

Documented by and

**RETURN TO:
LANDAMERICA
7557 RAMBLER RD., SUITE 1200
DALLAS, TX 75231
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11/22/06 10:32:25
BK 544 PG 770
DESOTO COUNTY, MS
W.E. DAVIS, CH CLERK

Prepared by:
Kirkland & Ellis, LLP
200 E. Randolph Drive
Suite 6700
Chicago, Illinois 60601
Attention: Bradley V. Ritter, Esq.
(312) 861-2000

To the Chancery Clerk of DeSoto County, Mississippi: The real property described herein is situated Section 26, Township 1 South, Range 8 West of DeSoto County, Mississippi

SPECIAL WARRANTY DEED
(Unit 324, Horn Lake, Mississippi)

KNOW ALL MEN BY THESE PRESENTS:

THAT, **Ryan's Restaurant Group, Inc.**, a South Carolina corporation, f/k/a **Ryan's Family Steak Houses, Inc.**, a South Carolina corporation, as evidenced by the certificate of name change attached hereto as **Exhibit "A"** ("Grantor"), whose mailing address is c/o Buffets, Inc., 1460 Buffets Way, Eagan, MN 35121-1133, for and in consideration of the sum of **TEN DOLLARS (\$10)** and other good and valuable consideration in hand paid to the undersigned by **FIGRYANH LLC**, a Delaware limited liability company ("Grantee"), whose mailing address is Attn: Fortress Special Opportunities Fund, 1345 Avenue of the Americas, 46th Floor, New York, New York 10105, the receipt and sufficiency of such consideration being hereby acknowledged, has **GRANTED, SOLD AND CONVEYED**, and by these presents does hereby **GRANT, SELL, CONVEY, CONFIRM and WARRANT SPECIALLY** unto Grantee that certain real property being more particularly described on **Exhibit "B"** attached hereto and made a part hereof for all purposes, together with all improvements and fixtures situated thereon (collectively, the "Property"); **SUBJECT TO** all real estate taxes not yet delinquent; covenants, conditions, restrictions, easements, rights of way and other matters of record; applicable laws, ordinances, statutes, orders, requirements and regulations to which the Property is subject; and all matters disclosed by an accurate survey of the Property.

TO HAVE AND TO HOLD the Property, together with all and singular the rights, hereditaments, and appurtenances thereto in anywise belonging, unto Grantee, its successors and assigns, and Grantor hereby agrees to **WARRANT AND FOREVER DEFEND** all and singular the Property unto Grantee, its successors and assigns, against every

*Mc Clinchy Stafford P&BC
PO Box 22949
Jsm M 39225*

person whomsoever lawfully claiming, or claim the same, or any part thereof, by, through, or under Grantor but not otherwise.

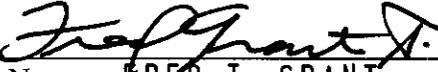
Ad valorem taxes for the year 2006 have been prorated between the Grantor and Grantee, and Grantee assumes and agrees to pay the same when they become due and payable.

[Remainder of page intentionally left blank; Signatures on following pages]

EXECUTED this 25 day of October, 2006.

GRANTOR:

RYAN'S RESTAURANT GROUP, INC., a
South Carolina corporation

By: 
Name: FRED T. GRANT
Title: SVP FINANCE

GRANTOR:

Ryan's Restaurant Group, Inc.
c/o Buffets, Inc.
1460 Buffet Way
Eagan, MN 55121-1133
(651) 994-8608

GRANTEE:

FIGRYANH LLC
c/o Fortress Realty Management
5221 N. O'Connor Blvd., Suite 700
Irving, TX 75039
PHNA

(ACKNOWLEDGMENT)

STATE OF NEW YORK §
 §
 §
 COUNTY OF NEW YORK §

Personally appeared before me, the undersigned authority in and for the said county and state, on this 28th day of October, 2006, within my jurisdiction, the within named FRED T. EKSTAD, JR. who acknowledged that [he] [she] is SVP-Finance of Ryan's Restaurant Group, Inc., a South Carolina corporation, and that for and on behalf of said corporation, and as its act and deed, [he] [she] executed the above and foregoing Special Warranty Deed, after first having been duly authorized by said limited liability company to do so.

