

## ASSIGNMENT OF LEASE, CONSENT AND AGREEMENT

ASSIGNMENT OF LEASE, CONSENT AND AGREEMENT (herein, together with all amendments and supplements hereto, called this Agreement) dated as of September 1, 1977, by and among KRYSTAL REAL ESTATE CO. II, a Tennessee corporation, having an address at 701 Cherry Street, Chattanooga, Tennessee 37402 (herein, together with its successors and assigns, called the Assignor), and THE KRYSTAL COMPANY, a Tennessee corporation (herein, together with any corporation succeeding thereto by consolidation, merger or acquisition of its assets substantially as an entirety, called the Lessee), and AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHATTANOOGA, as Trustee (herein, together with its successors and assigns, called the Assignee).

The Assignor proposes to issue or has issued its 9-1/2% Secured Bonds Due February 1, 1998 (herein called the Bonds), in an aggregate principal amount not to exceed \$7,315,000, under an Indenture of Mortgage, Deed of Trust and Security Agreement (herein, together with all amendments and supplements thereto, called the Indenture), dated as of September 1, 1977, from the Assignor to the Assignee. In order to induce the purchasers of the Bonds to purchase the same, and with knowledge of the reliance hereon of such purchasers, the Lessee and the Assignor have agreed to and hereby enter into this instrument.

NOW, THEREFORE, the parties hereto agree as follows:

1. The Assignor, in consideration of the sum of One Dollar (\$1) and other good and valuable consideration, the receipt whereof is hereby acknowledged, as security for the payment of the principal of and interest and all other sums payable on the Bonds, and of all other sums payable under the Indenture, and the performance and observance of the provisions thereof, has assigned, transferred, conveyed and set over, and by these presents does assign, transfer, convey and set over to the Assignee all the Assignor's estate, right, title and interest as lessor under a Lease of the leased premises (as described in Schedule 1 hereto; herein called the Leased Premises) dated as of September 1, 1977, between the