

PROPERTY ADDRESS:
9134 Highway 119 South
Alabaster, Alabama

MEMORANDUM OF OPTION AGREEMENT

THIS MEMORANDUM OF OPTION AGREEMENT (this "Memorandum"), made and entered into this 11th day of November, 2004 by and among T & C FOODS, INC., an Alabama corporation, as "Licensee," ZAXBY'S FRANCHISING, INC., a Georgia corporation, as "ZFI," and T & V LEBLANC, LLC, a Georgia limited liability company, as "Landlord";

WITNESSETH:

THAT WHEREAS, Licensee, ZFI and Landlord have entered into that certain Option Agreement dated November 11, 2004 (said Option Agreement and any and all amendments thereto and renewals and extensions thereof being collectively referred to herein as the "Option Agreement") with respect to the real property described on Exhibit "A" attached hereto and by reference made a part hereof (the "Premises"); and

WHEREAS, pursuant to the Option Agreement, ZFI has an exclusive right and option to become the tenant of the Premises in place of Licensee, and Landlord is obligated to recognize ZFI as tenant in said event; and

WHEREAS, Licensee, ZFI and Landlord are desirous of restating certain of the terms and conditions of the Option Agreement;

NOW, THEREFORE, for and in consideration of the premises and Ten Dollars (\$10.00) and other good and valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged, Landlord and Licensee hereby agree that ZFI shall, and does hereby, have an exclusive and irrevocable right and option to become tenant of the Premises in the event Licensee should, for any reason, cease to be the tenant of the Premises, or in the event the License Agreement between Licensee and ZFI should ever, for any reason, be terminated or expire.

All the terms, conditions, provisions and covenants of the Option Agreement are incorporated herein by reference as though written out at length herein, and both the Option Agreement and this Memorandum shall be deemed to constitute a single instrument or document. This Memorandum is not intended to amend, modify, supplement or supersede any of the provisions of the Option Agreement, and to the extent there may be any conflict or inconsistency between the Option Agreement and this Memorandum, the Option Agreement shall control.

IN WITNESS WHEREOF, the parties have hereunto set their hands, affixed their seals and delivered these presents as of the day and year first above written.

LICENSEE:

T & C FOODS, INC.

By: Timothy P. LeBlanc
Name: Timothy P. LeBlanc
Title: President

Signed, sealed and delivered
in the presence of:

David C. Swymer
Witness

Julie Smith
Witness

State of Georgia

County of Forsyth

Attest: David C. Swymer
Name: David C. Swymer
Title: Secretary

[CORPORATE SEAL]

I, Julie Smith, the undersigned Notary Public in and for said County, in said State, hereby certify that Timothy P. LeBlanc and David C. Swymer, whose names as President and Secretary, respectively, of T & C Foods, Inc., an Alabama corporation, are signed to the foregoing instrument, and who have properly identified themselves to me, acknowledged before me on this day that, being informed of the contents of said instrument, they as said officers and with full authority, executed the same voluntarily on behalf of and as the act of said corporation.

Given under my hand and seal this 5th day of November, 2004.

Julie Smith
Notary Public
Commission Expiration: 2005

(NOTARY SEAL)

ZFI:

ZAXBY'S FRANCHISING, INC.

By:

Name: Tony D. Townley

Title: Vice President

[CORPORATE SEAL]

Signed, sealed and delivered
in the presence of:

[Signature]
Witness

[Signature]
Witness

State of Georgia

County of Oconee

I, Marianne Hinesley Perren, the undersigned Notary Public in and for said County, in said State, hereby certify that Tony D. Townley, whose name as Vice President of Zaxby's Franchising, Inc., a Georgia corporation, is signed to the foregoing instrument, and who has properly identified himself to me, acknowledged before me on this day that, being informed of the contents of said instrument, he as said officer and with full authority, executed the same voluntarily on behalf of and as the act of said corporation.

Given under my hand and seal this 11 day of November, 2004.

[Signature]
Notary Public

Commission Expiration: _____

(NOTARY SEAL)

Marianne Hinesley Perren
Notary Public, Oconee County Georgia
My Commission Expires June 21, 2008

LANDLORD:

T & V LEBLANC, LLC

By: Timothy P. LeBlanc (SEAL)
Name: Timothy P. LeBlanc
Title: Manager

Signed, sealed and delivered
in the presence of:

Trickland
Witness

Gann
Witness

State of Georgia

County of Forsyth

I, Julie Smith, the undersigned Notary Public in and for said County, in said State, hereby certify that Timothy P. LeBlanc, whose name as Manager of T & V LeBlanc, LLC, a Georgia limited liability company, is signed to the foregoing instrument, and who has properly identified himself to me, acknowledged before me on this day that, being informed of the contents of said instrument, he as Manager and with full authority, executed the same voluntarily on behalf of and as the act of said company.

Given under my hand and seal this 5th day of November, 2004.

Julie Smith
Notary Public
Commission Expiration: 2005

(NOTARY SEAL)

**EXHIBIT A
TO
MEMORANDUM OF OPTION AGREEMENT**

DESCRIPTION OF PREMISES

Lot 3, according to the Map of the White Stone Center Subdivision, as said Map appears of record in the Office of the Judge of Probate of Shelby County, Alabama, in Map Book 33, at Pages 138-A and 138-B.