



20080603000224340 1/4 \$21.00
Shelby Cnty Judge of Probate, AL
06/03/2008 01:17:53PM FILED/CERT

This instrument was prepared by
and after recording return to:
Walter W. Hays, Jr.
Fortson, Bentley and Griffin, P.A.
2500 Daniell's Bridge Road
Building 200, Suite 3A
Athens, Georgia 30606
(706) 548-1151

TERMINATION OF OPTION AGREEMENT

This Termination of Option Agreement (this "Agreement"), made and entered into this _____ day of May, 2008, by and among **CHICKEN SCRATCH, INC.**, an Alabama corporation (hereinafter referred to as "Licensee"), **ZAXBY'S FRANCHISING, INC.**, a Georgia corporation (hereinafter referred to as "ZFI"), and **VALLEYDALE LAND CO., LLC**, an Alabama limited liability company (hereinafter referred to as "Landlord");

WITNESSETH:

THAT WHEREAS, Chicken Scratch, Inc., ZFI, and Carter Mason Investments, LLC entered into that certain Option Agreement dated December 9, 2005 (the "Option Agreement"), a Memorandum of which is recorded as document number 20060404000154760 in the Office of the Judge of Probate of Shelby County, Alabama, with respect to certain real property more particularly set forth and described on **EXHIBIT "A"** and by reference made of part hereof (the "Premises");

WHEREAS, Carter Mason Investments, LLC conveyed the Premises, which was subject to the Option Agreement, to Landlord by General Warranty Deed dated June 8, 2006 and recorded as document number 20060622000300410 on June 22, 2006 in the Office of the Judge of Probate of Shelby County, Alabama.

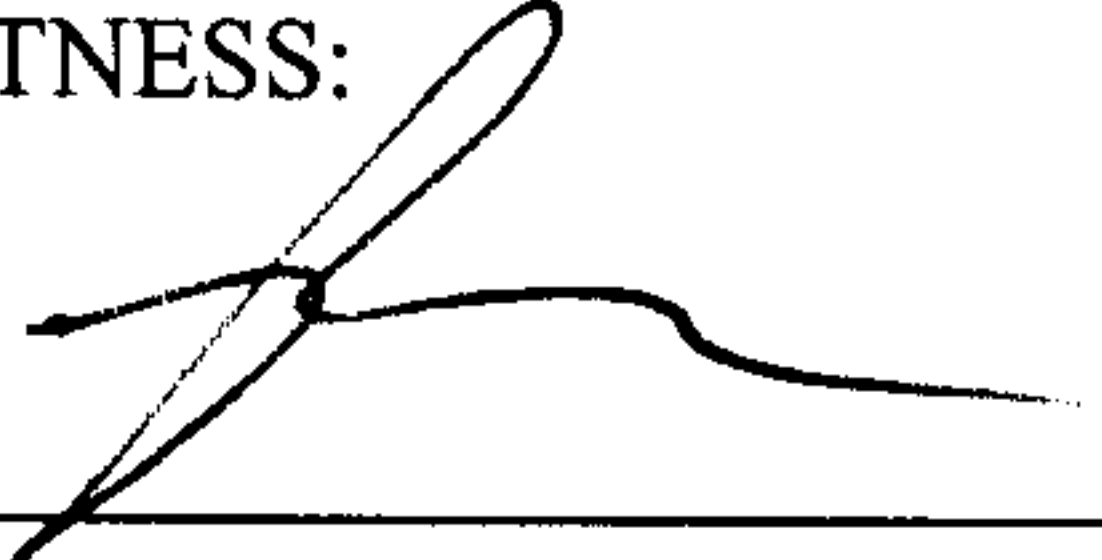
WHEREAS, the parties are desirous of terminating the Option Agreement.

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, Licensee, ZFI and Landlord agree that the Option Agreement is, and shall be, as of the date hereof, terminated and that parties hereto shall have no further rights or obligations thereunder.

