BILL GARRETT, Davidson County
Trans:T20130033304 DEEDWARR
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Fees:42.00 Taxes:0.00
20130423-0040347

This document prepared by:
David Lemkemeier
Lewis, Rice & Fingersh, L.C.
600 Washington Avenue, Suite 2500
St. Louis, Missouri 63101

Upon recordation return by mail to:
Lewis, Rice & Fingersh, L.C.
600 Washington, Suite 2500
St. Louis, Missouri 63101
Attn: David Lemkemeier

Name and Address of Property Owner:	Send Tax Bills To:	Map and Parcel Numbers
Hardee's Food Systems LLC 1325 N. Anaheim Blvd. Anaheim, CA 92801-1202 Attn: Real Estate Asset Management Department	Hardee's Restaurants LLC 1325 N. Anaheim Blvd. Anaheim, CA 92801-1202 Attn: Real Estate Asset Management Department	08600017000

GENERAL WARRANTY DEED
(Tennessee)

Hardee's Food Systems LLC, a Delaware limited liability company, the successor by merger to Spardee's Realty, Inc., a Delaware corporation ("Grantor"), with a mailing address of 1325 N. Anaheim Blvd., Anaheim, CA 92801-1202, Attn: Real Estate Asset Management Department, for consideration in the sum of Ten Dollars and No/100 ($10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby TRANSFERS and CONVEYS to Hardee's Restaurants LLC, a Delaware limited liability company ("Grantee"), with a mailing address of 1325 N. Anaheim Blvd., Anaheim, CA 92801-

1202, Attn: Real Estate Asset Management Department, the real property described in Exhibit A, attached hereto and incorporated herein by reference, and warrants the title against all persons whomsoever, which:

Unimproved (__) or improved (X) property is commonly known as:

5775 Old Hickory Drive	Hermitage	Tennessee	37076
(House Number) (street)	(city)	(state)	(zip)

Grantor acquired such property via Warranty Deed dated December 06, 1989 and recorded January 09, 1990 in Deed Book 8022, Page 1, of the Davidson County Register's Office.

The transfer and conveyance described herein is exempt from Tennessee Recordation Tax pursuant to Tennessee Code Annotated Section 67-4-409(e) as a merger, consolidation, sale or transfer of substantially all of the assets in this state of the Grantor, pursuant to plans of reorganization.

To have and to hold the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said Grantee, their heirs and assigns, forever. Grantor does covenant with said Grantee that it is lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, unless otherwise set out herein. We do further covenant and bind ourselves, our heirs and representatives, to warrant and forever defend the title to the said land to the Grantee, its heirs and assigns, against the lawful claims of all persons whomsoever. Wherever used, the singular number shall include the plural and the plural the singular, and the use of any gender shall be applicable to all genders.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by and through its duly authorized officer as of the 15th day of April, 2013.

GRANTOR:

Hardee's Food Systems LLC, a Delaware limited liability company, the successor by merger to Spardee's Realty, Inc., a Delaware corporation

By: _____

Name: William R. Werner
Title: Senior Vice President

[NOTARY ACKNOWLEDGEMENT(S) FOLLOW.]

STATE OF MISSOURI

CITY OF ST. LOUIS

On this 27th day of March in the year 2013, before me, Justine S. Lanciault a Notary Public in and for said state, personally appeared William R. Werner of Hardee's Food Systems LLC, a Delaware limited liability company, known to me to be the person who executed the within Deed in behalf of said limited liability company and acknowledged to me that he executed the same for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Notary Public

Print Name: Justine S. Lanciault

My commission expires: June 26, 2015

Commission Number: 11388203

NOTARY PUBLIC NOTARY SEAL STATE OF MISSOURI

JUSTINE S. LANCIAULT
My Commission Expires
June 26, 2015
St. Louis County
Commission #11388203

