

State of Mississippi UCC-1 Financing Statement

UCC-01

1. Debtors (Last Name first for individuals)

Book & Page:

Filed with: De Soto

Winners International Restaurants Franchise Services, Inc.

Last Name First Name Middle Name

6045 Barfield Road, NE

Mailing Address

Atlanta GA 83 30328

City State Cty Cd ZIP

06-1560332 [ ] Transmitting Utility

Tax ID/SSN

2. Secured Party (Last Name first for individuals)

Mrs. Winner's L.P., Lee's Company Operations, Inc., Lee's Franchise Services, Inc.

Business Name

5995 Barfield Road, NE

Mailing Address

Atlanta GA 83 30328

City State Cty Cd ZIP

Tax ID/SSN

Last Name First Name Middle Name

Mailing Address

City State Cty Cd ZIP

Tax ID/SSN

3. Assignee (Last Name first for individuals)

Business Name

Mailing Address

City State Cty Cd ZIP

Tax ID/SSN

4. This financing statement covers the following types (or items) of property:

THIS FIXTURE FILING IS TO BE RECORDED IN THE REAL ESTATE RECORDS.

The collateral covered by this financing statement includes equipment and fixtures of Debtor, as more particularly described on Exhibit A attached hereto, located on or used in connection with the real estate described on Exhibit A, together with all products and proceeds of the foregoing. The collateral is or includes fixtures, and this financing statement is to be cross-indexed in the real estate records. The record owner is as set forth on Exhibit A.

\* TO BE FILED IN REAL ESTATE RECORDS ONLY \*

STATE MS. - DESOTO CO. FILED

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
acquired after a change of name, identity, or corporate structure of the Debtor
where the original filing has lapsed
if lien to secure payment of royalty proceeds (effective 1 year)

JAN 11 10 10 AM '00

BK 1180 PG 224 W.F. ...

6. Check if covered: [X] Products of Collateral

7. Number of additional sheets attached: 9

Winners International Restaurants Franchise Services, Inc.

Signature of Debtor

Signature of Secured Party

Signature of Debtor

Signature of Secured Party (Required only when filed without Debtor Signature)

EXHIBIT A

Debtors:       Winners International Restaurants, Inc.  
                   Winners International Restaurants Company Operations, Inc.  
                   Winners International Restaurants Franchise Services, Inc.

Secured  
 Parties:       Mrs. Winner's, L.P.  
                   Lee's Company Operations, Inc.  
                   Lee's Franchise Services, Inc.

*The security interest of Secured Parties in the collateral described below is subordinate to (i) the security interest of Heller Financial Leasing, Inc. in certain of such collateral pursuant to the terms of a certain Intercreditor Agreement among Secured Parties, Debtors, Heller Financial Leasing, Inc. and the other parties named therein, (ii) the security interest of General Electric Capital Corporation in certain of such collateral pursuant to the terms of a certain Intercreditor Agreement among Secured Parties, Debtors, General Electric Capital Corporation and the other parties named therein and (iii) the security interest of LaSalle Bank National Association in certain of such collateral pursuant to the terms of a certain Subordination Agreement among Secured Parties, Debtors, LaSalle Bank National Association and the other parties named therein.*

Description of Collateral

All right, title and interest of Debtors in the following property, whether now owned or existing or hereafter acquired or arising, together with all proceeds thereof and all substitutions, replacements and modifications thereof:

(1) All equipment, machinery, furniture, furnishings and fixtures of each Debtor located at any of the properties of any Debtor set forth on Schedule 1 hereto, or used or useful in the operation of any Debtor's business at any such location, including, without limitation, all furniture, fixtures, and equipment therein, removable signage of all varieties, and any and all personal property of any kind or nature contained in, on, or around and/or associated with in any manner the operation of each restaurant or other business at such location, and all supplies and equipment incorporated therein and all machinery, appliances, trade fixtures, and furnishings of every kind and description which may be used or useful in connection with the operation of each restaurant or other business at each such location; utensils, parts and spare parts therefor, all inside and outside removal items and any and all ice machines, ice cream machines, warmers, refrigerators, freezers, ovens, and toasters; all security, fire, smoke and other alarm systems; all cash registers and point-of-sale terminals; all computers (hardware and software); all in-store communication devices; and all office equipment; together with each Debtor's interest as subtenant or tenant under each sublease or lease of the properties at which such equipment and fixtures are located (if and to the extent that the grant of a security interest therein does not violate the terms of the applicable lease or sublease); and together with any and all extensions, additions, improvements, betterments, after-acquired property, renewals, replacements and substitutions or insurance proceeds or proceeds from a voluntary or involuntary sale, liquidation or conversion of any of the foregoing; and all attachments, additions and accessions thereto, all whether now or hereafter existing or acquired (collectively, the "Equipment"). Notwithstanding anything contained herein to the contrary, in no event shall the Equipment include any fixtures which are owned by the owner or sublandlord of any of the properties of Debtors described on Schedule 1 hereto, rather than by a Debtor.