This Agreement is governed by and shall be construed in accordance with the laws of the State of Georgia.

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

WITNESS:



Gingerlei A. Puni

LICENSEE:

CHICKEN SCRATCH, INC.

By:

Name: Courtney H. Mason, Jr.

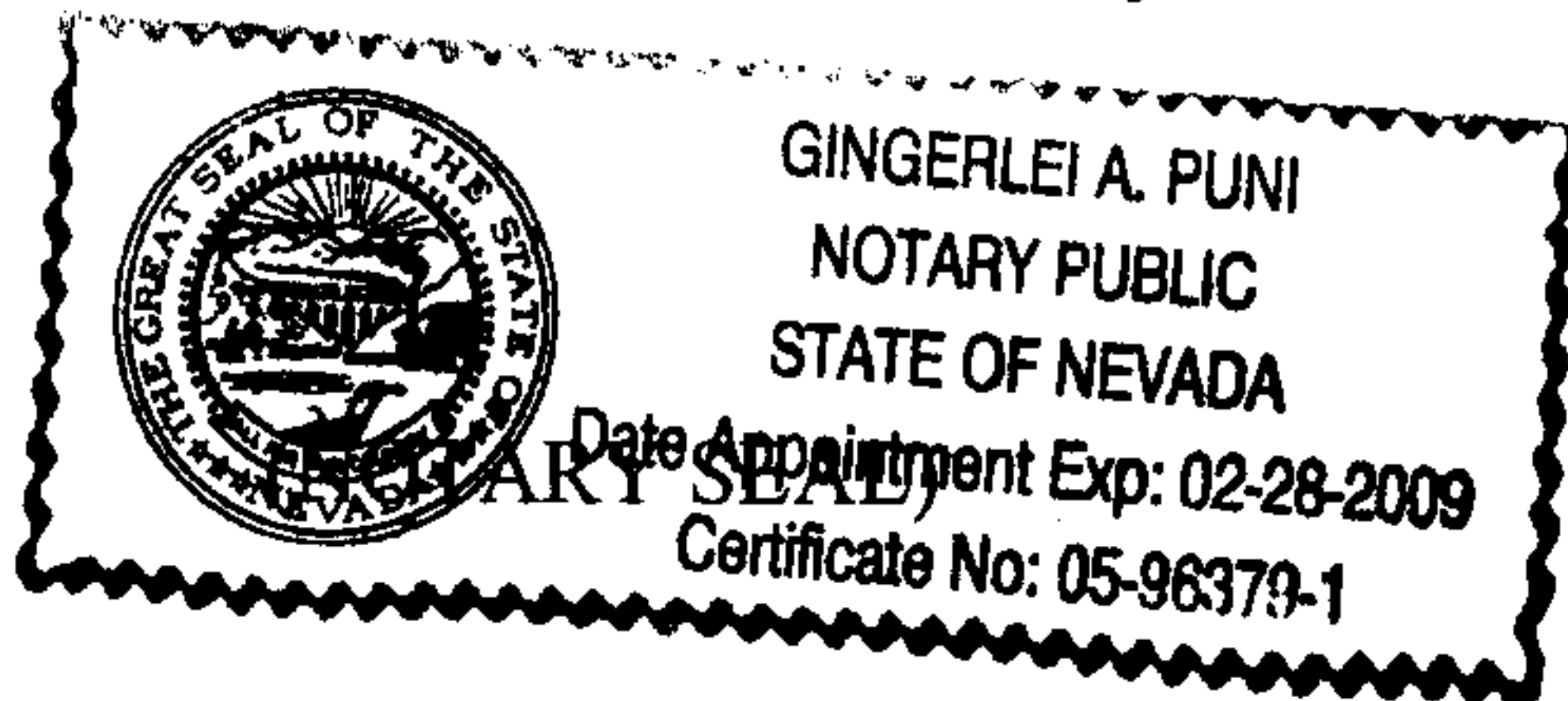
Title: President

[CORPORATE SEAL]

State of Nevada
County of Clark

I, a Notary Public of said County and State, certify that Courtney H. Mason, Jr., personally came before me this day and acknowledged that he is President of Chicken Scratch, Inc., and that he, as President, being authorized to do so, executed the foregoing on behalf of the corporation.