1501834
5775 Old Hickory Blvd.
Hermitage, Tennessee

Exhibit A

Legal Description

Property located in Davidson, TN

Land in Davidson County, Tennessee, being part of Lot No. 3 on the land of B. F. Gleaves, deceased, as of record in Minute Book 5, Pages 70 and 71, County Court Clerk's Office for said County and described as follows:

Beginning at an iron pin in the Westerly margin of Old Hickory Boulevard, said point being located North 1 deg. 27 min. East 240 feet from a concrete monument in the Northerly right of way line of Interstate I-40; thence with the Westerly margin of Old Hickory Boulevard, North 1 deg. 27 min. East 6.8 feet to a concrete monument; thence North 3 deg. 51 min. West 193.2 feet to an iron pin; thence leaving said margin of Old Hickory Boulevard, North 88 deg. 33 min. West 200.6 feet, more or less, to an iron pin; thence South 3 deg. 51 min. East 200 feet to an iron pin in the Northerly line of land now or formerly of Phillips Petroleum Co.; thence with the northerly line of said Phillips Petroleum Co. property, South 88 deg. 33 min. East 200 feet to the point of beginning.

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BURGER CHEF SYSTEMS, INC.", A NORTH CAROLINA CORPORATION,

"FLAGSTAR ENTERPRISES, INC.", AN ALABAMA CORPORATION,

"SPARDEE'S REALTY, INC.", AN ALABAMA CORPORATION,

WITH AND INTO "HARDEE'S FOOD SYSTEMS LLC" UNDER THE NAME OF "HARDEE'S FOOD SYSTEMS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF MARCH, A.D. 2013, AT 8:50 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SIXTH DAY OF MARCH, A.D. 2013, AT 3:46 O'CLOCK A.M.



Jeffrey W. Bullock, Secretary of State

5293595 8100M

130351843

AUTHENTICATION: 0307769

DATE: 03-25-13

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:50 AM 03/25/2013
FILED 08:50 AM 03/25/2013
SRV 130351843 - 5293595 FILE

CERTIFICATE OF MERGER
OF
FLAGSTAR ENTERPRISES, INC.
(an Alabama corporation)
AND
SPARDEE'S REALTY, INC.
(an Alabama corporation)
AND
BURGER CHEF SYSTEMS, INC.
(a North Carolina corporation)
into
HARDEE'S FOOD SYSTEMS LLC
(a Delaware limited liability company)

dated: March 25, 2013

The undersigned limited liability company formed and existing under the laws of the State of Delaware does hereby certify:

FIRST: The name, jurisdiction of formation or organization and type of entity of each of the constituent entities which is to merge are as follows:

Name	Type of Entity	Jurisdiction of Formation or Organization
Flagstar Enterprises, Inc.	Corporation	Alabama
Spardee's Realty, Inc.	Corporation	Alabama
Burger Chef Systems, Inc.	Corporation	North Carolina
Hardee's Food Systems LLC	Limited Liability Company	Delaware

SECOND: An Agreement and Plan of Merger has been approved and executed by (i) Flagstar Enterprises, Inc., an Alabama corporation ("FEI"), (ii) Spardee's Realty, Inc., an Alabama corporation ("SEI"), (iii) Burger Chef Systems, Inc., a North Carolina corporation ("BCS"), and (iv) Hardee's Food Systems LLC, a Delaware limited liability company (the "Delaware LLC").

THIRD: The name of the surviving domestic limited liability company is Hardee's Food Systems LLC.

FOURTH: The merger of FEI, SEI and BCS into the Delaware LLC shall be effective at 3:46 A.M. Eastern time on March 26, 2013.

FIFTH: The executed Agreement and Plan of Merger is on file at a place of business of the surviving limited liability company. The address of such place of business of the surviving limited liability company is 6307 Carpinteria Avenue, Suite A, Carpinteria, California 93013.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of the Delaware LLC and to any person holding an interest in FEI, SEI or BCS.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed.

HARDEE'S FOOD SYSTEMS LLC

By: _____
Name: Charles A. Seigel III
Title: Authorized Person