Further, with respect to those properties listed on Schedule 1 hereto as "Leased Units" as to which "FFCA" or "FFCA Acquisition Corporation" is listed as the landlord, those properties listed on Schedule 1 hereto which are identified as Unit Numbers 0302, 0315, 0316, 0360, 0363, 0434, 0435, 0465 and 0466 and those properties listed on Schedule 1 hereto as "Owned Units", in no event shall the Equipment include any Debtor's interest as a subtenant or tenant under any sublease or lease of such properties or any "Fixtures" (as defined below) at such properties, or any extensions, additions, improvements or betterments to any Fixtures or any renewals, replacements or substitutions for any Fixtures or any insurance proceeds or proceeds from a voluntary or involuntary sale, liquidation or conversion of such Fixtures, all whether now existing or hereafter acquired. As used in the previous sentence, the word "Fixtures" means fixtures, as defined in the UCC, including without limitation, walk-in coolers, walk-in freezers, hoods, vents, fans, HVAC, plumbing and electrical fixtures, yard lights and parking light poles, all of which are owned by the owners or sublandlords of the properties identified in the preceding sentence, rather than by a Debtor, but excluding any trade fixtures.

(2) All Accounts Receivable, Cash and Deposit Accounts, Intangibles, Inventory and Securities (as each such term is hereinafter defined).

"Accounts Receivable" means all accounts, instruments, and chattel paper of each Debtor, including, without limitation, all rights of each Debtor to payment for goods sold or leased, or to be sold or to be leased, or for services rendered or to be rendered, howsoever evidenced or incurred, and together with all returned or repossessed goods and all books, records, computer tapes, programs and ledger books arising therefrom or relating thereto, all whether now owned or hereafter acquired or arising.

"Cash and Deposit Accounts" means all cash, securities and other property of each Debtor left with Secured Party or in the possession, custody or control now or hereafter of Secured Party, all deposit and other accounts of each Debtor now or hereafter opened with any person; all certificates of deposit issued by any person to any Debtor, and all drafts, checks and other items deposited in any such account.

"Intangibles" means all general intangibles of each Debtor, whether now existing or hereafter acquired or arising, including, without limitation, all copyrights, royalties, tax refunds, rights to tax refunds, trademarks, trade names, service marks, patent and proprietary rights, blueprints, drawings, designs, trade secrets, plans, diagrams, schematics and assembly and display materials relating thereto, all customer lists, all rights of Debtors under franchise agreements (whether as franchisor or franchisee), including, without limitation, all rights to collect franchise fees thereunder, all other contracts and contract rights of Debtors, including, without limitation, all of Debtors' rights (including indemnification rights) under the Purchase Agreement, dated as of December 29, 1999, by and among Debtors, Lee's Company Operations, Inc., Lee's Franchise Services, Inc. and the other parties named therein, and the Contribution Agreement, dated as of December 29, 1999, by and among Debtors, Mrs. Winner's, L.P. and the other parties named therein, all books and records and all computer software and programs, and all goodwill of each Debtor associated therewith.

"Inventory" means all inventory of each Debtor, whether now owned or hereafter acquired, wherever located, including, without limitation, all goods of each Debtor held for sale or lease or furnished or to be furnished under contracts of service, all goods held for display or demonstration, all raw materials, work-in-process, finished goods and supplies used or consumed in each Debtor's business, together with all documents, documents of title, dock warrants, dock receipts, warehouse receipts, bills of lading or orders for the delivery of all, or any portion, of the foregoing.

