

**DEED**

BE IT KNOWN that **RODNEY J. SMITH and PATSY J. SMITH, his wife**, having an address of P.O. Box 521, Benton, Kentucky 42025, "**GRANTORS**" for and in consideration of Two Hundred Fifteen Thousand Dollars (\$215,000.00) cash in hand paid being the full actual consideration, the receipt of all of which is hereby acknowledged, have sold and hereby convey unto **WAFFLE HOUSE, INC.**, in fee simple title, its successors and assigns, "**GRANTEE**", whose address is 5986 Financial Drive, Norcross, Georgia 30071, the following described land lying in Marshall County, Kentucky, viz,

Lot 1, being a 1.097 acre tract in the Rodney Smith Commercial Subdivision, as shown on plat of record on Slide D-27, Marshall County Court Clerk's Office.

The above described property is subject to city zoning and easements of record in the Marshall County Court Clerk's Office.

The Grantors warrant that they will not buy, sell, lease or otherwise make available any land within 1000 lineal feet of the above described property for a period of fifty (50) years from the date of this Deed for the use of the following restaurants: IHOP, Perkins, Bob Evans, Frishch's, Shoney's, Cracker Barrel, Huddle House, Omelet Shoppe, Denny's and Dunkin Donuts. This covenant is binding upon the Grantors, their heirs, successors and assigns, and any property the Grantors owned within 1000 lineal feet of the above described property is subject to said covenant.

And being a part of the same property conveyed to Rodney Smith from Powell Properties I by deed dated November 29, 1996, of record in Deed Book 291, page 676, Marshall County Court Clerk's Office.

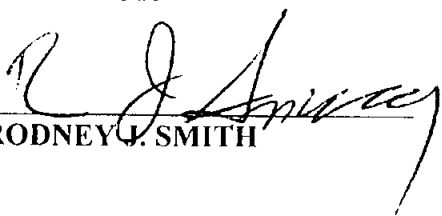
*This instrument was prepared by the undersigned without the benefit of a title examination and the property description herein was furnished by the Grantors.*

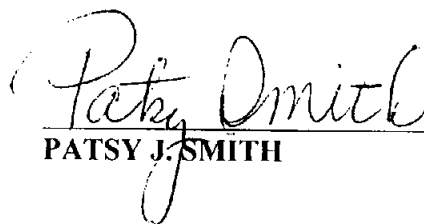
TO HAVE AND TO HOLD the said property unto the said **WAFFLE HOUSE, INC.**, in fee simple title, its successors and assigns, forever with "Covenant of General Warranty".

The undersigned Grantors and Grantee under penalties of perjury, pursuant to KRS Chapter 382, do hereby certify that the above stated consideration is the full and actual consideration for the property herein conveyed.

Given under our hands on this the 5<sup>th</sup> day of <sup>October</sup> ~~June~~, 2001.

"GRANTOR"

  
\_\_\_\_\_  
RODNEY J. SMITH

  
\_\_\_\_\_  
PATSY J. SMITH

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"GRANTEE"

WAFFLE HOUSE, INC.

By Ted Kapp  
Ted Kapp, Vice President

STATE OF KENTUCKY

COUNTY OF Marshall

The foregoing Deed and Certificate of Consideration were subscribed, sworn to and acknowledged before me this the 5<sup>th</sup> day of June, 2001, by Rodney J. Smith and Patsy J. Smith, his wife, Grantors.

[Signature]  
Notary Public

My Commission expires: 9/26/02

STATE OF KENTUCKY

COUNTY OF Marshall

The foregoing Certificate of Consideration was subscribed, sworn to and acknowledged before me this the 5<sup>th</sup> day of June, 2001, by Waffle House, Inc., by and through Ted Kapp, Vice President, Grantee.

[Signature]  
Notary Public

My Commission expires: 9/26/02

**This Instrument Prepared By:**

GEORGE E. LONG II LAW OFFICE  
908 Poplar, Benton, KY 42025

[Signature]

STATE OF KENTUCKY  
COUNTY OF MARSHALL

I, DAN DUKE, Clerk of the aforesaid County Court, do certify that the foregoing Deed was on the 17 day of Oct., 2001, lodged in my office for record. Whereupon the foregoing and this Certificate have been duly recorded in my office in Deed Book 329, page 243.

Given under my hand this the 17 day of Oct., 2001.

Rec. fee \$12.00 pd.  
Deed Tax \$215.00 pd.

DAN DUKE CLERK  
By Delia Riley D. C.

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