

11/19/07 10:25:42
BK 123 PG 27
DE SOTO COUNTY, MS
W.E. DAVIS, CH CLERK

**THIS INSTRUMENT WAS PREPARED BY
AND SHOULD BE RETURNED TO:**

Dale A. Burket, Esq.
**LOWNDES, DROSDICK, DOSTER,
KANTOR & REED, P.A.**
450 South Orange Avenue, Suite 800
Orlando, Florida 32801
(407) 843-4600

Indexing instructions: The land subject to this instrument is located in the Northwest ¼ of Section 36, Township 1 South, Range 8 West, DeSoto County, Mississippi.

SPACE ABOVE THIS LINE FOR RECORDER'S USE

AMENDED AND RESTATED
TERMINATION OF LEASE AND MEMORANDUM OF LEASE

[Amending and restating that certain Termination of Lease and Memorandum of Lease dated August 1, 2007 and recorded on August 10, 2007 in Book 121, Page 324 in the Public Record's of Desoto County, Mississippi]

THIS AMENDED AND RESTATED TERMINATION OF LEASE AND MEMORANDUM OF LEASE (the "Agreement") made effective as of August 1, 2007 (the "Effective Date"), between **GE CAPITAL FRANCHISE FINANCE CORPORATION**, a Delaware corporation, successor by merger to **FRANCHISE FINANCE CORPORATION OF AMERICA**, successor by merger to **INSURED PENSION INVESTORS 1983**, a Delaware limited partnership ("Landlord"), and **FAMOUS RECIPE COMPANY OPERATIONS, LLC**, a Georgia limited liability company, successor in interest to **FAMOUS RECIPE COMPANY OPERATIONS, INC.**, a Georgia corporation ("Tenant").

WITNESSETH:

WHEREAS, Tenant is the current tenant and Landlord is the current landlord under that certain Lease Agreement between FFCA Acquisition Corporation, a Delaware corporation ("FFCA"), as landlord, and Mrs. Winner's, L.P., a Georgia limited partnership ("Mrs. Winner's") dated December 29, 1998, as amended by that certain First Amendment to Lease dated August 30, 1999 by and between FFCA, as landlord and Mrs. Winner's, as tenant, which Lease Agreement was assigned to Tenant under that certain Assignment and Assumption of Leasehold Interest dated May 8, 2006 by and between Mrs. Winner's, as assignor and Tenant, as assignee (collectively, the "Lease") pursuant to which Landlord leased to Tenant certain real property located in Horn Lake, Desoto County, Mississippi, more particularly described on Exhibit "A" attached hereto and incorporated herein (the "Property"). The Lease Agreement was memorialized by that certain Memorandum of Lease recorded on December 30, 1998 in Book 80, Page 001, in the Public Record's of Desoto County, Mississippi; and

WHEREAS, Landlord and Tenant desire to terminate the Lease and to release and discharge each other from any and all obligations and liabilities under the Lease Agreement other than obligations and liabilities that have accrued prior to the Effective Date or that are to survive termination pursuant to the terms of the Lease.

0033127/131135/1071917; Mrs. Winner's Chicken and Biscuits #470, Property ID 80007971
Horn Lake, DeSoto County, Mississippi

am

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NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, Landlord and Tenant agree as follows:

1. Incorporation of the Recitals. The recitals are true and correct and are incorporated herein by this reference.

2. Termination of the Lease and Memorandum of Lease. The parties agree that, as of the Effective Date hereof, the Lease and the Memorandum of Lease are hereby terminated, released and discharged and the parties shall be released of all obligations and liabilities under the Lease and the Memorandum of Lease other than with respect to obligations or liabilities that have accrued prior to the Effective Date or are to survive termination of the Lease and the Memorandum of Lease pursuant to the terms thereof.

3. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signatures on Next Page]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date set forth above.

"LANDLORD"

GE CAPITAL FRANCHISE FINANCE CORPORATION, a Delaware corporation, successor by merger to **FRANCHISE FINANCE CORPORATION OF AMERICA**, successor by merger to **INSURED PENSION INVESTORS 1983**, a Delaware limited partnership



By: _____
Name: T. Glenn Kindred, Jr.
Title: Authorized Signatory

(CORPORATE SEAL)

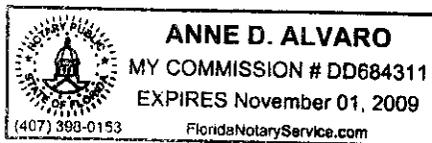
STATE OF FLORIDA
COUNTY OF ORANGE

Personally appeared before me, the undersigned authority in and for the said county and state, on this 9th day of October, 2007, within my jurisdiction, the within named T. Glenn Kindred, Jr., who acknowledged that (he) (she) is Authorized Signatory of **GE CAPITAL FRANCHISE FINANCE CORPORATION**, a Delaware corporation, successor by merger to **FRANCHISE FINANCE CORPORATION OF AMERICA**, successor by merger to **INSURED PENSION INVESTORS 1983**, a Delaware limited partnership, and that for and on behalf of the said corporation, and as its act and deed (he) (she) executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

(NOTARY SEAL)

Anne D. Alvaro
Notary Public, State of Florida

Printed Name: _____
Notary Commission No. _____
My Commission Expires: _____



"TENANT"

**FAMOUS RECIPE COMPANY
OPERATIONS, LLC**, a Georgia limited liability
company

By: [Signature]
Name: Jeffrey D. Miller
Title: Manager

STATE OF GEORGIA
COUNTY OF Cobb

5th Personally appeared before me, the undersigned authority in and for the said county and state, on this
day of OCTOBER, 2007, within my jurisdiction, the within named
JEFFREY DANIEL MILLER, who acknowledged that (he) (she) is Manger of
FAMOUS RECIPE COMPANY OPERATIONS, LLC, a Georgia limited liability company, and that for and on
behalf of the said limited liability company, and as its act and deed (he) (she) executed the above and foregoing
instrument, after first having been duly authorized by said limited liability company so to do.

[Signature]
Notary Public, State of Georgia

(NOTARY SEAL)

Printed Name: RAJKUMAR CHAROTARI
Notary Commission No. _____
My Commission Expires: MAY 13th 2008

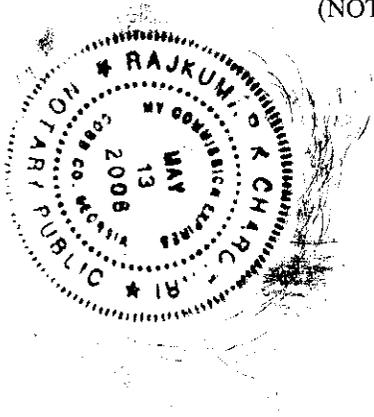


EXHIBIT "A"

Legal Description of the Premises

Mrs. Winner's Chicken and Biscuits 470, Property ID 80007971/977 Goodman Road, Horn Lake, DeSoto County, Mississippi 38637-1438

The property is now known as Lot 1, Interstate Commons Subdivision, First Revision, as shown in that plat dated May 5, 1999 and recorded in Book 64, Page 48 and Book 71, Page 24.