

98-11785

SEND TAX NOTICE TO:

FFCA ACQUISITION
CORPORATION
17207 N. Perimeter Dr.
Scottsdale, AZ 85255

WARRANTY DEED

895,000

CASH Sale

This instrument was prepared by:

Mark R. Nethers, Esq.
Kutak Rock
Sixteenth Floor
3300 North Central Avenue
Phoenix, AZ 85012-2516

KNOW ALL MEN BY THESE PRESENTS, that in consideration of Ten and 00/100 DOLLARS to the undersigned grantor, QUINCY'S RESTAURANTS, INC., an Alabama corporation ("Grantor"), in hand paid by FFCA ACQUISITION CORPORATION, a Delaware corporation ("Grantee"), the receipt of which is hereby acknowledged, the said Grantor does bargain, grant, sell and convey the real estate legally described on the attached Exhibit A, together with all improvements, appurtenances and hereditaments thereunto belonging.

Subject to only those easements, restrictions and other encumbrances and for real estate taxes not yet due and payable.

TO HAVE AND TO HOLD, to the said Grantee its successors and assigns forever.

And said Grantor does for itself, its successors and assigns, covenant with said Grantor's successors and assigns, that it is lawfully seized in fee simple of said premises, that they are free from all encumbrances unless otherwise noted above, that it has a good right to sell and convey the same as aforesaid, and that it will and its successors and assigns shall, warrant and defend the same to the said heirs, successors, executors and assigns forever, against the lawful claims of all persons.

Inst # 1998-29851

08/03/1998-29851
09:52 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
003 KCD 908.50

01-45532.01
FFCA No. 8000-6622
Unit No. 7076
Alabaster, Alabama

Inst # 1998-29851

IN WITNESS WHEREOF, the said Grantor, by its below designated officer, Gregory M. Buckley, President who is authorized to execute this conveyance, has hereto set its signature and seal, this the 10th day of June, 1998.

QUINCY'S RESTAURANTS, INC.,
an Alabama corporation

By: *Gregory M. Buckley*
Gregory M. Buckley
President

STATE OF ARIZONA]
]
COUNTY OF MARICOPA]

I, *Sherri Mabe Carter*, a Notary Public in and for said County, in said State hereby certify that Gregory M. Buckley whose name as President of QUINCY'S RESTAURANTS, INC., an Alabama corporation, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 9th day of, June 1998.

Sherri Mabe Carter
Notary Public

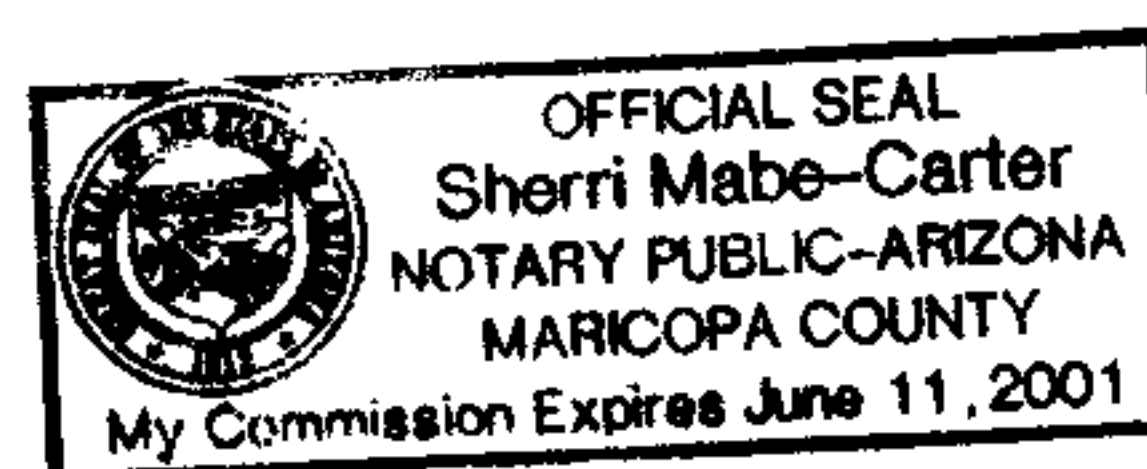


EXHIBIT A

LEGAL DESCRIPTION

Commence at the Southeast corner of the Northwest Quarter of the Southwest Quarter of Section 25, Township 20 South, Range 3 West, situated in Shelby County, Alabama, and run West along the South line of said quarter - quarter section 825.91 feet to a point on the westerly right of way of U. S. Highway 31, said point being the point of beginning; thence turn an angle right of 104° 31' and run Northeasterly along said right of way a distance of 145.0 feet; thence turn an angle left of 104° 31' and run Westerly and parallel to the south line of said quarter - quarter section a distance of 400.0 feet; thence turn an angle left of 75° 29' and run Southwesterly and parallel with U. S. Highway 31 a distance of 145.0 feet to a point on the south line of said quarter - quarter section; thence turn an angle left of 104° 31' and run Easterly along the South line of said quarter - quarter section a distance of 400.0 feet to the point of beginning.

Minerals and mining rights excepted.

Inst # 1998-29851

FFCA No. 8000-6622
Unit No. 7076
Alabaster, AL
01-45222.01

08/05/1998-29851
09:52 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 908.50