"Securities" means all certificated and uncertificated securities, all security entitlements, all securities accounts, all commodity contracts and all commodity accounts, other than any capital stock of Winners International Restaurants Company Operations, Inc. and Winners International Operations Franchise Services, Inc., as to which such capital stock no security interest is granted..

SCHEDULE ILEASED  
UNITS

<u>Number</u>	<u>UNIT NO.</u>	<u>Landlord</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>ST</u>	<u>ZIP</u>	<u>COUNTY</u>	<u>CONCEPT</u>
1	0302	W.H. Benton	4145 Fulton Industrial Blvd.	Atlanta	GA	30336	Fulton	Mrs. Winner's
2	0304	Mary Carol and John Miller	908 Industrial Blvd.	McDonough	GA	30253	Henry	Mrs. Winner's
3	0307	Halpern Enterprises	998 Cherokee Road-Windy Hill	Smyrna	GA	30080	Cobb	Mrs. Winner's
4	0308	Sandford H Orkdn	10471 Alpharetta St.	Roswell	GA	30075	Fulton	Mrs. Winner's
5	0309	Bobbie D. Mallette	6002 Fairburn Rd.	Douglasville	GA	30134	Douglas	Mrs. Winner's
6	0310	Mary Louise Piatkiewicz <i>M/k/a</i> Thomas	415 North Glenn St.	Fayetteville	GA	30214	Fayette	Mrs. Winner's
7	0311	Mary Louise Piatkiewicz	1411 State Highway 16 West	Griffin	GA	30223	Spaulding	Mrs. Winner's
8	0312	Cawthon Hollums	3271 Camp Creek Parkway	East Point	GA	30344	Fulton	Mrs. Winner's
9	0314	Gary W. Schaffer	41 N. Canton Highway, GA 5	Canton	GA	30114	Cherokee	Mrs. Winner's
10	0315	William H Ravin	466 Cobb Parkway, South	Marietta	GA	30067	Cobb	Mrs. Winner's
11	0316	Mary Louise Piatkiewicz	1518 Highway 92, East	Woodstock	GA	30188	Cherokee	Mrs. Winner's
12	0318	Southern Automatic Co	3194 U.S. Highway 23	Duluth	GA	30136	Gwinnett	Mrs. Winner's
13	0320	Sedrah Leasing Corp	1138 West Ave.	Conyers	GA	30207	Rockdale	Mrs. Winner's
	0320PL	George & Dorothy Rascoe (Parking lot)	1138 West Ave.	Conyers	GA	30207	Rockdale	Mrs. Winner's
14	0323		55 Jefferson St.	Newnan	GA	30263	Coweta	Mrs. Winner's
15	0324	Mary Louise Piatkiewicz	2480 Flat Shoals Rd.	Atlanta	GA	30349	Fulton	Mrs. Winner's
17	0360	Myrtle S. Lambos	1904 West End Ave.	Nashville	TN	37203	Davidson	Mrs. Winner's
18	0363	Robert C. Harris	1907 8 <sup>th</sup> Avenue, South	Nashville	TN	37211	Davidson	Mrs. Winner's
