

Restaurant Property to be so substituted and the Fair Value of each such Restaurant Property.

(3) if, pursuant to the proviso in subdivision (D) of this Section 10.02, the Company does not deposit the consideration specified in clause (i), (ii), or (iii) of such subdivision (D), a statement demonstrating, in such reasonable detail as shall be satisfactory to the Corporate Trustee, compliance with the conditions set forth in such proviso;

(4) that, to the best knowledge of the Company's officers signing such Officers' Certificate, no event has occurred and is continuing which would substantially alter the appraised values set forth in the Current M.A.I. Appraisal referred to in subdivision (E) of this Section 10.02; and

(5) that no Event of Default has occurred and is continuing under this Indenture;

(C) An Opinion of Counsel:

(1) That the release of the property which is the subject of the Application specified in subdivision (A) of this Section 10.02 is authorized hereunder; and

(2) If a Restaurant Property or Properties are to be substituted for the property to be released, stating, with respect to each such Restaurant Property being so substituted and matters relating thereto, the matters set forth in Section 6.01(D) hereof, except that the supplemental indenture, Mortgage or other instruments referred to therein shall be the ones referred to in subdivision (F) of this Section 10.02;

(D) (i) Cash, by certified or official bank check payable to the order of the Corporate Trustee, to be held in trust under this Indenture in an amount equal to the Fair Value of the property release of which is sought or (ii) a transfer and assignment of a Restaurant Property or Properties having a Fair Value at least equal to the Fair Value of the property release of which is sought or (iii) any combination of the types of property enumerated in (i) and (ii) above so long as the total amount of the cash and the Fair Value of the Restaurant Property or Properties subjected to the Lien of this Indenture in substitution for the property release of which is sought hereunder, is at least equal to the Fair Value of the property release of which is sought, and (iv) a supplemental indenture and a Mortgage subjecting to the Lien of this Indenture any Restaurant Property which is to be substituted for the property release of which is sought hereunder; provided, however, that the Company shall not be required to deposit with the Corporate Trustee or convey and transfer to the Trustees the consideration or any portion thereof specified in (i), (ii), or (iii) above if (a) the Company's consolidated stockholders' equity, shown on a consolidated balance sheet of the Company as of a date not more than ninety days prior to the release being sought, prepared in accordance with generally accepted accounting principles, is not less than \$25,000,000, (b) the sum of the

00611

4328 RV-2