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Shelby Cnty Judge of Probate, AL
01/07/2009 03:50:18PM FILED/CERT

STATE OF ALABAMA

COUNTY OF SHELBY

PREPARED BY:
Frederick B. Tyler, Jr., Esq.
Waffle House, Inc.
5986 Financial Drive
Norcross, GA 30071

TERMINATION OF LEASE

THIS TERMINATION OF LEASE is made and entered into as of the 30th day of December, 2008, by and between **Calera Partners, LLC**, an Alabama limited liability company (hereinafter "Lessor") and **SouthEast Waffles, LLC**, a Tennessee limited liability company, (hereinafter "Lessee"), which parties in consideration of the mutual benefits hereof and other good and valuable consideration, the receipt and sufficiency of which consideration is hereby acknowledged, declare and agree as follows:

1. Lessor and Lessee are parties to that certain Lease Agreement (Land and Building) dated as of May 13, 2008 as evidenced by that certain Memorandum of Lease dated as of May 13, 2008 and recorded as **Instrument No. 20080522000208520** in the Office of the Probate Judge of Shelby County, Alabama (the "Lease"), which Lease affects the real property described in Exhibit "A", which is attached hereto and made a part hereof.
2. Lessor and Lessee agree that the Lease is fully and completely satisfied and terminated, so that neither party has any further outstanding rights or obligations thereunder.

[SIGNATURES ON FOLLOWING PAGES]

IN WITNESS WHEREOF, Lessor has hereunto set its hand and seal by and through its authorized official as of the date first written above.

CALERA PARTNERS, LLC, an Alabama limited liability company

By: Juliana M. Shaub

Name: Juliana M. Shaub

Title: Chief manager

STATE OF TENNESSEE

COUNTY OF DAVIDSON

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that JULIANNA M. Shaub, whose name as Chief Manager of CALERA PARTNERS, LLC, an Alabama limited liability company, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of said conveyance, he/she, as such officer and with full authority, executed the same voluntarily for and on behalf of said limited liability company.

Given under my hand and official seal this 9th day of December, 2008.

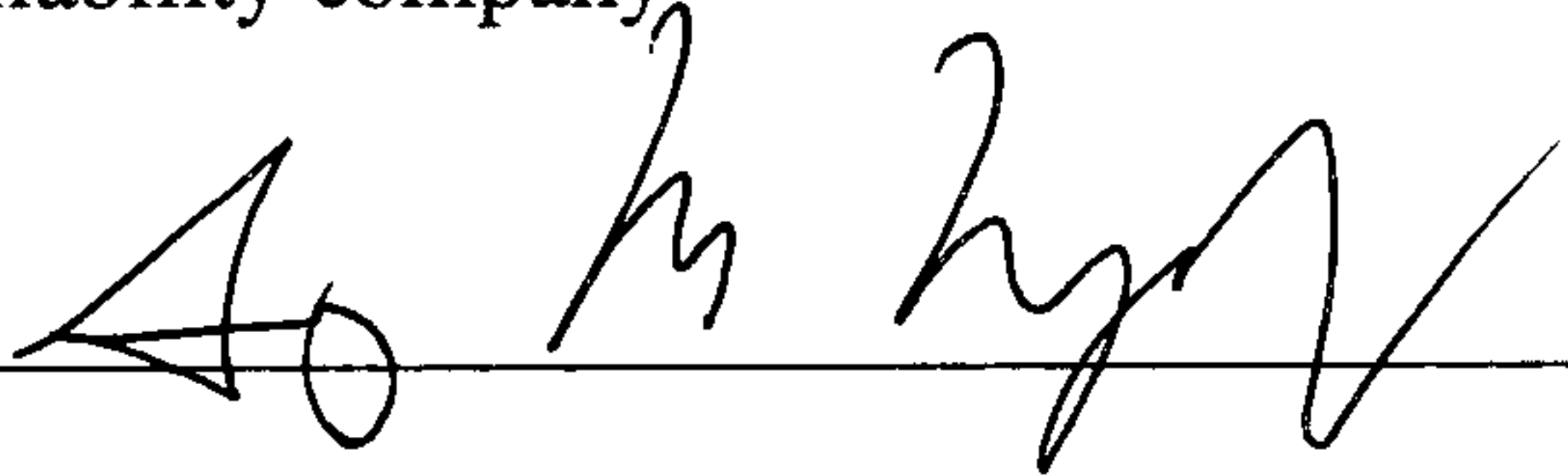
Linda Montalbano
Notary Public

Commission Expires: 8/23/2011



IN WITNESS WHEREOF, Lessee has hereunto set its hand and seal by and through its authorized official as of the date first written above.

SOUTHEAST WAFFLES, LLC, a Tennessee limited liability company

By: 

