



Bk: 3121 Pg: 194 Doc: DEED  
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**LIMITED WARRANTY DEED**

This indenture made the 17<sup>th</sup> day of December, 2004, 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 **SONDOCATT INVESTMENTS, L.L.C.**, a Massachusetts limited liability company, whose address is 6114 Quinn Abbey Court, Dublin, Ohio 43017, hereinafter referred to as "**Grantee**".

Witnesseth: That Grantor, for and in consideration of the sum of One Million Three Hundred Thirty-one Thousand Five Hundred Forty-five Dollars (\$1,331,545.00) ~~and other good and valuable consideration~~ in hand paid by Grantee, the receipt and sufficiency of which are hereby acknowledged, grants, bargains, sells and conveys to Grantee, its successors and assigns, <sup>with Limited Warranty Covenants</sup> all that certain real estate situated in the City of Pittsfield, County of Berkshire (Middle District), Commonwealth of Massachusetts, to-wit:

See Exhibit A attached hereto and made a part hereof.

Being the real estate transferred to Grantor from J. W. Kelly's Enterprises, Inc., by deed recorded August 19, 2004, in Deed Book 3023, Page 281, Berkshire (Middle District) County, Massachusetts Registry of Deeds. This sale does not constitute the sale of all or substantially all of the Grantor's assets.

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 warrants the title only against the claim of every person claiming by, through or under Grantor, but not otherwise and subject to: (1) zoning ordinances, legal highways, restrictions, reservations, conditions and easements of record and to all matters of survey; (2) real property taxes and assessments for the current year; and (3) that certain Right of First Refusal given by Grantee to Grantor of even date herewith.

678454  
**THERESA ALLMAKER**

~~MASSACHUSETTS EXCISE TAX  
Middle Berkshire ROD 001  
Date: 12/17/2004 02:15 PM  
Ctrl# 004105 04804 Doc# 00678454  
Fee: \$6,073.92 Cons: \$1,331,545.00~~


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 or so long as the Franchise Agreement between Wendy's International, Inc. and Grantee is in force, which ever period is longer.


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".


Witness the following signature of a duly authorized officer of Grantor.


WITNESSES (as to both):

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

  
Print Name: Laura A. Turner

  
Print Name: JANELLE R. COURTRIGHT

By:   
Title: RAYMOND W. BAKER  
Vice President

By:   
Title: RONALD E. WALLACE  
Vice President

LEGAL DEPT. 

*{Acknowledgment on next page}*

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 23 day of November, 2004, before me personally appeared RAYMOND W. BAKER and RONALDE WALLACE, the Vice President and Vice President, the

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 act 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.



ANGELA L. BUCHEL  
Notary Public, State of Ohio  
My Commission Expires 06-19-08

*Angela L. Buchtel*  
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

## EXHIBIT A

The land at 556 Hubbard Avenue, Pittsfield, Berkshire County, Massachusetts bounded and described as follows:

Beginning at an iron pipe at the northwesterly corner of the parcel being conveyed and in the supposed easterly line of Hubbard Avenue, said pipe being one hundred sixty and forty-four one-hundredths (160.44) feet on a course South 3 degrees 30' West from the southwesterly corner of the southerly stone pier of the easterly side wall of the bridge over the Housatonic River; running thence southerly in the easterly line of Hubbard Avenue two hundred forty-three and sixty-seven one-hundredths (243.67) feet to an iron pipe; thence easterly at right angles two hundred eleven and eighty-five one-hundredths (211.85) feet to an iron pipe; thence northerly on a line parallel to the first above described boundary two hundred twenty-seven and fifty-five one-hundredths (227.55) feet to an iron pipe; thence deflecting to the left 85 degrees 39' and running westerly two hundred twelve and forty-six one-hundredths (212.46) feet to the place of beginning.

The second, third and fourth boundaries above described are along other land now or formerly of Crane & Co. Including all right, title and interest in and to any land which may lie between the first above described boundary and the true easterly line of Hubbard Avenue throughout the length of said boundary.

Also defined as:

Beginning at an iron pipe to be set in the easterly line of Hubbard Avenue and the northwesterly corner of Lot M14-1-2, described herein, and the southwesterly corner of land now or formerly of the Lawrence Greenberg Residuary Trust, said pipe being S 3°-13'40" E and approximately 276 feet from the intersection of Hubbard Avenue and Dalton Avenue as shown on a Plan entitled "Plan of Land Surveyed for Wendy's Old Fashioned Hamburgers of New York, Inc., Pittsfield, Massachusetts, Scale: 1"=20, April 6, 2004, SK Design Group Inc., Civil Engineers, Surveyors, Consultants, 2 Federico Drive, Pittsfield, Massachusetts, 01201, (413)443-3537, Project No.:040018ALTA."

Running thence N 85°-27'-46" E along the southerly line of land now or formerly of the Lawrence Greenberg Residuary Trust and also along the southerly line of land of now or formerly of Crane and Co., Inc. a distance of 209.21 feet to an iron pipe to be set;

Running thence S 08°-54'-57" E along the westerly line of said Crane and Co., Inc. and also the westerly line of now or formerly the City of Pittsfield a distance of 227.35 feet to an iron pipe found;

Running thence S 81°-05'-13" W along the northerly line of the City of Pittsfield a distance of 180.00 feet to an iron pipe found on the easterly line of Hubbard Avenue;

Running thence along a curve to the right having a radius of 510.00 feet on said easterly line of Hubbard Avenue a distance of 233.81 feet a Granite Bound found;

Running thence N 03°-13'-40" W along the easterly line of Hubbard Avenue a distance of 13.76 feet to the point of beginning.

Containing 48,077.79 Square Feet or 1.103 Acres.

Berkshire Middle District Registry of Deeds - END OF DOCUMENT