

THIS CONVEYANCE is subject to that certain outstanding mortgage from mortgagee, Arby's Inc. and Sherwood, Inc. to Southern Bank and Trust Company dated May 3, 1968, recorded in Book 1091, page 651 of the public records of the Register of Means Conveyance, Greenville County, South Carolina. Mortgagor has assumed and agreed to pay the outstanding balance of the indebtedness secured by said prior mortgage. In the event mortgagor, for any reason, shall fail or refuse to make any payment under the terms of said mortgage or the note evidencing the indebtedness secured by said mortgage as the same shall become due, then mortgagee shall have the right (but shall not be required) to make any such payment. Any such payment made by mortgagee on behalf of mortgagor shall be due and payable to mortgagee on demand and shall be secured by this mortgage. Any default under the terms of said prior mortgage shall at the option of mortgagee, be deemed to be a default under the terms of this mortgage. Further, in the event of the foreclosure of said prior mortgage, mortgagor assigns and authorizes payment to mortgagee of any surplus funds arising from such foreclosure, the same to be applied against any indebtedness which may be due under the terms of this mortgage and the notes evidencing the indebtedness secured hereby.

IN WITNESS WHEREOF, Vineyard Village, Inc. has executed under seal and delivered this instrument by and through its duly authorized officers as of the 2nd day of April, 1972.

Hugh Paisley
Witness

VINEYARD VILLAGE, INC.
BY: Samuel G. Miller
Samuel G. Miller, as President

Hugh Paisley
Witness

Attest: Jefferson T. McMahon
Jefferson T. McMahon, as Secretary

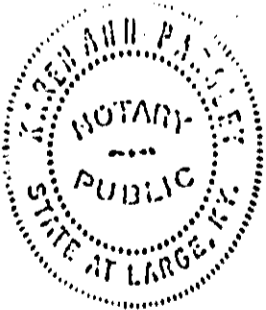
STATE OF Kentucky
COUNTY OF Jefferson

PERSONALLY appeared before me Jefferson T. McMahon and made oath that he saw the within named Vineyard Village, Inc. by its duly authorized officers, Samuel G. Miller, as President and Jefferson T. McMahon, as Secretary of said corporation sign, seal, with its corporate seal, and as the act and deed of said corporation deliver the within written mortgage, and that he with Hugh Paisley witnessed the execution thereof.

Sworn to before me, this 23
day of April, 1973.

Hugh Paisley

January 9, 1972
Notary Public
My Commission Expires:



Recorded May 14, 1973 at 3:45 P. M., # 32457