | January 10, 1992 | Nathaniel P. Harris, Jr. 2343 Old Hickory Blvd. Nashville, TN 37215 |

EXHIBIT "E"

| | | | |
|----------------------|---|------------|---|
| 1013 (Muscle Shoals) | 183 Hwy. 43 South Tuscumbia, AL 35674 | Colbert | Ground Lease Agreement between Martha L. Utley and Carl Edward Utley and Waffle House, Inc. dated July 24, 1994 |
| 1051 (Cason Lane) | 2427 Old Fort Parkway Murfreesboro, TN 37129 | Rutherford | Ground Lease Agreement between Robert W. Agee, as Lessor and Waffle House, Inc., as Lessee dated January 31, 1995, as subleased pursuant to that certain Lease Agreement (FPA) dated September 5, 1995, between Waffle House, Inc., as Lessor and Treetop Enterprises, Inc., as Lessee for Waffle House Unit No. 1051 located at 2427 Old Fort Parkway, Murfreesboro, TN 37219, together with an Agreement dated July 20, 1995 to purchase the leased property. |

EXHIBIT "F"

FRANCHISE AGREEMENTS

EXHIBIT "F"

FRANCHISE AGREEMENTS

(* means Owned Units)

| Unit No. | Address | Date of Agreement | Expiration Date Based Upon Treetop Enterprises, Inc. Records | Last Possible Expiration Date |
|----------|---|--|--|-------------------------------|
| 78* | 3421 McFarland Boulevard E & I-59, Tuscaloosa, AL 35401 | Renewal Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated September 26, 1990. | 09/25/2005 | 2005+ |
| 118* | I-40 E. & Donelson Pike, Nashville, TN 37214 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated January 5, 1972. | Unit has been closed | |
| 121 | 1130 W. South Blvd. & I-65 Montgomery, AL 36105 | Renewal Franchise Agreement between Waffle House Holding Co, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated April 1, 1992. | 03/31/2007 | 2007 |
| 122 | 710 Eastern By-Pass & I-85 Montgomery, AL 36105 | Renewal Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated April 1, 1992. | 03/31/2007 | 2007 |
| 129 | 185 Oxmoor Rd & I-65 Homewood, AL 35209 | Renewal Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated January 21, 1991. | 01/20/2006 | 2006+ |
| 150* | U.S. 82 By-Pass W. & Alabama 69 Northport, AL 35476 | Renewal Franchise Agreement between Waffle House, Inc. as Franchisor and Columbia Foods, Inc. as Franchisee dated May 4, 1993. | 05/03/2008 | 2008+ |
| 152* | I-24 & U.S. 41 Manchester, TN 37355 | Renewal Franchise Agreement between Waffle House Holding Co, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated July 7, 1993. | 07/06/2008 | 2008 |
| 159* | I-65 & Alabama Hwy 185 Greenville, AL 36307 | Renewal Franchise Agreement between Waffle House Holding Co. Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 4, 1993. | 05/03/2008 | 2008 |
| 184 | I-24 & U.S. 231 Murfreesboro, TN 37130 | Renewal Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated September 16, 1993. | 09/15/2008 | 2008 |
| 185 | I-40 & State Hwy. 42 Cookeville, TN 38501 | Renewal Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated September 16, 1993. | 09/15/2008 | 2008+ |

| | | | | |
|------|---|---|------------|-------|
| 208 | 1833 Bankhead Highway E Irondale, AL 35210 | Renewal Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 17, 1994. | 05/16/2009 | 2009 |
| 215* | I-40 & State Hwy 42 Cookeville, TN 38501 | Renewal Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated June 30, 1989. | 06/29/2004 | 2004+ |
| 217 | 1324 Pinson Valley Pkwy Tarrant, AL 35210 | Renewal Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated July 24, 1994. | 07/23/2009 | 2009 |
| 235 | 3109 1/2 Hwy 49 N & I-59 Hattiesburg, MS 39401 | Renewal Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated June 22, 1995. | 06/21/2010 | 2010 |
| 239 | I-24 & Harding Place Nashville, TN 37211 | Renewal Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 1, 1991. | 04/30/2006 | 2006+ |
| 246 | I-40 E. & Old Hickory Blvd Hermitage, TN 37076 | Renewal Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 1, 1991. | 04/30/2006 | 2006+ |
| 262 | 824 East Main Street Prattville, AL 36067 | Franchise Agreement between Waffle House, Inc. as Franchisor and Columbia Foods, Inc. as Franchisee dated April 28, 1976 as assigned by Columbia Foods, Inc. Foods, Inc. to Treetop Enterprises, Inc. on even date. | 04/27/1996 | 2006 |
| 270 | 2202 6th Avenue Decatur, AL 35601 | Renewal Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 1, 1992. | 04/30/2007 | 2007+ |
| 271 | I-65 & Two Mile Pike Goodlettsville, TN 37072 | Renewal Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 1, 1991. | 04/30/2006 | 2006+ |
| 279 | 1204 Highway 45 North Columbus, MS 39701 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated January 3, 1977. | 10/07/1996 | |
| 287 | 3913 University Drive & Jordan Lane Huntsville, AL 35801 | Renewal Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated April 1, 1992. | 03/31/2007 | 2007+ |
| 291 | 853 North Gloster Tupelo, MS 38801 | Renewal Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc., as Franchisee dated April 1, 1992. | 03/31/2007 | 2007 |
| 305 | I-24 & Haywood Lane Antioch, TN 37013 | Renewal Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated April 1, 1992. | 03/31/2007 | 2007 |