19	0434	James O. Ayers	419 North Riverside Dr.	Clarksville	TN	37040	Montgomery	Mrs. Winner's
20	0435	Susan D. Ambuhl	3293 Ft. Campbell Blvd.	Clarksville	TN	37040	Montgomery	Mrs. Winner's
21	0437	Irving J. Sherman, Trustee	719 Jesse Jewel Pkwy. S.W.	Gainesville	GA	30501	Hall	Mrs. Winner's
22	0438	Brauvn Corp Lease Program 4	3465 Mundy Mill Road	Oakwood	GA	30566	Hall	Mrs. Winner's
23	0439	Jets Associates	47 N. Morningside Dr.	Cartersville	GA	30120	Bartow	Mrs. Winner's
24	0440	Jets Associates	940 East Church St.	Jasper	GA	30142	Pickens	Mrs. Winner's
26	0442	Jets Associates	300 Tri-County Plaza	Cumming	GA	30130	Forsyth	Mrs. Winner's
27	0443	FFCA	1551 West Missouri St.	West Memphis	AK TN	72301	Crittenden	Mrs. Winner's
29	0445	FFCA	1635 East Shelby Drive	Memphis	TN	38116	Shelby	Mrs. Winner's
33	0457	FFCA	320 Barrett Lakes Blvd.	Kennesaw	GA	30144	Cobb	Mrs. Winner's
34	0459	FFCA	4383 Wade Green Rd.	Kennesaw	GA	30144	Cobb	Mrs. Winner's
35	0461	FFCA	211 Henslee Drive	Dickson	TN	37055	Dickson	Mrs. Winner's
38	0466	AD Cartwright Jr	784 W. Poplar Ave.	Collierville	TN	38017	Shelby	Mrs. Winner's
39	0467	Volunteers South, Inc	Hwy 231 @ I40	Lebanon	TN	37087	Wilson	Mrs. Winner's
40	0469	Richard J. Palter	5134 Old National Hwy.	College Park	GA	30337	Fulton	Mrs. Winner's
41	0470	FFCA	977 W. Goodman Rd.	Horn Lake	MS	38637	Desoto	Mrs. Winner's
42	0473	FFCA	4024 Covington Hwy.	Decatur	GA	30032	DeKalb	Mrs. Winner's
48	5706	FFCA	7232 Natural Bridge Rd.	Normandy	MO	63121	St. Louis	Lee's
49	5708	FFCA	2629 S. Jefferson	St. Louis	MO	63118	St. Louis	Lee's
50	5712	FFCA	5023 Natural Bridge Rd.	St. Louis	MO	63115	St. Louis	Lee's
51	5715	Shoney's	10645 St. Charles Rock Rd.	St. Ann	MO	63074	St. Louis	Lee's
52	5718	FFCA	3449 S. Kings Hwy.	St. Louis	MO	63139	St. Louis	Lee's
53	5723	Shoney's Reals Estate	2825 N. Highway 67	St. Louis	MO	63033	St. Louis	Lee's
54	5733	FFCA	3516 Nameoki	Granite City	IL	62040	Madison	Lee's
55	5738	FFCA	820 Jeffco Blvd.	Arnold	MO	63010	Jefferson	Lee's
56	5739	FFCA	15602 Manchester	Ellisville	MO	63021	St. Louis	Lee's
58	5748	Shoney's	6210 W. Florissant	St. Louis	MO	63136	St. Louis	Lee's
59	5763	FFCA	10090 W. Florissant	St. Louis	MO	63136	St. Louis	Lee's
60	5764	FFCA	1012 South 5th St.	St. Charles	MO	63301	St. Charles	Lee's

