

FIDELITY NATIONAL TITLE INSURANCE COMPANY

SCHEDULE A

Agent File No.: **H203A.002**
Date Effective: **July 3, 2012**

Commitment No.: **H203A.002**
Revised: **July 31, 2012**

Policy or policies to be issued:

(a) X ALTA Owner's Policy - Form 6-17-06
Proposed Insured: **TO BE DETERMINED**

Amount: **\$TO BE DETERMINED**

(b) X ALTA Loan Policy - Form 6-17-06
Proposed Insured: **TO BE DETERMINED**

Amount: **\$TO BE DETERMINED**

1. The estate or interest in the land described or referred to in this Commitment and covered herein is an estate or interest designated as follows:

FEE SIMPLE

2. Title to the fee simple estate or interest in the land described or referred to in this Commitment, at the effective date hereof, is vested in **LEE'S FAMOUS RECIPES INC., a Florida corporation** by virtue of Quit-Claim Deed from LFR Main Street, LLC, a Georgia limited liability company, dated June 23, 2011, filed June 24, 2011 and recorded in Deed Book 50161, Page 528, records of the Superior Court of Fulton County, Georgia.

3. The land referred to in this Commitment is in the State of Georgia, County of Fulton and described as follows:

All that tract or parcel of land lying and being in Land Lot 159 of the 14th District of Fulton County, Georgia and being more particularly described in Exhibit "A" attached hereto and being incorporated herein by reference.

THE LAW FIRM OF HODGES AND BROADAWAY

By: 
L. Ann Broadaway
Authorized Signatory

FIDELITY NATIONAL TITLE INSURANCE COMPANY

SCHEDULE B-1

(Requirements)

Agent File No.: **H203A.002**

Commitment No.: **H203A.002**

Revised: **July 31, 2012**

Page 1 of 3

The following are the requirements to be complied with:

1. Payment to or for the account of the grantors or mortgagors of the full consideration for the estate or interest to be insured.

2. Proper instrument(s) creating the estate or interest to be insured must be executed and duly filed for record, to-wit:

(A) Execution, delivery and recording of a Limited Warranty Deed from Lee's Famous Recipes Inc., a Florida corporation to **TO BE DETERMINED**, conveying the property described in Schedule A herein.

NOTE: Said Limited Warranty Deed must be executed pursuant to proper corporate authority, proof of which must be submitted to the Company.

ALSO NOTE: The Company requires that the Order (cited below at Item 3) be attached as an exhibit to the Limited Warranty Deed.

(B) Execution, delivery and recording of a Deed to Secure Debt from **TO BE DETERMINED** to **TO BE DETERMINED**, securing the property described in Schedule A herein with a note in the original principal amount of **\$TO BE DETERMINED**.

NOTE: Said Deed to Secure Debt must be executed pursuant to proper authority, proof of which must be submitted to the Company.

3. The Company requires a final and non-appealable order of the Bankruptcy Court authorizing the sale of land due to the pending bankruptcy proceedings (Chapter 11) of Lee's Famous Recipes, Inc. in Case No. 11-68463 in the Northern District of Georgia, United States Bankruptcy Court. At that time, the Company may make additional requirements or exceptions.

4. Payment, satisfaction, cancellation, termination or release of subject property from encumbrances created by the following instruments:

(A) Deed to Secure Debt from LFR Main Street, LLC, a Georgia limited liability company to Vanguard Bank & Trust Company, dated October 30, 2008, filed November 6, 2008 and recorded in Deed Book 47337, Page 435, records of the Superior Court of Fulton County, Georgia.

(B) Assignment of Rents and Leases from LFR Main Street, LLC, a Georgia limited liability company to Vanguard Bank & Trust Company, dated October 30, 2008, filed November 6, 2008 and recorded in Deed Book 47337, Page 440, aforesaid records.

(C) Deed to Secure Debt from LFR Main Street, LLC to Customized Distribution, LLC, dated August 31, 2009, filed September 2, 2009 and recorded in Deed Book 48335, Page 468, aforesaid records.

