

STATE OF ALABAMA)
)
JEFFERSON COUNTY)


20241118000357260 1/5 \$34.00
Shelby Cnty Judge of Probate, AL
11/18/2024 12:59:51 PM FILED/CERT

TERMINATION OF OPTION AGREEMENT

This **TERMINATION OF OPTION AGREEMENT** (this “Agreement”) is made effective as of the 12th day of January, 2024 (the “Effective Date”) by and among **CHICKEN SCRATCH AT VALLEYDALE, INC.**, an Alabama corporation (“Licensee”), **ZAXBY’S SPE FRANCHISOR LLC**, a Delaware limited liability company as successor-in-interest to **ZAXBY’S FRANCHISING, INC.**, a Georgia corporation (“ZFI”), and **VALLEYDALE LAND CO., LLC**, an Alabama limited liability company (“Landlord”) (Licensee, ZFI, and Landlord, each a “Party” and, collectively, the “Parties”).

W I T N E S S E T H:

WHEREAS, in connection with Licensee’s franchise arrangements with ZFI, the Parties entered into that certain Option Agreement dated June 2, 2016 (the “Option Agreement”) relating to the real property described on Exhibit “A” hereto, which Option Agreement is memorialized by a Memorandum of Option Agreement recorded with the Shelby County Judge of Probate on June 24, 2016 at Instrument No. 20160624000218930 (the “Memorandum”); and,

WHEREAS, after the Effective Date, Licensee will no longer be a franchisee of ZFI and will no longer be a tenant of Landlord in the subject premises;

WHEREAS, in order to clarify the real property records, the Parties wish to terminate the Option Agreement and the Memorandum.

NOW THEREFORE, the Parties hereto agree as follows:

1. Termination. The Parties agree that the Option Agreement and the Memorandum shall terminate on the Effective Date at 11:59 p.m. Central Time.
2. Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Landlord, Tenant, and Subtenant have each caused this Agreement to be executed as of the date first above written.



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[SIGNATURES AND ACKNOWLEDGEMENTS ON FOLLOWING PAGES]

CHICKEN SCRATCH AT VALLEYDALE, INC.