**MRS. WINNER'S L.P.  
OWNED  
UNITS**

<u>Number</u>	<u>UNIT NO.</u>	<u>MORTGAGEE</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>ST</u>	<u>ZIP</u>	<u>COUNTY</u>	<u>CONCEP</u>
61	0303	FFCA	1842 Cotillion Dr.	Atlanta	GA	30338	DeKalb	Mrs. Winn
62	0305	FFCA	4099 Hwy. 29	Lilburn	GA	30247	Gwinnett	Mrs. Winn
63	0317	FFCA	290 Grayson Highway	Lawrenceville	GA	30245	Gwinnett	Mrs. Winn
64	0319	FFCA	325 Ashby Street	Atlanta	GA	30310	Fulton	Mrs. Winn
65	0321	FFCA	1141 Columbia Drive	Decatur	GA	30030	DeKalb	Mrs. Winn
66	0325	FFCA	447 Murfreesboro Road	Nashville	TN	37210	Davidson	Mrs. Winn
67	0326	FFCA	2430 McAlpine Terrace	East Point	GA	30344	Fulton	Mrs. Winn
68	0327	FFCA	893 N. Hairston Road	Stone Mountain	GA	30083	DeKalb	Mrs. Winn
69	0329	FFCA	3261 MLK Jr. Drive	Atlanta	GA	30311	Fulton	Mrs. Winn
70	0332	FFCA	4816 Charlotte Avenue	Nashville	TN	37209	Davidson	Mrs. Winn
71	0333	FFCA	403 Moreland Ave.	Atlanta	GA	30316	Fulton	Mrs. Winn
72	0336	FFCA	363 Hill Street	Atlanta	GA	30312	Fulton	Mrs. Winn
73	0337	FFCA	3914 Gallatin Road	Nashville	TN	37216	Davidson	Mrs. Winn
74	0338	FFCA	311 Gallatin Road	Nashville	TN	37206	Davidson	Mrs. Winn
76	0340	FFCA	590 McDonough Blvd.	Atlanta	GA	30315	Fulton	Mrs. Winn
77	0341	FFCA	831 N. First Street	Nashville	TN	37207	Davidson	Mrs. Winn
78	0343	FFCA	1960 Bankhead Hwy.	Atlanta	GA	30318	Fulton	Mrs. Winn
79	0345	FFCA	2690 Stewart Avenue, SW	Atlanta	GA	30315	Fulton	Mrs. Winn
81	0348	FFCA	6273 Jonesboro Road	Morrow	GA	30260	Clayton	Mrs. Winn
83	0351	FFCA	5644 Franklin Pike Circle	Brentwood	TN	37027	Davidson	Mrs. Winn
84	0352	FFCA	2253 Lawrenceville Hwy.	Decatur	GA	30033	DeKalb	Mrs. Winn
85	0353	FFCA	3751 Nolensville Road	Nashville	TN	37211	Davidson	Mrs. Winn
86	0354	FFCA	3333 Main Street	College Park	GA	30337	Fulton	Mrs. Winn
87	0356	FFCA	599 University Avenue	Atlanta	GA	30310	Fulton	Mrs. Winn
88	0359	FFCA	2730 E. College Ave.	Decatur	GA	30030	DeKalb	Mrs. Winn
92	0365	FFCA	1950 Boulevard Drive, SE	Atlanta	GA	30317	DeKalb	Mrs. Winn
93	0367	FFCA	1958 Piedmont Road, NW	Atlanta	GA	30324	Fulton	Mrs. Winn
94	0369	FFCA	5045 Jimmy Carter Blvd.	Norcross	GA	30093	Gwinnett	Mrs. Winn
95	0370	FFCA	23 Powder Springs Road	Marietta	GA	30064	Cobb	Mrs. Winn
96	0371	FFCA	2721 Clarksville Highway	Nashville	TN	37208	Davidson	Mrs. Winn
97	0377	FFCA	810 Jefferson Street	Nashville	TN	37208	Davidson	Mrs. Winn
98	0387	FFCA	3440 Lebanon Road	Hermitage	TN	37076	Davidson	Mrs. Winn
100	0397	FFCA	3390 South Cobb Drive	Smyrna	GA	30080	Cobb	Mrs. Winn
101	0398	FFCA	954 State Line Road, W	Southaven	MS	38671	DeSoto	Mrs. Winn
102	0409	FFCA	5701 Nolensville Road	Nashville	TN	37211	Davidson	Mrs. Winn
103	0412	FFCA	5856 Summers Avenue	Memphis	TN	38134	Shelby	Mrs. Winn
104	0414	FFCA	2180 Pleasant Hill Road	Duluth	GA	30136	Gwinnett	Mrs. Winn
105	0415	FFCA	1986 Brooks Road	Memphis	TN	38116	Shelby	Mrs. Winn
107	0418	FFCA	6814 GA Hwy 85	Riverdale	GA	30274	Clayton	Mrs. Winn
109	0420	FFCA	5860 Winchester	Memphis	TN	38115	Shelby	Mrs. Winn
110	0426	FFCA & Chapman (parking lot)	3710 Austell Road	Marietta	GA	30060	Cobb	Mrs. Winn
111	0448	FFCA	2941 Lawrenceville Suwanee Rd.	Suwanee	GA	30174	Gwinnett	Mrs. Winn
112	0454	FFCA	2180 Mt. Zion Parkway	Morrow	GA	30260	Clayton	Mrs. Winn
113	0464		1370 Union Ave.	Memphis	TN	38104	Shelby	Mrs. Winn