(D) 2008 Tax Fieri Facias styled Fulton County, Georgia vs. RTM Winners L P, dated January 26, 2010, filed February 10, 2010 and recorded in Lien Book 1451, Page 266, aforesaid records; as transferred by Transfer of Fieri Facias to Plymouth Park Tax Services, LLC c/o Vesta Holdings, dated February 16, 2010, filed February 24, 2010 and recorded in Lien Book 1477, Page 219, aforesaid records.

(E) 2009 Tax Fieri Facias styled Fulton County, Georgia vs. RTM Winners L P, dated March 2, 2010, filed March 12, 2010 and recorded in Lien Book 1540, Page 513, aforesaid records; as transferred by Transfer of Fieri Facias to Plymouth Park Tax Services, LLC c/o Vesta Holdings, dated March 15, 2010, filed March 22, 2010 and recorded in Lien Book 1573, Page 323, aforesaid records.

FIDELITY NATIONAL TITLE INSURANCE COMPANY

SCHEDULE B-1

(Requirements)

Agent File No.: **H203A.002**

Commitment No.: **H203A.002**
Revised: **July 31, 2012**

Page 2 of 3

- (F) 2010 Tax Fieri Facias styled Fulton County, Georgia vs. RTM Winners L P, dated December 17, 2010, filed December 21, 2010 and recorded in Lien Book 1880, Page 258, aforesaid records.
- (G) Writ of Fieri Facias styled Mrs. W, L.P. vs. Lee's Famous Recipes, Inc., et al., Civil Action File No. 2009-CV-177698 in the Superior Court of Fulton County, Georgia, dated August 9, 2011, filed August 9, 2011 and recorded in Lien Book 2075, Page 748, aforesaid records, in the original principal amount of \$1,050,000.00.
- (H) Writ of Execution styled GE Capital Franchise Corporation, a Delaware corporation vs. Lee's Famous Recipes, Inc., a Florida corporation, et al., U.S. District Court for the N.D. of Georgia, Civil Action File No. 1:10-CV-0015 (SCJ), filed June 15, 2011 and recorded in Lien Book 1133, Page 217, records of the Superior Court of DeKalb County, Georgia.

5. Payment of the following outstanding state and county real property taxes for the years 2008 and 2009:

State and County:

Name: RTM Winners, L.P.

Map Reference No.: 14-159-1-48-8 (3333 North Main St)

2008 Amount to pay: \$10,700.46 good through August 30, 2012

2009 Amount to pay: \$9,333.11 good through August 30, 2012

NOTE: Payment is due in the amount of \$20,033.57 made payable to Plymouth Park Tax Services on or before August 30, 2012 for state and county taxes for the years 2008 and 2009.

6. Payment of the following outstanding state and county real property taxes for the years 2010 and 2011:

State and County

Name: LFR Main St., LLC

Map Reference No.: 14-159-1-48-8 (3333 North Main St)

2010 Amount to pay: \$7,918.84

2011 Amount to pay: \$6,764.31

NOTE: Subject property is in bankruptcy. Amounts due could change at any time.

7. Payment of the following outstanding City of College Park real property taxes for the years 2009, 2010 and 2011:

City of College Park

Name: RTM Winners, L.P.

Map Reference No.: 14-159-1-48-8 (3333 North Main St)

2009 Amount to pay: \$141.62 good through August 1, 2012

2010 Amount to pay: \$3,568.00 good through August 1, 2012

2011 Amount to pay: \$2,723.51 good through August 1, 2012

NOTE: No record of personal property taxes for this property. Please inquire.

8. Disclosure to the Company in writing of the name of anyone not referred to in this Commitment who will get an interest in the land or who will secure any loan with the insured property. The Company reserves the right to make additional requirements and/or exceptions based on the disclosure.

FIDELITY NATIONAL TITLE INSURANCE COMPANY

SCHEDULE B-1

(Requirements)

Agent File No.: **H203A.002**

Commitment No.: **H203A.002**

Revised: **July 31, 2012**

Page 3 of 3

9. Receipt of satisfactory proof in the form of an affidavit acceptable to the Company from both the Seller and from the Purchaser that no Broker's services have been engaged with regard to the management, sale, purchase lease, option or other conveyance of any interest in the subject commercial real estate and that no notice(s) of lien for any such services has been received. In the event that said affidavit(s) contain any qualification with respect to any such services, proof of payment in full for all such services, together with a lien waiver or estoppel letter from such identified Broker(s) must be obtained.
10. Receipt of proof satisfactory to the Company that no improvements or repairs were made on the property within 95 days preceding the filing for record of the instrument(s) required at Item (2) above; or in the event such improvements or repairs were made, that they have been completed and all costs incurred in connection therewith, including architect's fees, if any, have been paid.

