

INDENTURE, dated as of December 1, 1977, among CHART HOUSE Inc., a corporation organized and existing under the laws of the State of Louisiana (the "Company"), having its principal office at 666 Jefferson Street, Suite 1000, Lafayette, Louisiana 70501, party of the first part, CORK 'N CLEAVER, Inc., a corporation organized and existing under the laws of the State of Ohio ("Cork 'N Cleaver"), having its principal office at 666 Jefferson Street, Suite 1000, Lafayette, Louisiana 70501, party of the second part, and THE PENN MUTUAL LIFE INSURANCE COMPANY, an insurance company organized and existing under the laws of the Commonwealth of Pennsylvania (hereinafter, together with its successors and assigns, called the "Mortgagee"), having its principal office at Independence Square, Philadelphia, Pennsylvania 19172, party of the third part.

WHEREAS, the Company has corporate power and authority to borrow money from time to time for its corporate purposes and to issue therefor its promissory notes, and to secure the prompt payment thereof by mortgage and pledge of the properties hereinafter mentioned; and, for its corporate purposes, the Company has determined to make and issue certain notes in the aggregate principal amount of \$3,000,000 to be secured by the Indenture (all such promissory notes, and any notes issued in substitution therefor pursuant to the Indenture, being herein called the "Notes"); and

WHEREAS, Cork 'N Cleaver has corporate power and authority to, and, for its corporate purposes, does hereby, mortgage and pledge the properties hereinafter mentioned to secure the prompt payment of the Notes; and

WHEREAS, the execution of the Indenture has been duly authorized by the Company and Cork 'N Cleaver, and all other things necessary to constitute the Indenture a valid mortgage, assignment and pledge to secure the payment of the principal of, and premium, if any, and interest on all Notes have been done and performed, and the creation, execution and delivery of the Indenture have in all respects been duly authorized by the Company and Cork 'N Cleaver; and

WHEREAS, the Notes to be issued shall be in substantially the following form, subject to such variations, additions, omissions and substitutions as are provided for or permitted by the terms of the Indenture:

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