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STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

ASSIGNMENT, NON-DISBURSANCE
AND
SUBORDINATION AGREEMENT

THIS AGREEMENT, made this 17th day of January, 1978, by and between UNITED FEDERAL SAVINGS AND LOAN ASSOCIATION, a Federally chartered institution, having its principal place of business at 201 Trade Street, Fountain Inn, South Carolina, hereinafter referred to as "Mortgagee", WINDY'S OF SOUTH CAROLINA, INC., having a principal place of business at P. O. Box 6878, Station B, Greenville, South Carolina, 29609, hereinafter referred to as "Lessee"; and VOLUNTEER CAPITAL CORPORATION, having a principal place of business at Third National Bank Building, 11th Floor, Nashville, Tennessee, hereinafter referred to as "Guarantor"; and MAULDIN ASSOCIATES, A General Partnership, having a principal place of business at 900 Elmwood Avenue, Columbia, South Carolina, c/o A. L. Johnston, Jr., hereinafter referred to as "Borrower".

W I T N E S S E T H :

WHEREAS by document dated January 17, 1978, Borrower entered into a Lease Agreement hereinafter referred to as the "lease" with Lessee for a term of Twenty (20) years, whereby Borrower leased to Lessee certain real estate located on U. S. Highway 276 (Laurens Road) in the Town of Mauldin, County of Greenville, State of South Carolina as in said lease more particularly described as well as in Exhibit "A" attached to this agreement and made a part hereof; and

WHEREAS, Guarantor has in writing in the form of a Guaranty, among other things, unconditionally guaranteed the payment of all rents in the lease on the part of the Lessee to be paid to the Borrower and the proper performance by Lessee of all of the terms and conditions of the lease; and

WHEREAS, Mortgagee has agreed to lend a certain sum of money to Borrower, and Borrower has agreed to (a) execute a promissory note evidencing the promise to pay that sum of money to Mortgagee,

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