

UNIFORM COMMERCIAL CODE-FINANCING STATEMENT-UCC-1

(USE UCC-1F for FARM PRODUCTS)

INSTRUCTIONS (Items marked * are optional):

- PLEASE TYPE.
- List exact name of business and, if individual, list LAST name of debtor first.
- Please verify and enter Social Security number for each debtor. Businesses list tax ID numbers.
- Please check debtor type P if individual and C if commercial (commercial includes sole proprietorship).
- List complete address to include county code and nine-digit zip code.
- If collateral is fixtures, or will be fixtures when installed, or covers minerals or standing timber, a legal description of real estate and name of record owner or lessee are required.
- County codes should be included and are listed on the back of form.
- If space provided for any item(s) is inadequate, the item(s) should be continued on Form UCC-1.
- Submit completed form in triplicate with appropriate filing fee to Secretary of State UCC Division, P.O. Box 136, Jackson, MS 39205-0136 and/or Chancery Clerk of proper county.

This Financing Statement is presented to the Filing Officer pursuant to the Uniform Commercial Code, UCC-1
STATE OF MISSISSIPPI

BOOK 763 PAGE 795

1. Debtor(s)

Arby's Restaurant Operations Company

Debtor (Last Name First)/Business Name

1000 Corporate Drive, 5th Floor

Mailing Address

Ft. Lauderdale FL 33334

City State County Code Zip

Type of Debtor: P C

Tax ID/SS.#

Debtor (Last Name First)/Business Name

Mailing Address

City State County Code Zip

Type of Debtor: P C

Tax ID/SS.#

2. Secured Party

Arby's Restaurant Development Corporation

Secured (Last Name First)/Business Name

1000 Corporate Drive, 5th Floor

Address

Ft. Lauderdale FL 33334

City State County Code Zip

65-055-8050

Type of Secured: P C

Tax ID/SS.#

3. Assignee

FFCA Acquisition Corporation

Assignee (Last Name First)/Business Name

17207 North Perimeter Drive

Address

Scottsdale AZ 85255

City State County Code Zip

86 0765661

Type of Assignee: P C

Tax ID/SS.#

4. This Financing Statement covers the following types (or items) of property: for informational purposes

See Schedule I attached hereto.

(Equip Lease - Desoto County)

FFCA No. 8000-3777
Horn Lake, Mississippi

This Financing Statement is to be filed of record in the real estate records of the Chancery Clerk of DeSoto County as a fixture filing.

RECORDED IN REAL ESTATE TRUST DEED. BOOK 763 PAGE 795

RECEIVED & FILED
W. E. DAVIS
CHANCERY CLERK
MAY 24 11 05 AM '95
239-5-95
DESOTO COUNTY
HERNAND, MISS.

FOR FILING OFFICE USE ONLY

5. Check if this statement is filed without the Debtor's signature to perfect a security interest in collateral:

- already subject to a security interest in another jurisdiction when it was brought into this state or when Debtor's location was changed to this state.
- which is proceeds if the security interest in the original collateral was perfected.
- where the original filing has lapsed.
- acquired after a change of name, identity, or corporate structure of the Debtor.
- if lien to secure payment of royalty proceeds (effective 1 year).

6. Check if covered: Products of collateral.

7. Number of additional sheets attached: _____

8. Financing Statement is filed with: Desoto County-Real Estate

ARBY'S RESTAURANT OPERATIONS COMPANY
a Delaware corporation

ARBY'S RESTAURANT DEVELOPMENT CORPORATION

J. E. Shyette
Signature(s) of Debtor(s) Title: VP/Exec

Signature(s) of Secured Party(ies)
(required only when filed without Debtor signature) Title: President

(a) Filing Officer Copy — Alphabetical

UCC-1 Approved for Use by The Secretary of State of Mississippi 11/01/86

Continuation
ASSIGNMENT OF THIS INSTRUMENT RECORDED IN
real estate 710 BOOK.
NO. 1214 PAGE 267
THIS THE 18 DAY OF May, 2000
W. E. Davis
CHANCERY CLERK
by B Cleveland

La Salle Nail Bank
ASSIGNMENT OF THIS INSTRUMENT RECORDED IN
real estate 710 BOOK.
NO. 854 PAGE 721
THIS THE 9 DAY OF Sept, 19 96
W. E. Davis
CHANCERY CLERK
by B Cleveland

SCHEDULE I

This UCC-1 Financing Statement is being filed pursuant to Section 9-408 of the Uniform Commercial Code as enacted in the State in which the real property described on Exhibit A attached hereto is located (the "Real Property") with respect to an Equipment Lease dated as of May 1, 1995 (the "Equipment Lease") covering the items and type of equipment described in Exhibit B attached hereto (the "Equipment"). The Equipment Lease is intended to be a true Lease, and not a security agreement, between Arby's Restaurant Development Corporation, a Delaware corporation, as the owner of the Equipment and the "lessor" under the Equipment Lease, and Arby's Restaurant Operations Company, a Delaware corporation, as the lessee of the Equipment under the Equipment Lease. The Equipment is used in the operation of the building and improvements located upon the Real Property as a restaurant.