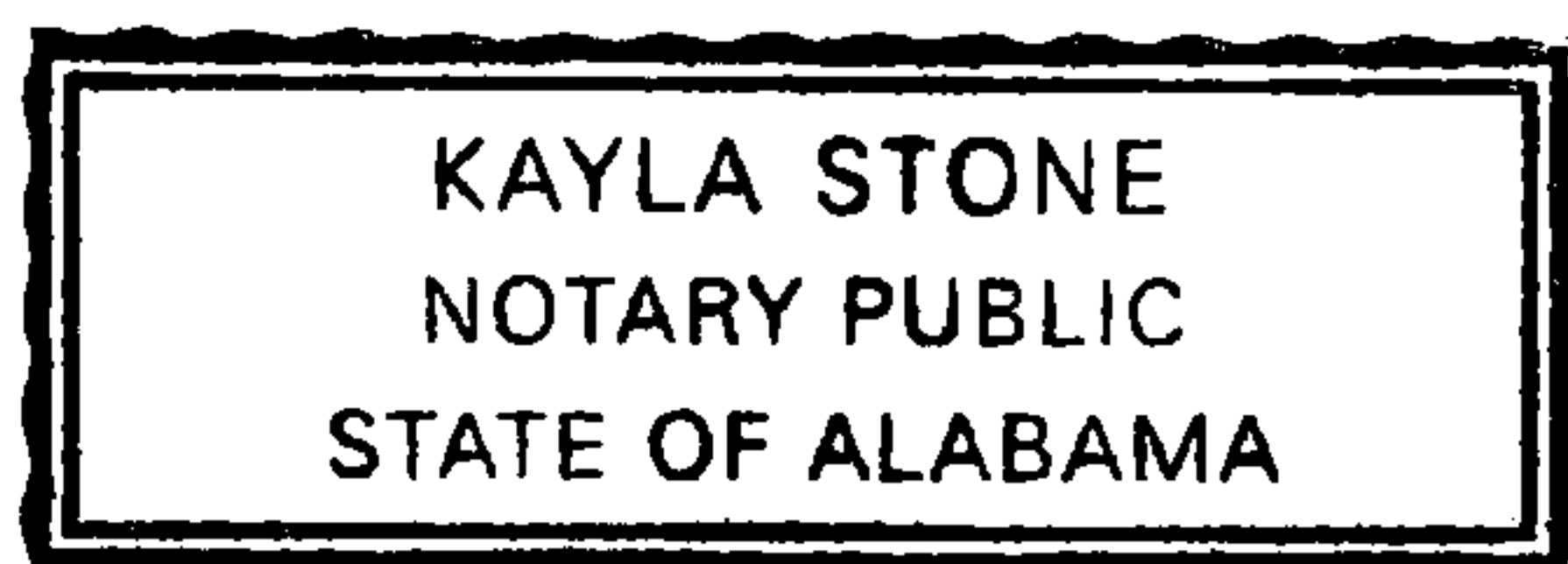

By: Russell H. Pate
Its: President

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, a notary public in and for said County in said State, hereby certify that Russell H. Pate, whose name as President of Chicken Scratch at Valleydale, Inc., an Alabama corporation, is signed to the foregoing and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 31 day of October, 2024.




NOTARY PUBLIC
MY COMMISSION EXPIRES 5/17/2028

[SIGNATURES AND ACKNOWLEDGEMENTS CONTINUED ON FOLLOWING PAGES]



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ZAXBY'S SPE FRANCHISOR LLC

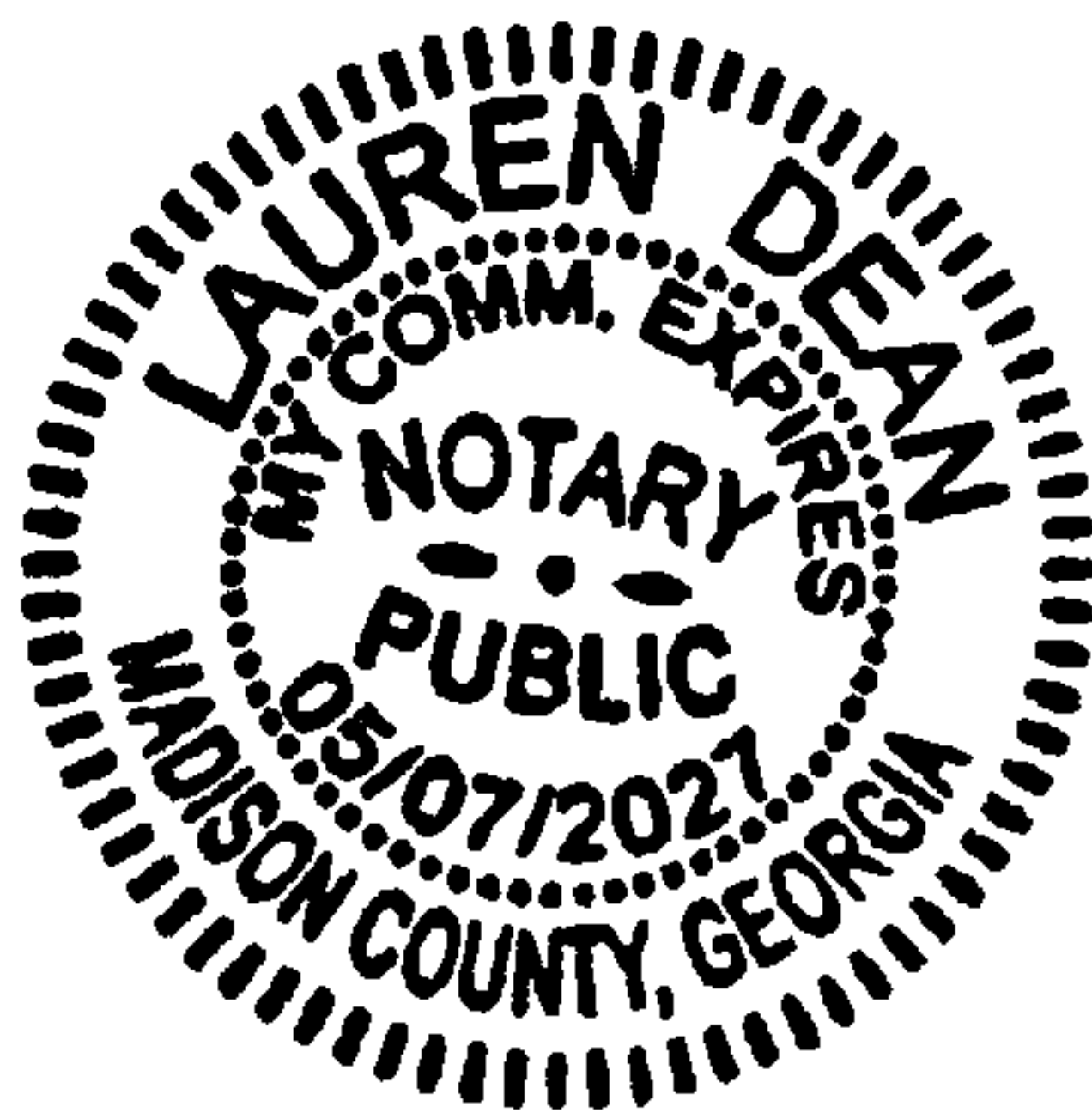
By: Robert T. Colvin
Its: Vice President, Controller

