

STATE OF ALABAMA
SHELBY COUNTY

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Send tax notice.
Capital Real Estate Investments LLC
4225 Executive Square, Suite 1070
LaJolla, CA 92037
Attention: Randy Rivera

STATUTORY WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration in hand paid to the undersigned **FAROOQI PROPERTIES, LLC**, a Nevada limited liability company (the "Grantor"), in hand paid by Grantee (as defined below), the receipt of which is acknowledged, the said Grantor does GRANT, BARGAIN, SELL AND CONVEY unto **CAPITAL REAL ESTATE INVESTMENTS LLC**, an Alabama limited liability company ("Capital"), an undivided twenty-one percent (21%) interest, and unto **PACIFICA KATIE AVENUE LLC**, a Nevada limited liability company ("Pacifica," collectively with Capital, the "Grantee"), an undivided seventy-nine percent (79%) interest in that certain real estate situated in Shelby County, Alabama, which is more particularly described in Exhibit A attached hereto and made a part hereof (the "Property").

It is expressly understood and agreed that this Statutory Warranty Deed is made subject to those certain exceptions more particularly set forth in Exhibit B attached hereto and made a part hereof (the "Exceptions").

TO HAVE AND TO HOLD the said Property unto the Grantee, together with all and singular the tenements, hereditaments and appurtenances thereunto belonging or in anywise appertaining, forever.

This Statutory Warranty Deed is executed without warranty or representation of any kind on the part of the Grantor, express or implied, except as against acts done or suffered by the Grantor that are not specifically excepted herein.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the Grantor has hereto set its signature and seal on the date of the acknowledgment of the Grantor's signature below, to be effective as of July 31, 2006.



20060807000381460 2/5 \$733.50
Shelby Cnty Judge of Probate, AL
08/07/2006 03:10:00PM FILED/CERT

GRANTOR:

FAROOQI PROPERTIES, LLC,
a Nevada limited liability company

By: 

Name: Nasir Farooqi

Its: President

STATE OF Alabama)
COUNTY OF Jefferson)

I, the undersigned authority, a Notary Public in and for said county in said State, hereby certify that Nasir Farooqi, whose name as the President of Farooqi Properties, LLC, a Nevada limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such representative and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal, this 31 day of July, 2006.


Notary Public

AFFIX SEAL

My commission expires: My Commission Expires 9/24/2007



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Exhibit A

Description of Land

PARCEL I:

Lot numbered Thirteen (13) in the Storrs and Troy allotment or plot of lands and lots, addition to the town of Montevallo, Shelby County, Alabama, according to the survey and plot of N. B. Dare, made January 22nd, 1884, which is duly recorded in the Office of the Probate Judge for Shelby County, Alabama, in Map Book 3, page 3. Said lot being situated in Shelby County, Alabama.

PARCEL II:

Lot 14, according to Storrs and Troy Addition to Town of Montevallo, Alabama, as surveyed by N. B. Dare, as recorded in Map Book 3, on page 3 in the Probate Office of Shelby County, Alabama; being situated in Shelby County, Alabama. EXCEPT the Southeast 10 feet for widening of Island Street.

PARCEL III:

Lot Number 16, in the Storrs and Troy allotment of lands as the Town of Montevallo, according to survey and plat of N. B. Dare, January 22, 1884, which is recorded in the Probate Court of said County in Map Book 3 page 3. LESS AND EXCEPT A part of Lot 16 in the Storrs and Troy Allotment of Lands at the Town of Montevallo, according to Survey and Plat of N. B. Dare, January 22, 1884, which is recorded in the Probate Court of said County in Map Book 3 page 3. Said part of Lot 16 being more particularly described as follows: Begin at the Northmost corner of said Lot 16, said point being on the southerly side of Main Street, and run along the easterly side of said Lot 16, towards Island Street for a distance of 100 feet; thence run in a southwesterly direction and parallel with Main Street a distance of 43 feet; thence run in a northwesterly direction and parallel with the easterly side of said Lot 16 a distance of 100 feet to the southerly side of Main Street; thence run in a northeasterly direction along said southerly side of Main Street a distance of 43 feet to the point of beginning.

All being situated in Shelby County, Alabama.