| | | | | |
|------|--|--|-------------------------|-------|
| 312 | 801 Highway 78 East Jasper, AL 35501 | Renewal Franchise Agreement between Waffle House, Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc., as Franchisee dated November 2, 1992. | 11/01/2007 | 2007 |
| 320 | 6930 Charlotte Pike & I-40 Nashville, TN 37209 | Renewal Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated December 28, 1992. | 12/27/2007 | 2007 |
| 322 | I-20 & U.S. 45 at Old Bonita Road Meridan, MS 39301 | Renewal Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated December 23, 1992. | 12/22/2007 | 2007 |
| 324 | 3613 S. Memorial Parkway at Airport Road Huntsville, AL 35801 | Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated December 28, 1992. | 12/27/2007 | 2007 |
| 338 | 710 Sixth Avenue, NE Decatur, AL 35601 | Renewal Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 4, 1993 | 05/03/2008 | 2008+ |
| 346* | I-65 & U.S. 31 Alabaster, AL 35007 | Renewal Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated August 30, 1993. | 08/29/2008 | 2008+ |
| 369* | 309 S. 16th & I-59 Laurel, MS | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated January 8, 1979. | Unit has been closed | |
| 404 | 4117 Troy Highway Montgomery, AL 36116 | Renewal Franchise Agreement between Waffle House Holding Co., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated December 16, 1994. | 12/15/2009 | 2009 |
| 406 | 1535 Montgomery Hwy & I-65 Birmingham, AL 35216 | Renewal Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated January 12, 1995. | 01/11/2010 | 2010+ |
| 428 | I-65 & State Road 83 Evergreen, AL 36401 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 25, 1981. | <u>05/24/96</u> | 2011 |
| 452* | Enterprise Blvd. & I-24 Lavergne, TN | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 11, 1982. | 05/10/1997 | 1997 |
| 456* | Alabama 69 & I-65 Cullman, AL 35055 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated September 15, 1982. | 09/14/1997 | 1997 |
| 472* | 941 Conference Drive Goodlettsville, TN 37072 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated November 29, 1982. | 11/28/1997 | 1997 |

| | | | | |
|------|---|--|------------|------|
| 473* | 4301 Sidco Drive & I-65 Nashville, TN 37204 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated January 17, 1983. | 01/16/1998 | 1998 |
| 478* | 1208 Roebuck Dr. Meridian, MS 39301 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated April 29, 1983. | 04/28/1998 | 1998 |
| 483* | I-65 & U.S. 96 Franklin, TN 37064 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 26, 1983. | 05/25/1998 | 1998 |
| 485* | 228 W. Trinity Ln & I-65 Nashville, TN 37207 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 26, 1983. | 05/25/1998 | 1998 |
| 487 | 1114 Bell Road & I-24 Antioch, TN 37013 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 26, 1983. | 05/25/1998 | 1998 |
| 490 | 2321 Highway 46-S Dickson, TN 37055 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 26, 1983. | 05/25/1998 | 1998 |
| 511 | 408 Robertson Avenue & I-40 West Nashville, TN 37206 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated November 7, 1983. | 11/06/1998 | 1998 |
| 528* | SR 96 & I-24 Murfreesboro, TN 37130 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated July 27, 1984. | 07/26/1999 | 1999 |
| 529 | 1110 Murfreesboro Road Nashville, TN 37217 | Franchise Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated July 27, 1984. | 07/26/1999 | 1999 |
| 561* | I-40 & U.S. 70 S. Nashville, TN 37221 | Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated July 9, 1985. | 07/08/2000 | 2000 |
| 563* | 2615 Zelda Road Montgomery, AL 36107 | Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated July 9, 1985. | 07/08/2000 | 2000 |
| 576* | 5108 Carmichael Rd. Montgomery, AL 36106 | Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated January 7, 1986. | 01/06/2001 | 2001 |
| 581* | 8979 Hwy 20 West Madison, AL 35758 | Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated February 26, 1986. | 02/25/2001 | 2001 |
| 584* | 2340 Elm Hill Pike Nashville, TN 37210 | Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated July 17, 1986. | 07/16/2001 | 2001 |
| 596* | 3116 N. Main Street Crossville, TN 38555 | Agreement between Waffle House, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated August 25, 1986. | 08/24/2001 | 2016 |