NOTE: As a matter of information only, O.C.G.A. Section 48-7-128 requires a purchaser to withhold 3% of the purchase price or consideration paid if the seller or transferor is a non-resident of the State of Georgia. The purchaser/settlement agent should determine if the seller is a non-resident of Georgia within the meaning of Subsection (a) of O.C.G.A. Section 48-7-128 and if the transaction is subject to the withholding requirement.

FIDELITY NATIONAL TITLE INSURANCE COMPANY

SCHEDULE B-2

(Exceptions)

Agent File No.: **H203A.002**

Commitment No.: **H203A.002**

Revised: **July 31, 2012**

Page 1 of 1

Schedule B of the policy or policies to be issued will contain exceptions to the following matters unless the same are disposed of to the satisfaction of the Company:

1. Defects, liens, encumbrances, adverse claims or other matters, if any, created, first appearing in the public records or attaching subsequent to the effective date hereof but prior to the date the proposed insured acquires for value of record the estate or interest or mortgage thereon covered by this Commitment.
2. Standard exceptions:
 - (A) Rights or claims of parties in possession not shown by the public records.
 - (B) Easements or claims of easements not shown by the public records.
 - (C) Any lien or right to a lien for services, labor or materials heretofore or hereafter furnished, imposed by law and not shown by the public records.
3. All taxes for the year 2012 and subsequent years which are liens not yet due and payable.
4. Any additional taxes, interest and/or penalties which may be assessed for current and prior tax years by virtue of adjustment, re-appraisal, re-assessment, appeal or other amendment to the tax records of the city or county in which the subject property is located.
5. All matters as would be disclosed by a current and accurate survey and inspection of the premises, including without limitation, encroachments, easements, measurements, variations in area or content, party walls, or riparian rights.

NOTE: Upon submission of a survey and surveyor's inspection report acceptable to the Company, the foregoing exception will be deleted subject to all matters shown therein.
6. This Title Policy does not insure the engineering calculation and computing for the exact amount of acreage and/or square footage contained therein.
7.
 - (A) Rights of tenants in possession under unrecorded leases;
 - (B) Terms and conditions of any unrecorded leases; and
 - (C) Any personal property taxes in the name(s) of any tenant(s) in possession under recorded or unrecorded leases.
8. Easement from Volunteer Capital Corporation to the City of College Park, a municipal corporation, dated May 3, 1982, filed May 25, 1982 and recorded in Deed Book 8139, Page 323, records of the Superior Court of Fulton County, Georgia.

FIDELITY NATIONAL TITLE INSURANCE COMPANY

EXHIBIT "A"

Agent File No.: H203A.002

Commitment No.: H203A.002

Revised: July 31, 2012

Page 1 of 1

LEGAL DESCRIPTION

-

ALL THAT TRACT OR PARCEL of land lying and being in the City of College Park, in Land Lot 159 of the 14th District of Fulton County, Georgia, being more particularly described as follows:

BEGINNING at a nail set in concrete at the point of intersection of the southern right-of-way line of Mercer Avenue with the northwestern right-of-way line of line of the Atlanta and West Point Railroad (said right-of-way line of said railroad also being the northwestern right-of-way line Main Street, also known as State Route 14 and United States Highway 29, said highway being located totally within said railroad right-of-way); and running thence South 18 degrees 41 minutes 44 seconds West, along said northwestern right-of-way line of said railroad and said South Main Street, a distance of 118.27 feet to an iron pin found; thence North 88 degrees 18 minutes 43 seconds West a distance of 174.89 feet to an iron pin found; thence North 01 degrees 37 minutes 29 seconds East a distance of 113.10 feet to an open top pipe located on the southern right-of-way line of Mercer Avenue; thence South 88 degrees 18 minutes 43 seconds East, along said right-of-way of Mercer Avenue, a distance of 209.61 feet to a nail and the point of beginning.

