

SPRINGFIELD  
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CRN 14131.42

**LIMITED WARRANTY DEED**

This indenture made the 9<sup>th</sup> day of December, 2000, 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, whose address is 7644 Earlston Court, Dublin, Ohio 43017, hereinafter referred to as "Grantee".

Witnesseth: That Grantor, for and in consideration of the sum of Nine Hundred Six Thousand Twelve Dollars (\$906,012.00) 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, all that certain real estate situated in the City of Springfield, County of Hampden, Commonwealth of Massachusetts, to-wit:

See Exhibit A attached hereto and made a part hereof.

Being the real estate transferred to Grantor from Triple Seven Realty Trust, by deed recorded August 9, 2000, in Book 11298, Page 064, Recorder's Office, Hampden County, Massachusetts. This is not a conveyance of all or substantially all of the assets of Grantor.

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.

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

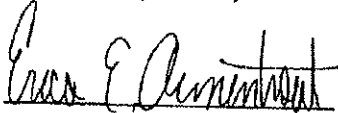
estate and the improvements located thereon shall be used exclusively for the operation of a Wendy's Old Fashioned Hamburgers Restaurant for a period of twenty (20) years following recordation of this deed or so long as the Franchise Agreement between Wendy's International, Inc. and Grantee is in force, 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".

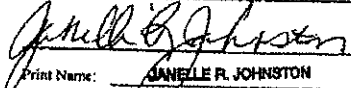
Witness the following signature of a duly authorized officer of Grantor,  
And executed to have the effect of a sealed instrument

WITNESSES (as to both):

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

  
Print Name: ERICA E. ARMENTROUT

By:   
Title: RONALD E. WALLACE  
Vice President

  
Print Name: JANELLE R. JOHNSTON

By:   
Title: RAYMOND W. BAKER  
Vice President

LEGAL DEPT. RMW

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 8<sup>th</sup> day of December, 2000, before me personally appeared RONALD F. WALLACE and RAYMOND W. BAKER, the  
Vice President and 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 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.



ERICA ELAINE ARMENTROUT  
NOTARY PUBLIC, STATE OF OHIO  
MY COMMISSION EXPIRES OCT. 30, 2002

*Erica Elaine Armentrout*  
Notary Public

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

**EXHIBIT A**

A certain of land situated in the City of Springfield, County of Hampden, Commonwealth of Massachusetts and is more particularly bounded and described as follows:

Beginning at an iron pipe in the westerly sideline of a public way known as Wilkes Street. Said point also marks the southeasterly corner of land now or formerly of Western Auto Supply Company;

Thence running S03-04-35E along the westerly sideline of said Wilkes Street a distance of 52.45 feet to a point. Said point also marks the northeasterly corner of remaining land of Triple Seven Realty Trust;

Thence running the following two (2) courses along the northerly line of remaining land of said Triple Seven Realty Trust;

S79-23-01W a distance of 107.81 feet to a point; and

S59-34-07W a distance of 182.75 feet to a point in the easterly line of land now or formerly of Richard D. LeMire. Said point also marks the northwesterly corner of remaining land of said Triple Seven Realty Trust;

Thence running N03-04-35W along the easterly line of said Lemire a distance of 377.30 feet to a point in the southerly sideline of a public way known as Boston Road. Said point also marks the northeasterly corner of land of said LeMire;

Thence running N78-20-30E along the southerly sideline of Boston Road a distance of 131.86 feet to a point. Said point also marks the northwesterly corner of said Western Auto Supply Company;

Thence running the following two (2) courses along land of said Western Auto Supply Company;

S03-04-35E a distance of 264.66 feet to an iron pipe; and

N79-25-50E a distance of 140.00 feet to the point of beginning.

Said parcel being shown as "Lot 1, Area = 1.23 Acres" on a plan entitled "Plan of Land prepared for Wendy's International, 757 Boston Road, Springfield, MA" which plan is dated 6-16-00 drawn by Foresight Land Surveyors and recorded in the Hampden County Registry of Deeds, Book of Plans 318, Page 41.

**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 21 day of December, 2000.

  
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Dana Klein  
Assistant Secretary

DONALD E. ASHE, REGISTER  
HAMPIRE COUNTY REGISTRY OF DEEDS