STATE OF GEORGIA)

Oconee **COUNTY)**

I, a notary public in and for said County in said State, hereby certify that Robert T. Colvin, whose name as Vice President, Controller, of Zaxby's SPE FRANCHISOR LLC., a Delaware limited liability company, is signed to the foregoing and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer 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 the 31 day of October, 2024.



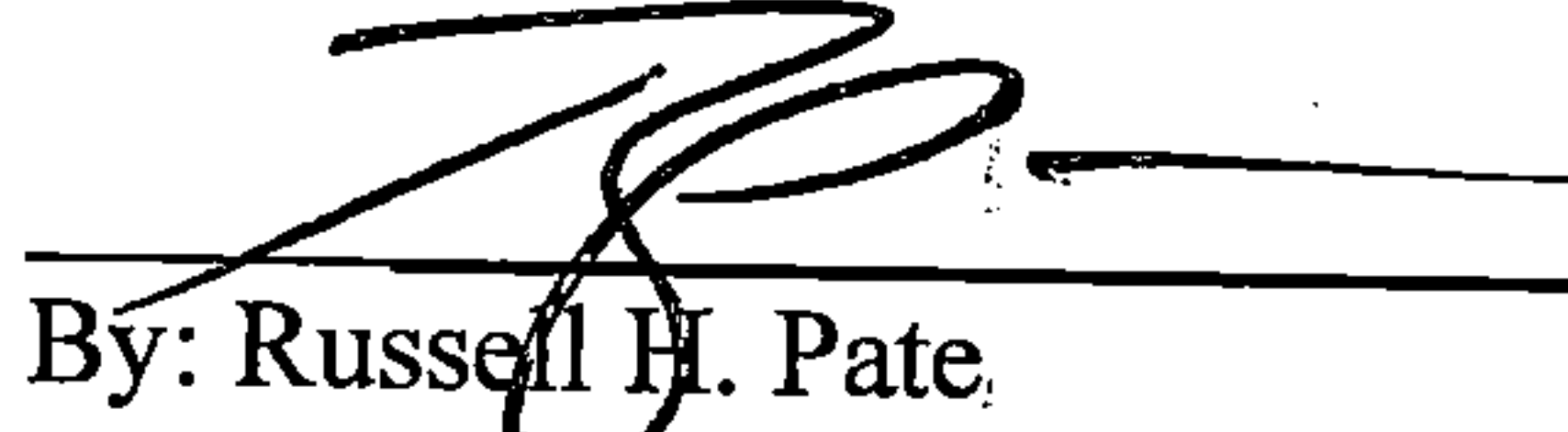
Lauren Dean
NOTARY PUBLIC
MY COMMISSION EXPIRES 05/07/2027