P.O. Box 644
Austell, Georgia 30168

J. Sanders Real Estate Tax Service, Inc.

WWW.SandersTaxService.com

Phone: (770) 941-7327

Fax: (770) 739-1314

FILE # H203A.002
Scarlett

LL 159 DIST. 14 LOT NO. _____ BLOCK NO. _____
CITY _____ COUNTY FULTON
CAPTION 3333 North Main St.
MAP REF 14-159-1-48-8
SUB. _____

CLIENT H & B

NO LIABILITY FOR FIFA TRANSFERS		VERIFY TAX DESCRIPTION TO YOUR LEGAL DESCRIPTION
ALL FIFA'S ARE SUBJECT TO BE SOLD AT ANY TIME.		<u>update</u>
<u>Not Personal Prop Found</u> <u>LF R Main St. LLC</u> <u>Property is in bankruptcy</u> <u>Amounts could change at any time</u>		
YEAR	CITY TAXES	STATE AND COUNTY TAXES
2005	Sanitary Tax	_____
	City Tax	
2006	Sanitary Tax	_____
	City Tax	
2007	Sanitary Tax	_____
	City Tax	
2008	Sanitary Tax	610,700.46 thru - FIFA SOLD & TRANSFERED 08/30/12 TO VESTA HOLDINGS
	City Tax	
2009	Sanitary Tax	59,338.11 thru - FIFA SOLD & TRANSFERED 08/30/12 TO VESTA HOLDINGS
	City Tax	
2010	Sanitary Tax	To Pay 7918.81 LF R Main St. LLC
	City Tax	
2011	Assessment	Assessment 230,840
	Exempt	Exempt _____
	Sanitary Tax	_____
	To Pay 62,723.51 thru	To Pay 6764.31
	Date Paid 08/01/12	Date Paid _____
Amount Paid		Amount Paid _____

NONE FOUND - PLEASE QUESTION

Fulton County Water Bill No. _____

ATLANTA STREET IMPROVEMENTS NOT CHECKED

Call (404) 330-6270 for Atlanta Street Improvement Information

Call 404-658-6500 for City of Atlanta Water

Contact City of Atlanta for Sanitary Tax Prior to 2003

JUL 27 2012

Date Examined _____

Property Report

Account 981 - R.E. HODGES, JR, LLC-WOODSTOCK

14 -0159-0001-048-8

3333 NORTH MAIN ST

Items

Vesta Holdings has serviced the following items on this property:

Description	Lien Holder	Status	Additional Info
2008 Fulton FiFa	Plymouth Park Tax Services, LLC	Active (see payoff)	
2009 Fulton FiFa	Plymouth Park Tax Services, LLC	Active (see payoff)	

Current Payoff - FiFas

Liens payable to Plymouth Park Tax Services								
Description	Principal	Filing Fee	Interest	Penalty	Cncl Fee	Other Fees	Payments	Total
2008 Fulton FiFa	8,159.13	5.00	2,529.33	0.00	7.00	0.00	0.00	10,700.46
2009 Fulton FiFa	6,670.77	7.00	2,001.23	647.11	7.00	0.00	0.00	9,333.11
Total for Plymouth Park Tax Services	14,829.90	12.00	4,530.56	647.11	14.00	0.00	0.00	20,033.57
This payoff amount is good through 8/30/2012.								
Please make check payable to Plymouth Park Tax Services								

Payment Instructions (If Applicable)

- Please write the complete Parcel ID number on the memo line or somewhere on the face of the check itself
- Please do **NOT** staple check to any documents
- Acceptable forms of payment include personal/company check, money order, and bank certified/cashiers check
- Vesta Holdings does **NOT** under any circumstances accept cash
- Please **mail** payments to the following address:
Vesta Holdings
1266 West Paces Ferry Rd Box 517
Atlanta, GA 30327
(Use this address for mail, UPS, FedEx, DHL only.
There are no Vesta employees at this mail drop.)