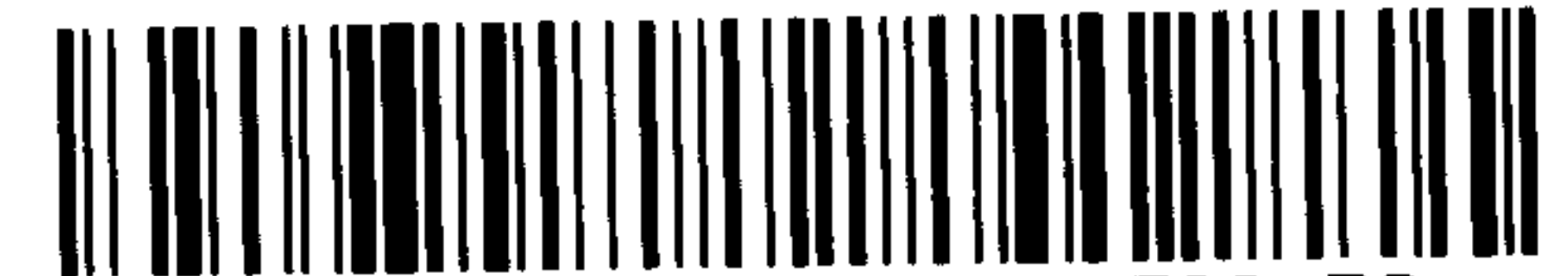
TOGETHER WITH:

PARCEL IV:

That tract of land situated between the existing Southeasterly right-of-way line of Main Street and the Southeasterly right-of-way line as recorded in Map Book 3, page 3, in the Office of the Judge of Probate of Shelby County, Alabama, which is Northwesterly of and perpendicular to Lot 13, and the Southwesterly 67.0 feet of Lot 16, of said Map Book 3, page 3, in the Storrs and Troy allotment or plot of lands and lots, Addition to the Town of Montevallo, Shelby County, Alabama, according to the survey of N. B. Dare, made January 22, 1884.

And also described as:

A tract of land being Lot 13, Lot 14 and a portion of Lot 16 in the Storrs and Troy allotment or plot of lands and lots Addition to the Town of Montevallo, Shelby County, Alabama according to the Survey and Plot of N. B. Dare, made January 22nd, 1884, which is duly recorded in the Office of the Probate Judge for Shelby County, Alabama, Map Book 3, page 3, said lots being situated in Shelby County, Alabama and being more particularly described as follows:



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Beginning at an iron pin located on the Southeast Corner of said Lot 14, said point being on the west 50 foot right-of-way margin of Island Street, said point also being the TRUE POINT OF BEGINNING; thence run S 52°52'30" W along the south boundary line of said Lot 14 and the west 50 foot right-of-way margin of Island Street for a distance of 101.50 feet to the Southwest Corner of said Lot 14; thence run N 36°45'00" W along the west boundary line of said Lot 14 for a distance of 204.23 feet to the Northwest Corner of said Lot 14 and a point on the south boundary line of said Lot 13; thence run S 53°15'00" W along said south boundary line of Lot 13 for a distance of 8.50 feet to the Southwest Corner of said Lot 13; thence run N 36°45'00" W along the west boundary line of said Lot 13 for a distance of 199.09 feet to a point on the south 80 foot, platted, right-of-way margin of North Main Street; thence run N 51°42'55" E along said south 80 foot, platted, right-of-way margin for a distance of 177.08 feet to a point on the west boundary line of the property owned by Loyd V. Harris and Cliffortine K. Harris, Deed Book 310, page 417, on record at said Probate Office; thence run S 36°45'00" E along said west boundary of the Harris property for a distance of 100.00 feet to the Southwest Corner of said Harris property; thence run N 51°42'55" E along the south boundary line of said Harris property for a distance of 43.00 feet to a point on the east boundary line of said Lot 16; thence run S 36°45'00" E along said east boundary line of Lot 16 for a distance of 104.98 feet to the Southeast Corner of said Lot 16; thence run S 53°15'00" W along the south boundary line of said Lot 16 for a distance of 110.00 feet to the Southwest Corner of said Lot 16 and the Northeast Corner of said Lot 14; thence run S 36°45'00" E along the east boundary line of said Lot 14 for a distance of 203.56 feet to a point and back to the TRUE POINT OF BEGINNING.

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Exhibit B

Exceptions

1. The lien of ad valorem taxes for the year 2006 and subsequent years.
2. Mining and mineral rights not owned by the Grantor. Shelby County, AL 08/07/2006
State of Alabama
3. Any applicable zoning ordinances. Deed Tax: \$710.50
4. Use Restrictions and Purchase Covenants as defined in the Franchise Agreement, Agreement and rights of American Commercial Capital L.L.C. and its successors and assigns ("ACC") as set forth in the intercreditor Agreement between Hardee's Food Systems, Inc., as franchisor, and ACC, such restrictions, covenants and rights being disclosed in the Special Warranty Deed into Farooqi Properties, LLC, a Nevada limited liability company, filed for record January 18, 2001 at 9:45 A.M. and recorded in Instrument 2001/01914, in the Probate Office of Shelby County, Alabama.