Desiree Lewis DaSilva
 Notary Public

My Commission Expires: August 22, 2010

[AFFIX NOTARIAL SEAL]

DESIREE LEWIS DaSILVA
 Notary Public, State of New York
 No. 01LE5032252
 Qualified in Kings County
 Certificate Filed in New York County
 Commission Expires Aug. 22, 2010

Exhibit A

(certificate of name change)

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

FILED

ARTICLES OF AMENDMENT

MAY 20 2004

Mark Hammond
SECRETARY OF STATE ⁴

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant Section 33-10-106 of the 1976 South Carolina Code of Laws, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Ryan's Family Steak Houses, Inc.
2. Date of Incorporation October 20, 1977
3. Agent's Name and Address CT Corporation System, 75 Beattie Place, Greenville, SC 29601
4. On May 5, 2004, the corporation adopted the following Amendment (s) of its Articles of Incorporation: (Type or attach the complete text of each Amendment)
Article 1 of the Restated Articles of Incorporation filed on September 10, 1981 is hereby deleted in its entirety and replaced with the following:

The name of the corporation is Ryan's Restaurant Group, Inc.

5. The manner, if not set forth in the Amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the Amendment shall be effected, is as follows: (if not applicable, insert "not applicable" or "NA").

6. Complete either "a" or "b", whichever is applicable.

- a. Amendment(s) adopted by shareholder action.
At the date of adoption of the Amendment, the number of outstanding shares of each voting group entitled to vote separately on the Amendment, and the vote of such shares was:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares	
				For	or Against
Common	42,179,581	42,179,581	37,579,808	37,487,194	79,396

CERTIFIED TO BE A TRUE AND CORRECT COPY
AS TAKEN FROM AND COMPARED WITH THE
ORIGINAL ON FILE IN THIS OFFICE

OCT 19 2006

040806-0440

1 2004 0001 0002 0003 0004 0005 0006 0007 0008 0009 0010 0011 0012 0013 0014 0015 0016 0017 0018 0019 0020 0021 0022 0023 0024 0025 0026 0027 0028 0029 0030 0031 0032 0033 0034 0035 0036 0037 0038 0039 0040 0041 0042 0043 0044 0045 0046 0047 0048 0049 0050 0051 0052 0053 0054 0055 0056 0057 0058 0059 0060 0061 0062 0063 0064 0065 0066 0067 0068 0069 0070 0071 0072 0073 0074 0075 0076 0077 0078 0079 0080 0081 0082 0083 0084 0085 0086 0087 0088 0089 0090 0091 0092 0093 0094 0095 0096 0097 0098 0099 0100 0101 0102 0103 0104 0105 0106 0107 0108 0109 0110 0111 0112 0113 0114 0115 0116 0117 0118 0119 0120 0121 0122 0123 0124 0125 0126 0127 0128 0129 0130 0131 0132 0133 0134 0135 0136 0137 0138 0139 0140 0141 0142 0143 0144 0145 0146 0147 0148 0149 0150 0151 0152 0153 0154 0155 0156 0157 0158 0159 0160 0161 0162 0163 0164 0165 0166 0167 0168 0169 0170 0171 0172 0173 0174 0175 0176 0177 0178 0179 0180 0181 0182 0183 0184 0185 0186 0187 0188 0189 0190 0191 0192 0193 0194 0195 0196 0197 0198 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0999 1000

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Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

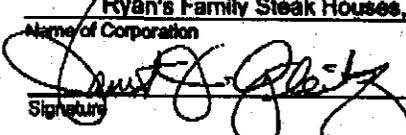
Ryan's Family Steak Houses, Inc.
Name of Corporation

***NOTE:** Pursuant to Section 33-10-106(6)(j) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of disputed shares cast for the amendment by each voting group together with a statement that the number of cast for the amendment by each voting group was sufficient for approval by that voting group.

- b. The Amendment(s) was duly adopted by the incorporators or board of directors without shareholder approval pursuant to Section 33-6-102(d), 33-10-102 and 33-10-105 of the 1976 South Carolina Code of Laws, as amended, and shareholder action was not required.
7. Unless a delayed date is specified, the effective date of these Articles of Amendment shall be the date of acceptance for filing by the Secretary of State (See Section 33-1-230(b) of 1976 South Carolina Code of Laws, as amended) _____

Date May 14, 2004

Ryan's Family Steak Houses, Inc.
Name of Corporation


Signature

Janet J. Gleitz, Corporate Secretary
Type or Print Name and Office

FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. Filing fees and taxes payable to the Secretary of State at time of filing application.