Name: Gary M. Murphey

Title: Chief Restructuring Officer

STATE OF TENNESSEE

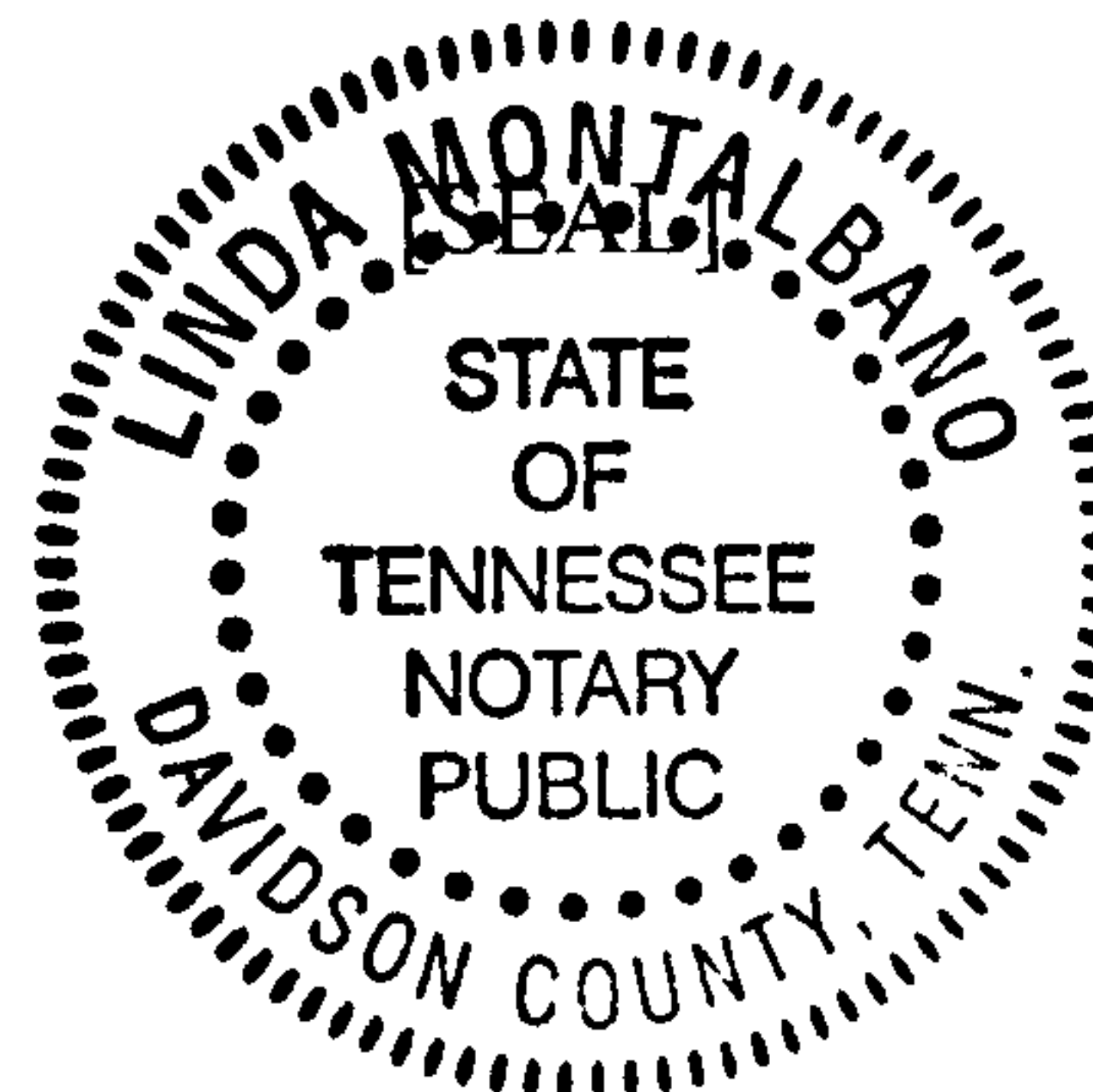
COUNTY OF DAVIDSON

I, the undersigned, a Notary Public in and for said county in said state, hereby certify that **Gary M. Murphey**, whose name as Chief Restructuring Officer of **SOUTHEAST WAFFLES, LLC**, a Tennessee limited liability company, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of said conveyance, he/she, as such officer and with full authority, executed the same voluntarily for and on behalf of said limited liability company.

Given under my hand and official seal this 8th day of December, 2008.


Notary Public

Commission Expires: 8-23-2011



My Commission Expires AUG. 23, 2011

EXHIBIT "A"

Legal Description

Lot 1A according to the Map and Survey of Wadsworth Subdivision, a commercial subdivision, as recorded in Map Book 28, page 2 in the Office of the Judge of Probate of Shelby County, Alabama and also described by metes and bounds as follows:

A parcel of land situated in the Northeast Quarter of Section 4, Township 22 South, Range 2 West, Shelby County, Alabama, as more particularly described as follows: COMMENCE at the Southeast corner of the Southeast Quarter of the Northeast Quarter of Section 4, Township 22 South, Range 2 West, Shelby County, Alabama, and run North along the East line of said quarter-quarter line for 113.74 feet; thence left $88^{\circ}25'30''$ and run Westerly for 619.11 feet; thence left $1^{\circ}02'30''$ and continue Westerly for 30.01 feet; thence right $91^{\circ}23'20''$ and run North for 30.01 feet; thence left $91^{\circ}36'25''$ and run Westerly for 567.45 feet to a point, said point being on the North right of way line of an unnamed street; thence right $1^{\circ}21'08''$ and continue Westerly along the said North right of way line for 310.74 feet; thence right $51^{\circ}17'03''$ and continue along the said North right of way line of 3.09 feet to a point on the East right of way line of U.S. Highway 31; thence right $21^{\circ}45'27''$ and run Northwesterly along said East right of way line of 234.25 feet to the point of parcel herein described; thence continue along said right of way line for 113.87 feet; thence right $105^{\circ}00'00''$ and leaving said right of way line and run Easterly for 252.00 feet; thence right $90^{\circ}00'00''$ and run Southerly for 110.00 feet; thence right $90^{\circ}00'00''$ and run Westerly for 222.53 feet back to the point of beginning.