

license, permit or provision of law affecting such property to (1) terminate such right, power, franchise, grant, license or permit, provided that the exercise of such right would not materially impair the use of such property or materially adversely affect the value thereof or (2) purchase, condemn or appropriate such property; (B) any liens thereon for taxes, assessments and other governmental charges and any liens of mechanics, materialmen and laborers for work or services performed or materials furnished in connection with such property, which are not due and payable or which are not delinquent or which, or the amount or validity of which, are being contested in good faith by proper Proceedings or otherwise preliminary to the institution of a Proceeding; (C) easements, rights-of-way, servitudes, restrictions and other minor defects, encumbrances and irregularities in the title to such property (including, without limitation, (i) leases in the ordinary course of business if, in the case of any such lease of any portion of any Restaurant Property which is subject to the lien of a Mortgage, such lease is subordinate to such Mortgage and to the Lien of this Indenture and (ii) any Unit Franchise Agreements with Wendy's International, Inc. relating to the operation of the Restaurant Property) which do not materially impair the use of such property as a Restaurant Property or materially adversely affect the value thereof as a Restaurant Property; (D) rights reserved to or vested in any municipality or public authority to control or regulate such property or to use such property in any manner, which rights do not materially impair the use of such property or materially adversely affect the value thereof; (E) the Lien of this Indenture and of any Mortgage; (F) liens which are by their terms made expressly junior to the Lien of this Indenture; and (G) any lien for the satisfaction and discharge of which a sum of money deemed adequate by the Corporate Trustee is on deposit with the Corporate Trustee.

"person" means any individual, partnership, corporation, trust, unincorporated association, joint venture, government or any department or agency thereof, or any other entity.

"place of payment" means such place as designated in Section 2.01 hereof.

"predecessor Bond" of any particular Bond means every previous Bond evidencing all or a portion of the same debt as that evidenced by such particular Bond; and, for the purposes of this definition, any Bond authenticated and delivered under Section 2.08 hereof in lieu of a mutilated, lost, destroyed or stolen Bond shall be deemed to evidence the same debt as the mutilated, lost, destroyed or stolen Bond.

"Proceeding" means any suit in equity, action at law or other legal, equitable, administrative or similar proceeding.

"Redemption Date," when used with respect to any bond to be redeemed, means the date fixed for such redemption by or pursuant to this Indenture.

"Regular Record Date" has the meaning specified in Section 2.01 hereof.

"Responsible Officers" of the Corporate Trustee means the Board Chairman, every Vice Chairman of the Board of Directors, the President, the Chairman or any

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