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|------|--|--|------------|-----------|
| 664* | 3023 Columbiana Road Vestavia Hills, AL 35216 | Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 25, 1988. | 05/24/2003 | 2002/2003 |
| 665 | 6737 U.S. Highway 49 N Hattiesburg, MS 39401 | Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 25, 1988. | 05/25/2003 | 2003+ |
| 682* | 4406 W. Hardy Street Hattiesburg, MS 39402 | Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated May 25, 1988 | 05/24/2003 | 2003+ |
| 706* | 3304 Dickerson Rd Nashville, TN 37207 | Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated July 13, 1989. | 07/12/2004 | 2004+ |
| 724 | 9227 Parkway East Birmingham, AL 35206 | Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated December 29, 1989. | 12/28/2004 | 2004+ |
| 735* | 1020 Oak Mountain Park Rd. Helena, AL 35080 | Franchise Agreement between Waffle House Holding Company., Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated April 3, 1990. | 04/02/2005 | 2005+ |
| 740 | 1407 Hwy. 72 East Athens, AL 35611 | Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated April 25, 1990. | 04/24/2005 | 2005+ |
| 741 | 2231 7th Street South Clanton, AL 35045 | Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated April 25, 1990. | 04/24/2005 | 2005+ |
| 749 | 800 11th Street South Birmingham, AL 35205 | Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated August 30, 1990. | 09/29/2005 | 2005+ |
| 756* | 1128 Chalkville Rd Trussville, AL 35173 | Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated August 30, 1990. | 08/29/2005 | 2005+ |
| 759 | 1602 Jefferson Street Laurel, MS 39440 | Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated September 26, 1990. | 09/25/2005 | 2005+ |
| 775 | 4896 University Drive Huntsville, AL 35816 | Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated February 5, 1991. | 02/04/2006 | 2006+ |
| 801 | 2597 Cobbs Ford Road Prattville, AL 36066 | Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated September 5, 1991 | 09/04/2006 | 2006+ |
| 802 | I-40 East & Stewarts Ferry Pike Nashville, TN 37214 | Franchise Agreement between Waffle House Holding Company, Inc. as Franchisor and Treetop Enterprises, Inc. as Franchisee dated September 9, 1991 | 09/08/2006 | 2006+ |

together with those certain
FRANCHISE AGREEMENTS WITH TREETOP ENTERPRISES, INC.

| Unit No. | Address | County | Date | Expires |
|-------------------------|---|------------|----------|------------|
| 867 (Gardendale) | 500 Fieldstown Road Gardendale, AL 35071 | Jefferson | 10/20/92 | 10/19/2007 |
| 882 (Morgan Road) | 3998 Methodist Circle Bessemer, AL | Jefferson | 12/23/92 | 12/22/2007 |
| 908 (Priceville) | Rt. 4, Box 35 Decatur, AL 35603 | Morgan | 6/24/93 | 6/23/2008 |
| 916 (Monteagle) | I-24 & Hwy. 64 Monteagle, TN 37356 | Grundy | 9/13/93 | 9/12/2008 |
| 950 (Spence Lane) | 816 Murfreesboro Road Nashville, TN 37217 | Davidson | 3/2/94 | 3/1/2009 |
| 1013 (Muscle Shoals) | 183 Hwy. 43 South Tuscumbia, AL 35674 | Colbert | 3/16/95 | 3/15/2010 |
| 1033 (Race Track) | 1440 Gadsden Hwy. Birmingham, AL 35235 | Jefferson | 5/24/95 | 5/23/2010 |
| 1036 (Tullahoma) | 1919 N. Jackson Street Tullahoma, TN 37388 | Coffee | 5/24/95 | 5/23/2010 |
| 1051 (Cason Lane) | 2427 Old Fort Parkway Murfreesboro, TN 37129 | Rutherford | 9/5/95 | 9/4/2010 |

Inst # 1996-34103

6 10/14/1996-34103
09:00 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
120 MCD 306.00