Disclaimer

This report was created on 7/30/2012 2:50:01 PM. Any current payoff amounts shown are calculated to be the amounts due by the close of business on 8/30/2012. Interim activity may affect the amount due and other information on this report. Such activity could occur at any time and may include payments, the transfer of additional taxes to Vesta Holdings, and the initiation of applicable foreclosure procedures. In any case the items above will not be satisfied until all amounts due with respect to this parcel are paid in full.

Document reference number: 216926 - 660958

When recorded return to:
L. Ann Broadaway, Esq.
R.E. Hodges, Jr., LLC
2230 Towne Lake Pkwy.
Building 200, Suite 120
Woodstock, Georgia 30189
H203A.002

QUIT-CLAIM DEED

STATE OF FLORIDA

COUNTY OF OKALOOSA

THIS INDENTURE, made the 23rd day of June, 2011, between **LFR MAIN STREET, LLC**, a Georgia limited liability company, as party of the first part (hereinafter called "Grantor") and **LEE'S FAMOUS RECIPES INC.**, a Florida corporation, as party of the second part (hereinafter called "Grantee") (the words "Grantor" and "Grantee" to include their respective heirs, successors and assigns where the context requires or permits).

WITNESSETH:

That Grantor, for and in consideration of the sum of ONE AND NO/100THS DOLLAR (\$1.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, cash in hand paid, the receipt of which is hereby acknowledged, has bargained, sold, and does by these presents bargain, sell, remise, release and forever quit-claim to Grantee all the right, title, interest, claim or demand which the Grantor has or may have had in and to the following described real property, to wit:

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF

TOGETHER WITH all the rights, members and appurtenances to the said described premises in anywise appertaining or belonging.

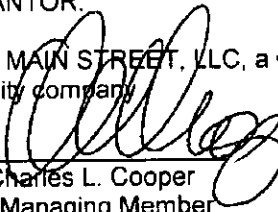
TO HAVE AND TO HOLD the said described premises unto the Grantee, so that neither the said Grantor, nor any other person or persons claiming under Grantor shall at any time claim or demand any right, title or interest to the aforesaid described premises or its appurtenances.



IN WITNESS WHEREOF, the Grantor has signed and sealed this deed the day and year above written.

Signed, sealed and delivered
in presence of:

GRANTOR:

LFR MAIN STREET, LLC, a Georgia limited
liability company

BY: 
Charles L. Cooper
Its: Managing Member


Unofficial Witness

Notary Public

My commission expires:
[NOTARY SEAL]



EXHIBIT "A"

ALL THAT TRACT OR PARCEL of land lying and being in the City of College Park, in Land Lot 169 of the 14th District of Fulton County, Georgia, being more particularly described as follows:

BEGINNING at a nail set in concrete at the point of intersection of the southern right-of-way line of Mercer Avenue with the northwestern right-of-way line of line of the Atlanta and West Point Railroad (said right-of-way line of said railroad also being the northwestern right-of-way line Main Street, also known as State Route 14 and United States Highway 29, said highway being located totally within said railroad right-of-way); and running thence South 18 degrees 41 minutes 44 seconds West, along said northwestern right-of-way line of said railroad and said South Main Street, a distance of 118.27 feet to an iron pin found; thence North 88 degrees 18 minutes 43 seconds West a distance of 174.89 feet to an iron pin found; thence North 01 degrees 37 minutes 29 seconds East a distance of 113.10 feet to an open top pipe located on the southern right-of-way line of Mercer Avenue; thence South 88 degrees 18 minutes 43 seconds East, along said right-of-way of Mercer Avenue, a distance of 209.61 feet to a nail and the point of beginning.

**WRIT OF FIERI FACIAS
IN THE SUPERIOR COURT OF FULTON COUNTY, GEORGIA**

CIVIL ACTION NUMBER 2009CV177698

JUDGMENT DATE 5/17/2011

Plaintiff's Attorney - Name, Address & Telephone:

Name: IOSHUA A. MAYES

Address:

SUTHERLAND ASBILL & BRENNAN LLP

999 Peachtree Street, N.E.

Atlanta, GA 30309-3996

Telephone & Area Code 404-853-8000

Fi. Fa. In Hands of: _____

Lien 2075 Pg. 748
Filed and Recorded Aug-09-2011 01:33pm
2011-0193335
Cathelene Robinson
Clerk of Superior Court
Fulton County, Georgia

CANCELLATION

The within and forgoing Fi Fa. Having been paid in full
the Clerk of Superior Court is hereby directed to cancel it
of this _____ day of _____ 20 _____

Signature: _____

Title: _____

YOU cause to be made the several sums set out in the forgoing recital of the judgment in this cause and have the
said several sums of money before the Superior Court of this County at the next term of court, with this Writ to render
to said plaintiff(s), Interest, attorney fees and costs aforesaid.

