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LIMITED WARRANTY DEED
AND
BILL OF SALE

RECORDED

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THIS INDENTURE WITNESSETH, That AFC ENTERPRISES, INC., f/k/a AMERICA'S FAVORITE CHICKEN COMPANY, successor by merger to Al Copeland Enterprises, Inc. f/k/a Church's Fried Chicken, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Minnesota, whose address is Six Concourse Parkway, Suite 1700, Atlanta, Georgia 30328-5352, CONVEYS AND WARRANTS TO ATLANTA FRANCHISE DEVELOPMENT COMPANY, LLC, a Delaware limited liability company, whose address is 303 Peachtree Street, N.E. Suite 4320, Atlanta, Georgia 30308, for and in consideration of Ten Dollars (\$10.00) and other valuable consideration, the receipt of which is hereby acknowledged, all of the real estate described in EXHIBIT "A" attached hereto and made a part hereof together with all improvements located thereon, and appurtenances thereto (collectively the "Premises"), located in Lake County, in the State of Indiana, is being conveyed subject to a restrictive covenant restricting for twenty-five (25) years from and after the date of this deed (or, if applicable law will not permit a restrictive covenant against the land for this duration, then this covenant shall last for as long as permitted by such law) its use as a fast food restaurant in which total annual sales of bone-in fried chicken exceed twenty percent (20%) of the gross annual sales, provided, however, so long as the Premises are used as a Church's or Popeyes restaurant under a valid franchise agreement with AFC Enterprises, Inc., then the foregoing restriction shall not apply; and subject to all restrictions, encumbrances, easements, covenants and conditions and matters of record, if any, relating to the hereinabove described Premises as the same are filed for record in the official records of Lake County, Indiana, and to any matters that would be revealed by an accurate survey of the Premises.

Grantor for valuable consideration, hereby sells, conveys and aliens to the Grantee all furniture, fixtures, equipment and other personal property, but expressly excluding any proprietary marks, located on the Premises (collectively, the "Personalty"). Grantee accepts the Personalty "as is, where is, what is, and without recourse or warranty." **GRANTOR MAKES NO REPRESENTATIONS AS TO THE WHEREABOUTS, SERVICEABILITY OR FUNCTIONALITY OF THE PERSONALTY, AND THE SAME ARE ACCEPTED BY GRANTEE WITHOUT ANY EXPRESS OR IMPLIED WARRANTY WHATSOEVER.**

TO HAVE AND TO HOLD the Premises and the Personalty to Grantee and Grantee's successor and assigns forever. Notwithstanding the foregoing, Grantor covenants and warrants that said Premises and Personalty are free of any encumbrance made or suffered by said Grantor except as set forth above, and that Grantor and Grantor's successors shall warrant and defend the same to said Grantee and said Grantee's successors, and assigns forever, against the lawful claims and demands of all persons claiming by, through, or under the said Grantor, but against none other.

The undersigned persons executing this deed on behalf of Grantor represent and certify that they are duly elected officers of Grantor and have been fully empowered, by proper resolution of the Board of Directors

FC 19348, FC 19349
CC 102030

APR 07 1997

HOLD FOR FIRST AMERICAN TITLE

SAM ORLICH
AUDITOR LAKE COUNTY

374
17.00
DJ FA

of Grantor, to execute and deliver this deed; that Grantor has full corporate capacity to convey the Premises described herein; and that all necessary corporate action for the making of such conveyance has been taken and done. There is no Indiana gross income tax due on the transfer made by this conveyance.

IN WITNESS WHEREOF, Grantor has caused this deed to be executed this 24th day of March 1997.