01/148968.1
05/20272.1
Arby's
04/26/95
Equip Lease UCC

EXHIBIT A
LEGAL DESCRIPTION

Lot 3, Resubdivision of Lots 3, 4 and 5, Phase I, DeSoto Crossing Subdivision in Section 25, Township 1 South, Range 8 West, DeSoto County, Mississippi, as shown on Plat of record in Plat Book 46, Page 39, in the office of the Chancery Clerk of DeSoto County, Mississippi.

Indexing Instructions:

Lot 3, Resubdivision of Lots 3, 4 and 5, Phase I
DeSoto Crossing Subdivision
De Soto County, Mississippi

**EXHIBIT B
EQUIPMENT LIST**

4/26/95

STORE NUMBER	ASSET	ENTRY DATE MONTH YEAR	ASSET NUMBER	DESCRIPTION	ASSET COST
257	EQUIPMENT	10 1994	582406	SOUND SYSTEM	4,660.31
		10 1994	582407	TAX ON: SOUND SYSTEM	326.22
		10 1994	582239	MENU BOARD	4,784.36
		10 1994	582305	KITCHEN EQUIP.	5,315.00
		10 1994	582305 001	FULL SIZE FREEZER	1,587.00
		10 1994	582305 002	HTD HOLDING CABINET	3,309.00
		10 1994	582305 003	DBL DECK OVEN	5,599.00
		10 1994	582305 004	HOODS OVER OVEN	1,155.00
		10 1994	582305 005	WALK IN COOLER/FREEZER	11,052.00
		10 1994	582306	KITCHEN EQUIP.	15,534.36
		10 1994	582306 001	ICE MACHINE	3,074.00
		10 1994	582306 002	SAFE	2,158.00
		10 1994	582301	KITCHEN EQUIP.	4,787.50
		10 1994	582301 001	FREEZER SET	9,089.00
		10 1994	582301 002	2-DRAWER WARMER	875.00
		10 1994	582301 003	ELECTRIC SLICER	6,175.00
		10 1994	582301 004	SLICER	2,729.00
		10 1994	582301 005	BUN TOASTERS	1,878.00
		10 1994	582301 006	MICROWAVES	2,580.00
		10 1994	582301 007	PRODUCTION COUNTER	12,755.00
		10 1994	582301 008	SANDWICH HOLDER	1,382.00
		10 1994	582301 009	BATTERY 3 FRYERS	9,979.00
		10 1994	582301 010	HOODS OVER FRYERS	2,999.00
		10 1994	582492	CONDIMENT SYSTEM	1,908.51
		10 1994	582493	TAX ON: CONDIMENT SYSTEM	133.60
		10 1994	582413	SMALLWARES	5,996.96
		10 1994	582414	TAX ON: SMALLWARES	419.79
		10 1994	582561	INTERIOR DECOR	121.48
		10 1994	582562	TAX ON: INTERIOR DECOR	8.50
		10 1994	582565	INTERIOR DECOR	37,487.95
		10 1994	582566	TAX ON: INTERIOR DECOR	2,624.16
		11 1994	583058	D/T SOUND EQUIPMENT	518.01
		11 1994	583268	COUNTER	1,340.12
		11 1994	583269	TAX ON: COUNTER	93.81
		11 1994	583277	SIGNS	39,448.45
		12 1994	584449	BALANCE ON KITCHEN EQUIPMENT	1,000.00
		12 1994	584450	TAX ON: BALANCE ON KITCHEN EQ	82.50
		12 1994	584885	INSTALLATION CHARGES	510.00
		1 1995	585908	WIRELESS D/T SYSTEM	270.00
		1 1995	585909	TAX ON: WIRELESS D/T SYSTEM	18.90
		2 1995	586464	UNIFORMS	2,861.27
				MISC. EQUIPMENT	2,500.00
257	TOTAL EQUIPMENT				\$211,126.76