**LEASED  
UNITS**

<u>Number</u>	<u>UNIT NO.</u>	<u>Landlord</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>ST</u>	<u>ZIP</u>	<u>COUNTY</u>	<u>CONCEP</u>
16	0349	Trust Company Bank, Sue McRae McClennan	1333 Johnson Ferry Rd.	Marietta	GA	30067	Cobb	Mrs. Winn
25	0441	Jets Associates	808 Martha Berry Blvd.	Rome	GA	30165	Floyd	Mrs. Winn
28	0444	Insured Pension Investors c/o FFCA	3243 Jackson Ave.	Memphis	TN	38122	Shelby	Mrs. Winn
30	0446	FFCA	3700 Lamar Ave.	Memphis	TN	38118	Shelby	Mrs. Winn
31	0449	Volunteers South, Inc	Hwy. 31 East @ Greenwave Dr.	Gallatin	TN	37066	Sumner	Mrs. Winn
32	0451	Union Realty Company	2200 Frayser Blvd.	Memphis	TN	38127	Shelby	Mrs. Winn
36	0463	FFCA	3770 East Shelby Drive	Memphis	TN	38118	Shelby	Mrs. Winn
37	0465	James and Jerry Hicky	2306 Washington Ave.	Forrest City	AK	72335	St. Francis	Mrs. Winn

57 5744 FFCA 6221 Vernon Rd. University City MO 63130 St. Louis Lec's

MRS. WINNER'S L.P.  
OWNED  
UNITS

<u>Number</u>	<u>UNIT NO.</u>	<u>MORTGAGEE</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>ST</u>	<u>ZIP</u>	<u>COUNTY</u>	<u>CONCEP</u>
75	0339	FFCA	4499 Glenwood Avenue	Decatur	GA	30032	DeKalb	Mrs. Winn
80	0346	FFCA	515 Bell Road	Antioch	TN	37013	Davidson	Mrs. Winn
82	0350	FFCA	1905 Candler Road	Decatur	GA	30032	DeKalb	Mrs. Winn
89	0361	FFCA	3160 Bankhead Hwy	Atlanta	GA	30318	Fulton	Mrs. Winn
90	0362	FFCA	4840 Jonesboro Road	Forest Park	GA	30050	Clayton	Mrs. Winn
91	0364	FFCA	3740 Campbellton Road	Atlanta	GA	30331	Fulton	Mrs. Winn
99	0391	FFCA	4225 Winchester Road	Memphis	TN	38118	Shelby	Mrs. Winn
106	0416	FFCA	127 N. Lowry Street	Smyrna	TN	37167	Rutherford	Mrs. Winn
108	0419	FFCA	1195 Merchants Drive	Dallas	GA	30132	Paulding	Mrs. Winn

<u>Number</u>	<u>UNIT NO.</u>	<u>ADDRESS</u>	<u>CITY</u>	<u>ST</u>	<u>ZIP</u>	<u>COUNTY</u>	<u>CONCEPT</u>	<u>LANDLORD</u>
1	5701	6403 Charlotte Pike	Nashville	TN	37209	Davidson	Mrs. Winner's	Shoney's, Inc.
2	5704	1106 W. Main St.	Lebanon	TN	37087	Wilson	Mrs. Winner's	FFCA Acquisitio Corporation
3	5709	915 Two Mile Pike	Goodletts -ville	TN	37072	Davidson	Mrs. Winner's	Shoney's, Inc.
4	5716	214 Gallatin Rd.	Madison	TN	37115	Davidson	Mrs. Winner's	Shoney's, Inc.
5	5720	4400 Lebanon Rd.	Hermitage	TN	37076	Davidson	Mrs. Winner's	FFCA Acquisitio Corporation
6	5724	1265 US 31 W. Bypass	Bowling Green	KY	42101	Warren	Mrs. Winner's	FFCA Acquisitio Corporation
7	5726	7023 Old Harding Rd.	Bellevue	TN	37221	Davidson	Lec's	Shoney's, Inc.
8	5745	220 S. Willow	Cookeville	TN	38501	Putnam	Mrs. Winner's	FFCA Acquisitio Corporation
9	5751	2904 Gallatin Rd.	Nashville	TN	37216	Davidson	Lec's	FFCA Acquisitio Corporation
10	5752	3232 Clarksville Highway	Nashville	TN	37218	Davidson	Lec's	FFCA Acquisitio Corporation
11	5753	2526 Franklin Road	Nashville	TN	37204	Davidson	Lec's	FFCA Acquisitio Corporation
12	5754	2600 Jefferson Street	Nashville	TN	37208	Davidson	Mrs. Winner's	FFCA Acquisitio Corporation
13	5756	3127 Dickerson Rd.	Nashville	TN	37207	Davidson	Mrs. Winners	Shoney's, Inc.