[SIGNATURES AND ACKNOWLEDGEMENTS CONTINUED ON FOLLOWING PAGES]



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VALLEYDALE LAND CO., LLC


By: Russell H. Pate

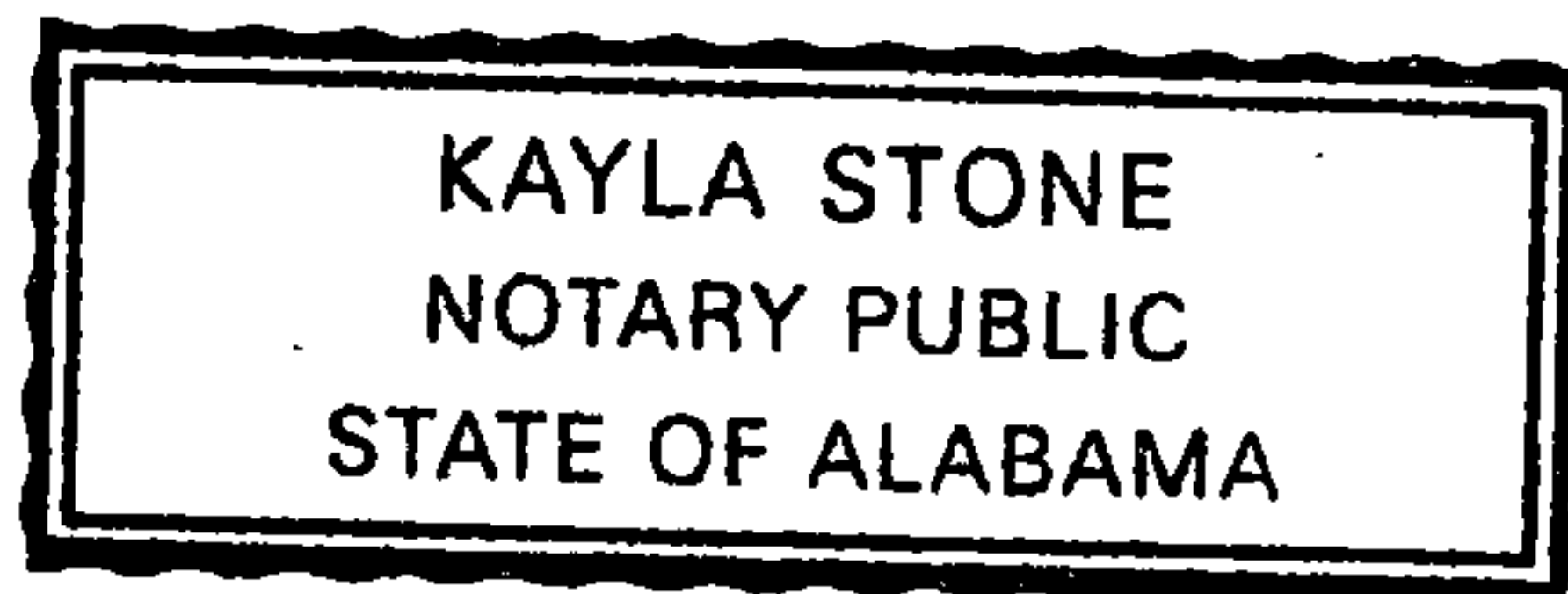
Its: Administrative Member

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, a notary public in and for said County in said State, hereby certify that Russell H. Pate, whose name as Administrative Member of Valleydale Land Co., LLC, an Alabama limited liability company, is signed to the foregoing and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer 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 the 31 day of October, 2024.





NOTARY PUBLIC

MY COMMISSION EXPIRES 5/17/2026



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EXHIBIT "A"

LOT 1, ACCORDING TO THE SURVEY OF LAKEWVIEW COMMERCIAL PARC, AS
RECORDED IN MAP BOOK 35, PAGE 149, IN THE PROBATE OFFICE OF SHELBY COUNTY,
ALABAMA.