Witness the Honorable Christopher S. Brasher Judge of Said Court, this the
9th day of August, 2011

MRS. W, L.P.

Plaintiff(s) in FiFa

VS.

LEE'S FAMOUS RECIPES, INC., FAMOUS
RECIPE COMPANY OPERATIONS, INC.,
JEFFREY D. MILLER and CHARLES L.
COOPER, jointly and severally

Defendant(s) in FiFa

To all and singular the sheriffs of the State and their
lawful deputies:

In the above styled case, and on the judgment date set
out, the plaintiff(s) named above, judgment in the
following sums:

Principal	<u>\$1,050,000.00</u>
Interest	\$ _____
Interest - Other	\$ _____
Attorney's Fees	\$ _____
Court Cost	\$ _____
Totals	\$ _____

NOTE: _____

with future interest upon said principal amount from the
date of the judgment at the legal rate.

Therefore, YOU ARE COMMANDED, that of the goods
and chattels, land and tenements of said defendant(s).
and ESPECIALLY/ONLY of the following described
property, to wit:

Cathelene Robinson, Clerk of Superior Court

By: Elli

Deputy Clerk

Entered on General Index and docket at _____
Page _____ 20 _____

166-16-689

Local Form 005a (5/10)
(formerly DC11, rev. 7/82)

GE Capital Franchise Finance Corporation, a Delaware Corporation v. Famous
Recipe Company Operations, LLC, a Georgia limited liability company; Lee's
Famous Recipes, Inc., a Florida corporation; U.S. District Court for the
N.D. of Georgia; Civil Action File No. 1:10-CV-0015(SCJ)
Gregory R. Crochet, Esq., Attorney for Plaintiff (404) 222-4600 (Telephone)

WRIT OF EXECUTION

United States District Court		DISTRICT Northern District of Georgia	
TO THE MARSHAL OF: United States District Court for the Northern District of Georgia, Atlanta Division			
YOU ARE HEREBY COMMANDED, that of the goods and chattels, lands and tenements in your district belonging to:			
NAME Lee's Famous Recipes, Inc., a Florida corporation		Lien Book 60 Pg 1783 Filed and Recorded May-23-2011 04:19pm 2011-0069008 J.C. Stephenson Jay C. Stephenson Clerk of Superior Court Cobb Cty. Ga.	
you cause to be made and levied as well a certain debt of:			
DOLLAR AMOUNT Four Million Six Hundred Forty Six Thousand Eight Hundred Forty Three and .74/100 Dollars (\$4,646,843.74), plus post-judgment interest accruing from April 12, 2011 and		DOLLAR AMOUNT	
In the United States District Court for the Northern District of Georgia before the Judge of the said Court by the consideration of the same Judge lately recovered against the said, Lee's Famous Recipes, Inc. Lien Book 556 Pg 116 Filed and Recorded 6/7/2011 2:00:13 PM 28-2011-009119 Patty Baker Clerk of Superior Court Cherokee Cty, GA			
and also the costs that may accrue under this writ. And that you have above listed moneys at the place and date listed below; and that you bring this writ with you.			
PLACE U.S. District Courthouse		DISTRICT Northern District of Georgia	
CITY Atlanta, Georgia		DATE INSTANTER	
Witness the Honorable <u>Steve C. Jones</u> (United States Judge)			
DATE May 13, 2011		CLERK OF COURT JAMES N. HATTEN (BY) DEPUTY CLERK [Signature] RETURN	
DATE RECEIVED SEAL		DATE OF EXECUTION OF WRIT	
2011105024 LIEN BOOK 1133 Pg 217 Filed and Recorded: 6/15/2011 1:29:52 PM Debra DeBerry Clerk of Superior Court DeKalb County, Georgia		(BY) DEPUTY MARSHAL	