AFC ENTERPRISES, INC., a Minnesota corporation

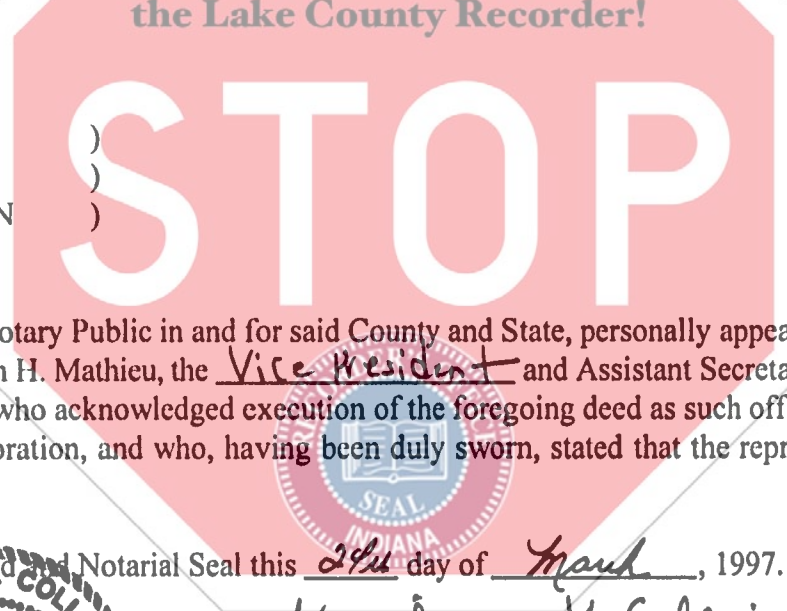
BY: Robert W. Thomas

ITS: Vice President

ATTEST: William H. Mathieu
WILLIAM H. MATHIEU
ASSISTANT SECRETARY

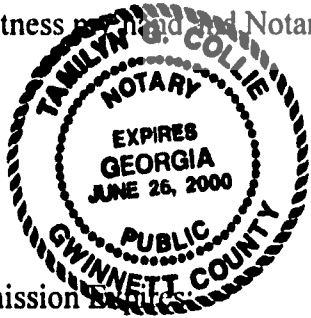
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STATE OF GEORGIA)
)
COUNTY OF FULTON)



Before me, a Notary Public in and for said County and State, personally appeared Robert W. Thomas and William H. Mathieu, the Vice President and Assistant Secretary, respectively, of AFC Enterprises, Inc., who acknowledged execution of the foregoing deed as such officers acting for and on behalf of said corporation, and who, having been duly sworn, stated that the representations therein contained are true.

Witness my hand and Notarial Seal this 24th day of March, 1997.



Tamilyn G. Collie
Tamilyn G. Collie
PRINTED NAME NOTARY PUBLIC

My Commission Expires:
June 26, 2000

County of Residence:
Gwinnett

Send tax statements to and
Buyer's mailing address is:

Atlanta Franchise Development Company, LLC
Attention: Mr. Dwayne E. Heard
President and Chief Executive Officer
Suite 4320
Atlanta, Georgia 30308

This instrument was prepared by:

AFC Enterprises, Inc.
Legal Department
Six Concourse Parkway, Suite 1700
Atlanta, GA 30328-5352



EXHIBIT "A"

CFC #320
4590 West 5th Ave.
Gary, IN 46406

LEGAL DESCRIPTION:

A PARCEL OF LAND LOCATED IN THE SOUTHWEST 1/4 OF SECTION 6, TOWNSHIP 36 NORTH, RANGE 8 WEST OF THE SECOND PRINCIPAL MERIDIAN IN GARY, LAKE COUNTY, INDIANA, DESCRIBED AS FOLLOWS:

BEGINNING AT THE INTERSECTION OF THE NORTH LINE OF FIFTH AVENUE (80 FEET WIDE) WITH THE EAST LINE OF CLARK STREET (66 FEET WIDE); THENCE EAST ALONG THE NORTH LINE OF FIFTH AVENUE (100 FEET); THENCE NORTH AND PARALLEL WITH THE EAST LINE OF CLARK STREET (125 FEET) THENCE WEST AND PARALLEL WITH THE NORTH LINE OF FIFTH AVENUE (100 FEET) TO THE EAST LINE OF CLARK STREET; THENCE SOUTH ALONG THE EAST LINE OF CLARK STREET (125 FEET) TO THE PLACE OF BEGINNING.

KEY 40-34-5 UNIT 25

CFC #532
1401 Broadway St.
Gary, IN 46407

LEGAL DESCRIPTION:

LOTS SIXTEEN (16), SEVENTEEN (17), EIGHTEEN (18), NINETEEN (19) AND TWENTY (20) IN BLOCK NUMBER 7 AS MARKED AND LAID DOWN ON THE RECORDED PLAT OF GARY LAND COMPANY'S TENTH SUBDIVISION, IN THE CITY OF GARY, LAKE COUNTY, INDIANA, AS THE SAME APPEARS OF RECORD IN PLAT BOOK 20, PAGE 33, IN THE RECORDER'S OFFICE OF LAKE COUNTY, INDIANA.

KEY 44-281-16 UNIT 25

CFC #988
3710 Grant St.
Gary, IN 46408

LEGAL DESCRIPTION:

LOTS 42, 43, 44, 45, 46, 47 AND 48, BLOCK 4, WOODROW WILSON'S ADDITION TO GARY, AS SHOWN IN PLAT BOOK 11, PAGE 10, LAKE COUNTY, INDIANA.

KEY 47-290-42 UNIT 25