

Trustees (whether made by the Company, a Consolidated Subsidiary or any other person) or otherwise created, with respect to any property constituting a part of the security held by the Trustees for the equal and ratable benefit of the Holders of the Bonds.

"M.A.I. Appraisal" shall mean a report of an appraisal by an M.A.I. Appraiser showing the Fair Value of the parcel of land, buildings and improvements thereon. Each M.A.I. Appraisal shall include the statements provided for in Section 20.04 hereof, if and to the extent required by the provisions thereof.

"M.A.I. Appraiser" shall mean an Independent appraiser, selected by the Company and approved by the Corporate Trustee, who is a Member of the American Institute of Real Estate Appraisers, or any successor of such Institute or, in the event that such Institute or successor shall no longer exist, any other comparable association of real estate appraisers satisfactory to the Corporate Trustee. The acceptance by the Corporate Trustee of a report by an appraiser shall be sufficient evidence of such approval.

"maturity" or "mature," when used with respect to any Bond, means the date on which the principal of such Bond becomes due and payable as therein or herein provided, whether at Stated Maturity or by declaration of acceleration, call for redemption or otherwise.

"Mortgage" means any mortgage, deed of trust, deed to secure debt or other similar instrument, as the same may be amended or supplemented from time to time by a supplemental mortgage or any other instrument supplemental thereto as permitted thereby and hereby, relating to a Restaurant Property from the Company or a Consolidated Subsidiary, as the case may be, to the Trustees and for the equal and ratable benefit of the Holders of the Bonds pursuant to this Indenture.

"Mortgaged and Pledged Property" means as of any particular time all moneys and other property which at said time is subject or intended to be subject to the Lien of this Indenture, whether such Lien be created by these presents or any deed to secure debt executed pursuant hereto (including the after-acquired property clauses hereof) or by subsequent conveyance or delivery to or pledge with the Trustees hereunder or otherwise.

"Officers' Certificate" means a certificate signed by the Board Chairman, President or a Vice President and by the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the Company, and delivered to the Corporate Trustee. Each such certificate, to the extent required, shall comply with the provisions of Section 20.04 hereof. Wherever this Indenture requires that an Officers' Certificate be signed also by an engineer or an accountant or other expert, such engineer, accountant or other expert (except as otherwise expressly provided in this Indenture) may be in the employ of the Company and shall be acceptable to the Corporate Trustee.

"Opinion of Counsel" means a written opinion of counsel who may be counsel for the Company and shall be acceptable to the Corporate Trustee. Each such

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