

Premises:
1213 Thorndike Street
Palmer, Massachusetts

QUITCLAIM DEED

This indenture made the 26th day of December, 2002, by WENDY'S OLD FASHIONED HAMBURGERS OF NEW YORK, INC., an Ohio corporation, 4288 W. Dublin-Granville Road, Dublin, Ohio 43017, hereinafter referred to as "Grantor", to XCL ENTERPRISES, LLC, a Massachusetts limited liability company, whose address is 6114 Quin Abbey Court, Dublin, Ohio 43017, hereinafter referred to as "Grantee".

Witnesseth: That Grantor, for and in consideration of the sum of Four Hundred Twenty Five Thousand and 00/100 Dollars (\$425,000.00) paid by Grantee, the receipt and sufficiency of which is hereby acknowledged, grants to Grantee, its successors and assigns with Quitclaim Covenants all that certain real estate situated in the City of Palmer, County of Hampden, Commonwealth of Massachusetts, to-wit:

See Exhibit A attached hereto and made a part hereof.

Being the same real estate transferred to Grantor from Mark T. Baldyga, by deed recorded October 9, 2002, in the Hampden County Registry of Deeds, Book 12628, Page 196.

TO HAVE AND TO HOLD said property, together with all improvements and appurtenances belonging thereto, unto Grantee its successors and assigns in fee simple. Grantor conveys the real estate and Grantee accepts for itself and its successors, assigns, heirs and representatives such conveyance subject to the restriction that the real estate and the improvements located thereon shall be used exclusively for the operation of a Wendy's Old Fashioned Hamburgers Restaurant for a period of twenty (20) years following recordation of this deed.

1213 Thorndike Street Palmer, ma

Grantor does not warrant either expressly or impliedly the conditions or fitness of the real estate conveyed hereunder, any such warranty being hereby expressly negated. Grantee by acceptance hereof acknowledges that he has made a complete inspection of the real estate and is in all respects satisfied therewith and accepts the same "as is".

This conveyance does not constitute the sale of all or substantially all of the Grantor's property in Massachusetts.

Witness the following signatures of duly authorized officers of Grantor.

WITNESSES (as to both):

WENDY'S OLD FASHIONED HAMBURGERS OF NEW YORK, INC.

Joanne B. Krimm
Print Name: JOANNE B. KRIMM

By: Ronald E. Wallace
Title: RONALD E. WALLACE
Vice President

Carolyn A. Loeffler
Print Name: CAROLYN A. LOEFFLER

By: George Condos
Title: GEORGE CONDOS
Executive Vice President

Legal Dept. med

STATE OF OHIO
COUNTY OF FRANKLIN, SS:

The undersigned, a Notary Public in and for the above state and county, hereby certifies that on the 4th day of December, 2002, before me personally appeared RONALD E. WALLACE and GEORGE CONDOS, the Vice President and Executive Vice President respectively, of WENDY'S OLD FASHIONED HAMBURGERS OF NEW YORK, INC., an Ohio corporation, who are known to me as the persons and officers described in and who executed the foregoing instrument on behalf of said corporation, and who acknowledge that they held the positions or titles set forth in the instrument and certificate, that they signed the instrument on behalf of the corporation by proper

authority, and that the instrument was the free act and deed of the corporation for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year last aforesaid.



JOANNE B. KRIMM
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES JULY 23, 2006

Joanne B. Krimm

Notary Public

This Instrument Prepared By:
Michael G. O'Kane, Esq.
Wendy's International, Inc.
4288 W. Dublin-Granville Road
P. O. Box 256
Dublin, Ohio 43017

SPRINGFIELD
DEEDS REG 12
HAMILTON
12/26/02 3:50PM 01
00000 6699
FEE \$1938.00
CASH \$1938.00

EXHIBIT A

Legal Description

A certain parcel of land situated in Depot Village in the Town of Palmer, Hampden County, in the Commonwealth of Massachusetts, located on the southerly side of Thorndike Street, shown on a plan entitled "Plan of Land in Depot Village, PALMER MA prepared for Wendy's Old Fashioned Hamburgers of New York Inc. dated December 19, 2002 by SHERMAN and WOODS, Land Surveying & Engineering" and recorded in the Hampden County Registry of Deeds Plan Book 327, Page 105 bounded and described as follows:

Beginning at an iron pin on the southerly side of Thorndike Street at the northwesterly corner of land of Bonnie F. Trant, said pin also being S 69° 59' 00" W one hundred thirty one and 36/100 feet (131.36') from a point opposite Sta. 43+86.26 of the 1926 relocation of Thorndike Street, thence running;

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|-----------------|--|
| S 20° 01' 00" E | two hundred and 00/100 feet (200.00') along the westerly line of land of said Trant to an iron pin at land of 83 Worthen Street, Inc., thence turning and running; |
| S 69° 59' 00" W | one hundred and 00/100 feet (100.00') along last named land to an iron pin, thence turning and running; |
| N 20° 01' 00" W | thirty-eight and 68/100 feet (38.68') along last named land to an iron pin, thence turning and running; |
| S 82° 11' 04" W | seventy four and 87/100 feet (74.87') along last named land to an iron pin, thence turning and running; |
| N 60° 10' 01" W | forty one and 60/100 feet (41.60') along last named land to an iron pin, thence turning and running; |
| N 20° 01' 00" W | one hundred thirteen and 70/100 feet (113.70') along last named land to an iron pin on the southerly line of Thorndike Street, thence turning and running; |
| N 69° 59' 00" E | two hundred and 00/100 feet (200.00') along the southerly line of Thorndike Street to the point of beginning. |

Containing an area of 34,702 Sq. Ft. or 0.796 acres

The above described land is a combination of Lot 8 shown on Plan Book 86 page 74 and Parcel 2 shown on Plan Book 299 page 82, Hampden County Registry of Deeds.

CERTIFICATE

I, Dana Klein, hereby certify that I am the duly elected, qualified, and acting Assistant Secretary of Wendy's Old Fashioned Hamburgers of New York, Inc., an Ohio corporation (hereinafter referred to as the "Corporation"). By An Action Without Meeting of the Board of Directors of said Corporation which was executed on December 13, 2000, the following resolution was unanimously adopted:

RESOLVED, that the Chief Executive Officer, President or the Chief Financial Officer, acting alone, or any two of the following, to wit, the President & Chief Operating Officer - North America; any Executive Vice President, Senior Vice President and any Vice President, be, and they hereby are, authorized to execute in the name of the Corporation, any and all notes, loan agreements, commitment agreements, mortgages, deeds of trust, assignments of mortgage, leases, subleases, real estate purchase and sale contracts, deeds, easements, rights of way, construction agreements, and any and all other documents related to the acquisition of interests in real estate for Wendy's Old Fashioned Hamburgers restaurant sites or for other corporate purposes, the disposition of any interest in such real estate and the financing and construction of improvements on such real estate; and they further be, and they hereby are, authorized to execute in the name of the Corporation any guarantee of any obligation of the Corporation relating to the acquisition, disposition or financing of interests in real estate for Wendy's Old Fashioned Hamburgers restaurant sites or for other corporate purposes or relating to the financing and construction of improvements on such real estate.

I further certify that the foregoing resolution has not been altered, amended or repealed and is now in full force and effect.

Dated at Dublin, Ohio this 26th day of November, 20 02.



Dana Klein
Assistant Secretary

DONALD E. ASHE, REGISTER
WINDYBEN COUNTY DEPARTMENT OF DEEDS