Given under my hand and seal this 20th day of May, 2008.




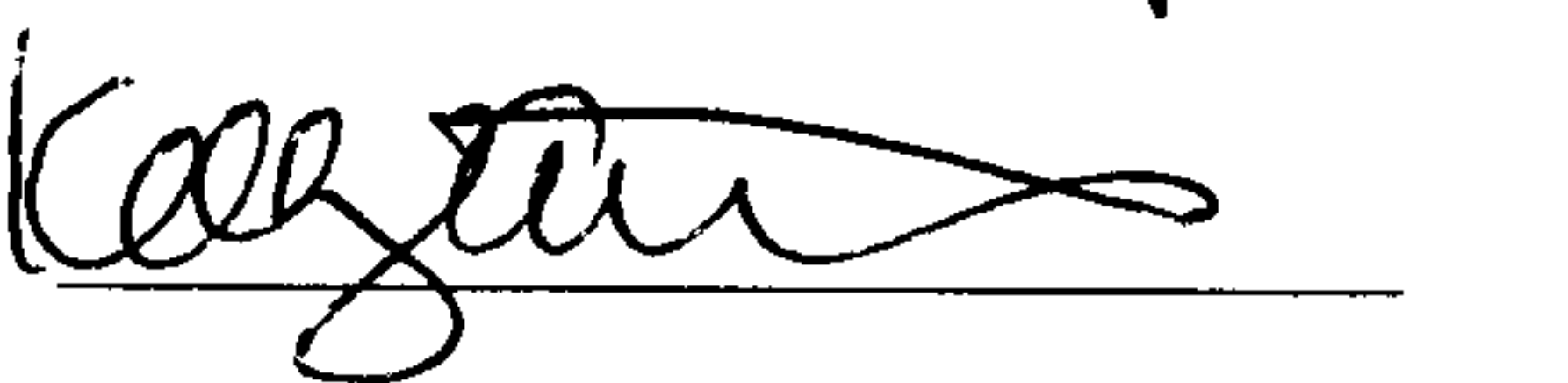


Notary Public

My commission expires: 02-28-2009

WITNESS:





ZFI:

ZAXBY'S FRANCHISING, INC.

By:

Name: Amy C. Pritchett

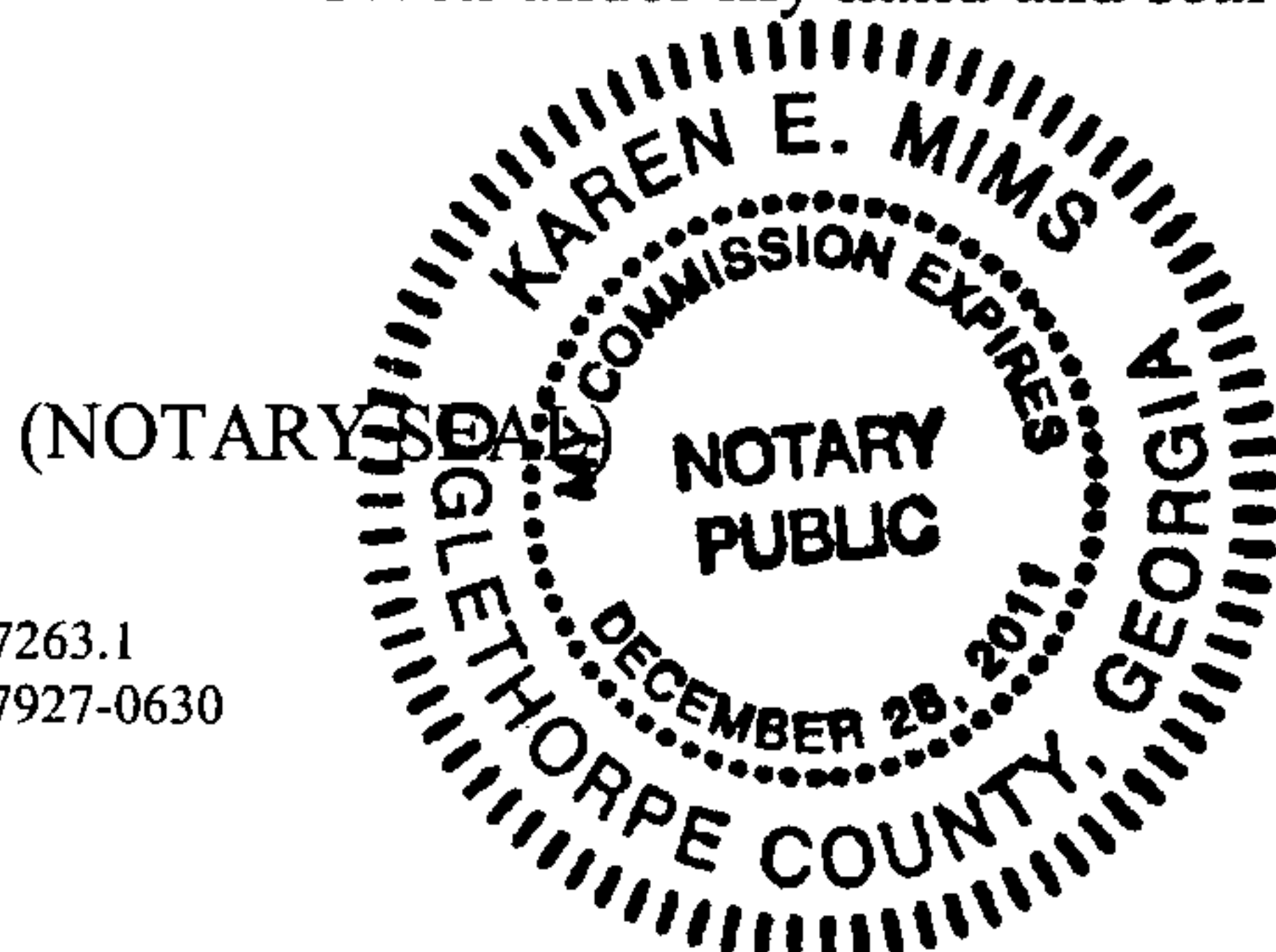
Title: Vice President of Franchise Administration

[CORPORATE SEAL]

State of Georgia
County of Oconee

I, a Notary Public of said County and State, certify that Amy C. Pritchett, personally came before me this day and acknowledged that she is Vice President of Franchise Administration for Zaxby's Franchising, Inc., and that she, as Vice President, being authorized to do so, executed the foregoing on behalf of the corporation.

Given under my hand and seal this 22 day of May, 2008.






Notary Public

My commission expires: _____

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WITNESS:

[Signature]
[Signature]

LANDLORD:

VALLEYDALE LAND CO., LLC

By:

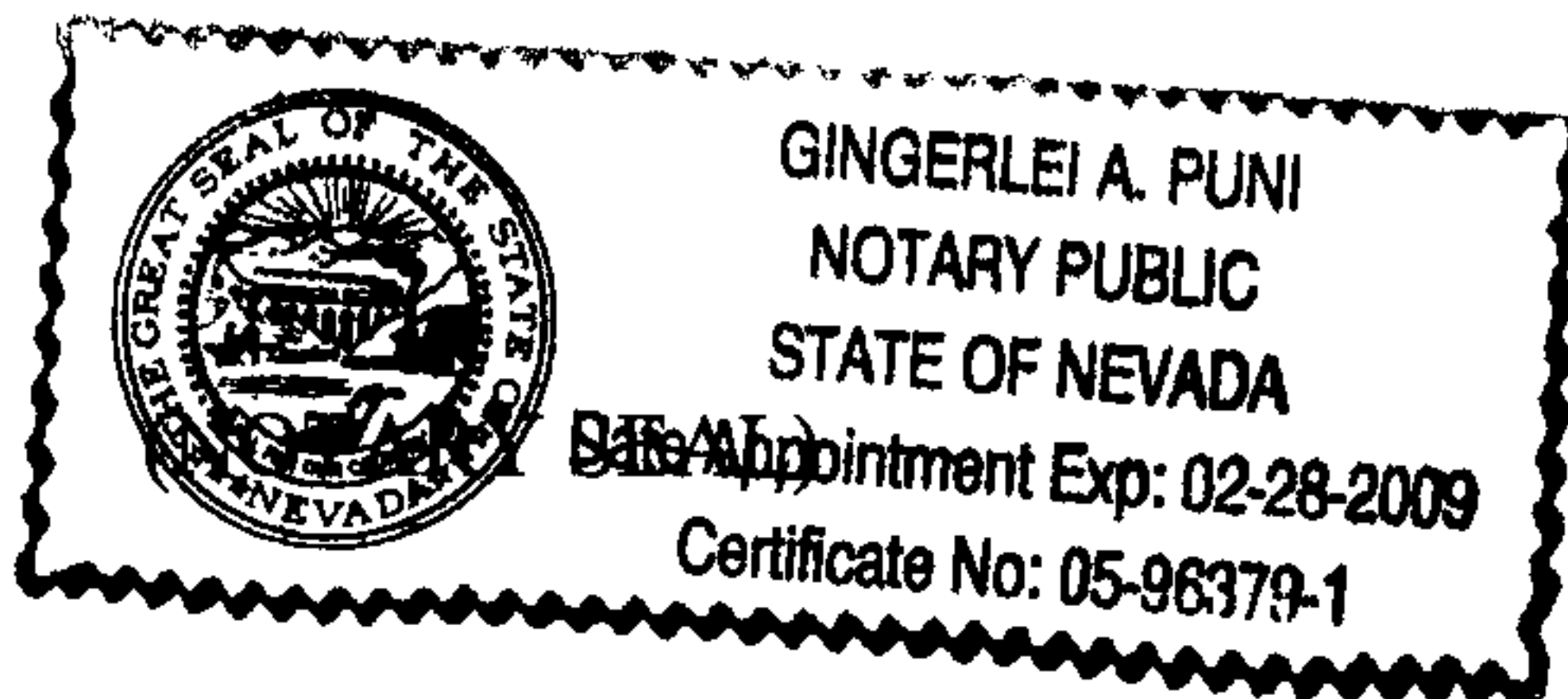
Name: Courtney H. Mason, Jr.

Title: Member

State of Nevada
County of Clark

I, a Notary Public of said County and State, certify that Courtney H. Mason, Jr., personally came before me this day and acknowledged that he is a member of Valleydale Land Co., LLC, and that he, as a Member, being authorized to do so, executed the foregoing on behalf of the company.

Given under my hand and seal this 20th day of May, 2008.



[Signature]

Notary Public

My commission expires: 02-28-2009

WITNESS:

[Signature]
[Signature]

State of Georgia
County of Oglethorpe

By:

Name: Russell H. Pate

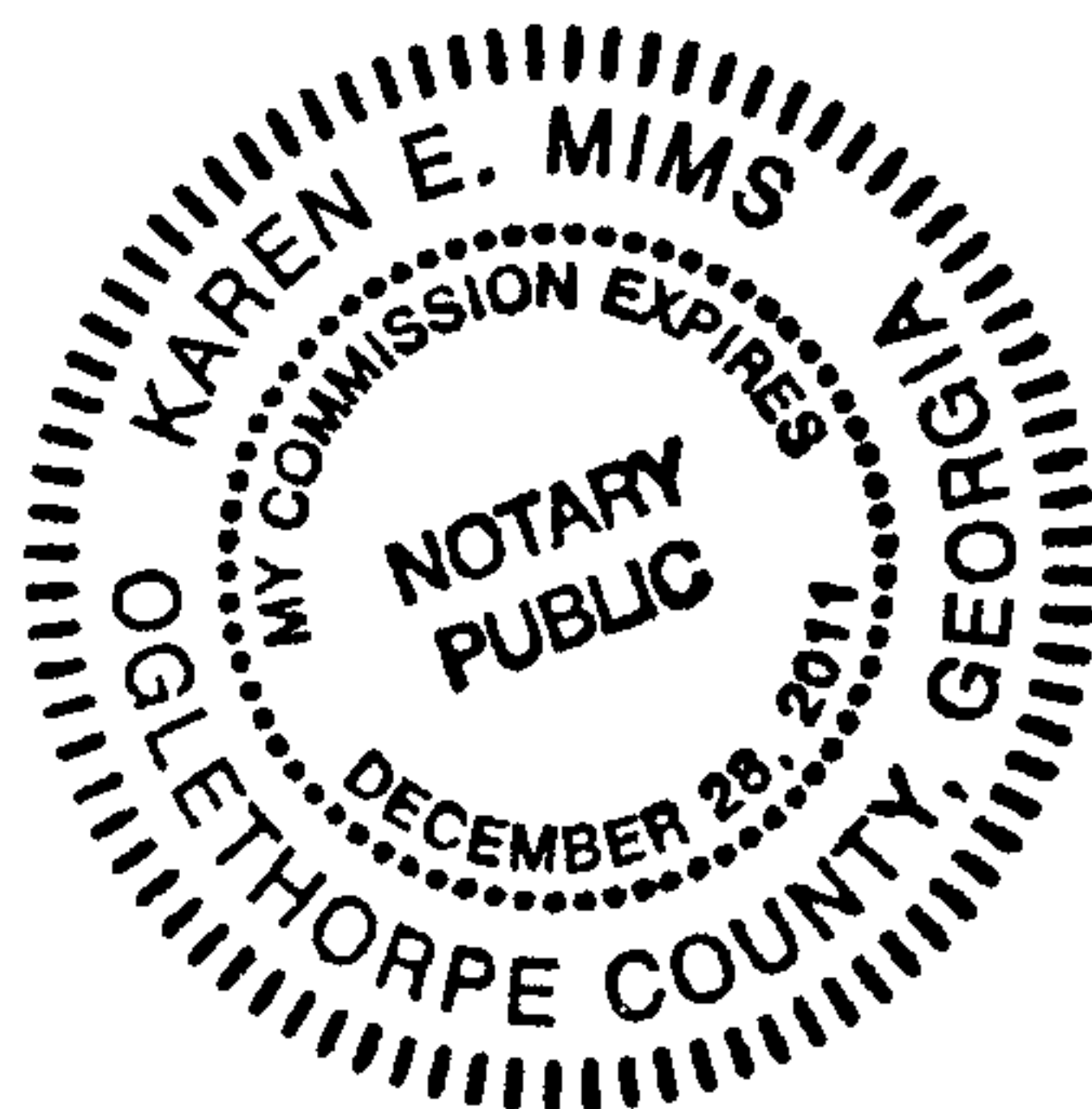
Title: Member

[SEAL]

I, a Notary Public of said County and State, certify that Russell H. Pate. personally came before me this day and acknowledged that he is a Member of Valleydale Land Co., LLC, and that he, as Member, being authorized to do so, executed the foregoing on behalf of the company.

WITNESS my hand and official seal, this the 22 day of May, 2008.

(SEAL)



[Signature]

Notary Public


My Commission Expires: _____



EXHIBIT A
LEGAL DESCRIPTION

Lot 1, according to the Survey of Lakeview Commercial Parc, as recorded in Map Book 35, Page 149, in the Probate Office of Shelby County, Alabama.

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