14	5759	1010 Memorial Blvd.	Murfrees- boro	TN	37130	Rutherford	Mrs. Winner's	FFCA Acquisitio Corporation
15	5760	2623 Lebanon Rd.	Donelson	TN	37214	Davidson	Mrs. Winner's	FFCA Acquisitio Corporation
16	5765	722 Columbia Ave.	Franklin	TN	37064	Williamson	Mrs. Winner's	FFCA Acquisitio Corporation
17	7470	1487 Boardwalk (N. Park)	Lexington	KY	40511	Fayette	Lee's	Bluegrass Famou Recipe, Inc.
18	7471	259 Southland Dr.	Lexington	KY	40503	Fayette	Lee's	Bluegrass Famou Recipe, Inc.
19	7472	3015 Richmond Rd.	Lexington	KY	40511	Fayette	Lee's	Murrell, Martin Malicote
20	7473	919 Winchester Pike	Lexington	KY	40502	Fayette	Lee's	Southland Famou Recipe, Inc.
21	7474	1318 Versailles Rd.	Lexington	KY	40505	Fayette	Lee's	Murrell, Martin Malicote

SCHEDULE 1= 398

A parcel of land lying and being situated in the Southwest Quarter of Section 13, Township 1 S, Range 8 W, in the City of Southaven, DeSoto County, Mississippi, and more particularly described as follows:

Beginning at an iron spindle set in the Northern R.O.W. line of Stateline Road (80 feet wide) for the beginning point of the following described parcel. Said point being also located N 89°07'44" W a distance of 246.10 feet from the intersection point of the Western R.O.W. line of Southview Street (50 feet wide) and the Northern R.O.W. line of Stateline Road.

Thence bearing N 89°07'44" W and running with said Northern line of Stateline Road a distance of 125.00 feet to an iron spindle set for the Southwestern corner of this parcel; Thence bearing N 00°06'21" E for a distance of 225.00 feet to an iron spindle set for the Northwestern corner of this parcel; Thence bearing S 89°07'44" E and parallel to the Northern R.O.W. line of Stateline Road for a distance of 125.00 feet to an iron pin set for the Northeastern corner of this parcel. Said iron pin being located 0.4 feet westward of an existing chainlink fence; Thence bearing S 00°06'21" W and running parallel to an existing chainlink and wood fence for a distance of 225.00 feet to the point of beginning.

This parcel contains an area of 28,125 plus or minus square feet or 0.6457 acres according to the survey of Joseph P. Thomas, P. E. dated October 31, 1983.

Record Owner: Mrs. Winner's L.P.

470

SCHEDULE 1

Land situated in DeSoto County, Mississippi:

Description of part of the Dwight Scarborough property recorded in Book 297, Page 584 and being located in the Northwest Quarter of the Northwest Quarter of Section Thirty Six (36). Township One (1) South, Range Eight (8) West in Hoon Lake, DeSoto County, Mississippi:

Beginning at a found 1/2" rebar with plastic cap in the south line of Goodman Road (Hwy. No. 302) (120' R.O.W.), said point being in the east line of said property recorded in Book 297, Page 584 and being in the west line of the Thakor Malanji Patel property recorded in Book 300, Page 341; thence south 00 degrees 04 minutes 03 seconds west along the east line of said property recorded in Book 297, Page 584 and along the west line of said property recorded in Book 300, Page 341, 188.00 feet to a set 1/2" rebar with plastic cap in the east line of said property recorded in Book 297, Page 584 and being in the west line of said property recorded in Book 300, Page 341; thence south 89 degrees 48 minutes 00 seconds west across said property recorded in Book 297, Page 584, 175.94 feet to a set 1/2" rebar with plastic cap; thence north 00 degrees 04 minutes 03 seconds east across said property recorded in Book 297, Page 584, 188.00 feet to a set 1/2" rebar with plastic cap in the south line of said Goodman Road; thence north 89 degrees 48 minutes 00 seconds east along the south line of said Goodman Road, 175.94 feet to the point of beginning and containing 33,077 square feet or 0.759 acres of land

Record Owner: Franchise Finance Corporation of America