Filing Fee	\$ 10.00
Filing tax	100.00
Total	<u>\$110.00</u>

Return to: Secretary of State
P.O. Box 11350
Columbia, SC 29211

Exhibit B

(legal description)

“All that tract or parcel of land lying and being in the section 26, Township 1 South, Range 8 West of DeSoto County, Mississippi and being more particularly described as follows:”

#324

PROPERTY IN SUTTON PLACE PLANNED UNIT DEVELOPMENT, PART OF SECTION 26, TOWNSHIP 1 SOUTH, RANGE 8 WEST, HORN LAKE, DESOTO COUNTY, MISSISSIPPI:

Being all of Lot 5 of revised plat of Sutton Place Planned Unit Development as now recorded in Plat Book 46, Page 17 at the Chancery Clerk's Office in DeSoto County, Mississippi, in Section 26, Township 1 South, Range 8 West, DeSoto County, Mississippi and being more particularly described as follows:

Commencing at the Southeast corner of Section 26, said point being the centerline of Goodman Road - Mississippi Highway 302; thence N 00°38'38" W along the East Section 26 line, a distance of 60.00 feet to the Point of Beginning, said point being the North line of said Goodman Road; thence S 89°16'35" W along the North line of Goodman Road, a measured distance of 241.03 feet (called 241.10 feet) to a point, said point being a found iron pin lying 80.00 feet North of the centerline of Goodman Road and being the Southwest corner of Lot 5 of Sutton Place Planned Unit Development; thence N 86°24'38" W along the North line of Goodman Road, a distance of 66.51 feet to a point; thence N 00°13'27" W, a distance of 315.62 feet to a point; thence N 89°16'35" E, a distance of 305.04 feet to a point, said point being West line of the Roberson property as recorded in Book 135, Page 385 at said Clerk's office; thence S 00°38'38" E along the West line said Roberson property, a distance of 320.61 feet to the point of beginning and containing 98,010 square feet or 2.25 acres.

#324

Together with a 30.0 foot perpetual non-exclusive easement for ingress-egress over and across the following described tract:

EASEMENT #1:

Commencing at the Southeast corner of Section 26, said point being the centerline of Goodman Road -- Mississippi Highway 302; thence N 00°38'38" W along the East Section 26 line, a distance of 60.00 feet to a point, said point being the North line of said Goodman Road; thence S 89°16'35" W along the North line of Goodman Road, a measured distance of 241.03 feet (called 241.10 feet) to a point, said point lying 60.00 feet North of the centerline of Goodman Road and being the Southwest corner of Lot 5 of Sutton Place Planned Unit Development; thence N 86°24'38" W along the North line of Goodman Road, a distance of 199.45 feet North to a found iron pin, said pin being 75.00 feet North of the centerline of Goodman Road; thence S 89°16'35" W continuing along the North line of Goodman Road, a measured distance of 7.06 feet (called 7.50 feet) to a found iron pin, said pin being the Southeast corner of the open area of said subdivision; thence N 00°13'27" W along the East line of the open area, a measured distance of 200.01 feet (called 200.00 feet) to a point, said point being the South line of Lot 7 of said planned unit development thence S 89°16'35" W along the South line of Lot 7, a distance of 20.97 feet to the point of beginning, said point lying on the East line of Street 1 (75 foot right-of-way); thence along the East line of Street 1 with a curve to the right, having a 394.14 foot radius, an arc distance of 31.46 feet (chord N 16°45'54" E 31.45 feet) to a point; thence N 89°16'35" E, a distance of 19.71 feet to a point; thence S 86°24'30" E, a distance of 132.07 feet to a point; thence S 00°13'27" E, a distance of 30.07 feet to a point, said point being the North line of Lot 4 of the said planned unit development; thence N 86°24'38" W along the North line of Lot 4, a distance of 132.94 feet to a point; thence S 89°16'35" W continuing along the North line of Lot 4 and the North line of open area, a distance of 28.03 feet to the point of beginning and containing 4,200 square feet or 0.096 acres.

#324

Party of the first part reserves for itself, its successors, assigns, and tenants, a 30.0 foot perpetual non-exclusive easement for ingress-egress over and across the following described tract:

EASEMENT #2:

Commencing at the Southeast corner of Section 26, said point being the centerline of Goodman Road -- Mississippi Highway 302; thence N 00°38'38" W along the East Section 26 line, a distance of 60.00 feet to a point, said point being the North line of said Goodman Road; thence S 89°16'35" W along the North line of Goodman Road, a distance of 27.17 feet to the point of the beginning, said point lying 60.0 feet North of the centerline of Goodman Road; thence S 89°16'35" W continuing along the North line of Goodman Road, a distance of 30.00 feet to a point; thence N 00°38'38" W, a distance of 320.61 feet to a point; thence N 89°16'35" E, a distance of 30.00 feet to a point; thence S 00°38'38" E, a distance of 320.61 feet to the point of beginning and containing 9,618 square feet or 0.221 acres.