

that in rendering such opinion as to title such counsel may rely, to the extent that such counsel may deem such reliance proper, upon any title policy, certified abstract or certificate issued or rendered by any reputable person, firm or corporation engaged in the business of insuring or guaranteeing titles to properties or of making or issuing certified abstracts, provided that in such case such Opinion of Counsel shall state that the signer believes such person giving such policy, abstract or certificate is reputable and one upon whom he may rely);

(2) Such Restaurant Property is subject to the Lien of this Indenture, subject to no lien, security interest or other encumbrance thereon, other than Permitted Encumbrances, and the Mortgage or other instruments referred to in subdivision (E) of this Section 6.01 are sufficient to permit the Trustees to exercise, to the full extent permitted by local law, any and all of their rights and remedies under Article 12 hereof, including, without limitation, to the full extent permitted by local law, the right of entry and sale with respect to such Restaurant Property and any and all improvements, repairs and replacements with respect thereto;

(3) This Indenture, including the supplemental indenture referred to in subdivision (F) of this Section 6.01, and said Mortgage and any such other instruments have been duly filed or recorded in all places necessary to Grant to the Trustees for the equal and ratable benefit of all of the Holders of the Bonds a first lien on such Restaurant Property, subject only to Permitted Encumbrances;

(4) Each instrument whereby a Lessor subjects his interest to the Lien of this Indenture is in recordable form and is in substance satisfactory to such counsel and is effective to accomplish the same; and

(5) In the case of any Restaurant Property which is owned by a Consolidated Subsidiary, at least 80% of each class of the capital stock of such Consolidated Subsidiary is owned directly or indirectly by the Company, free and clear of any liens, security interests or other encumbrances, such Consolidated Subsidiary is in good standing under the laws of the jurisdiction of its incorporation and of the jurisdiction in which the Restaurant Property is located, and the holders of any direct or indirect minority equity interest in such Consolidated Subsidiary have consented in writing to the transactions with respect to such Restaurant Property under this Section 6.01 (copies of which consents shall have been delivered to the Corporate Trustee);

(E) Such Mortgage and other instruments, if any, as in the Opinion of Counsel furnished pursuant to subdivision (D) of this Section 6.01 may be specified as necessary or advisable to subject to the Lien of this Indenture such Restaurant Property and any and all improvements, repairs and replacements with respect thereto;