Box 49

This instrument prepared by:
Kutak Rock
Sixteenth Floor
3300 North Central Avenue
Phoenix, AZ 85012-2516
1083

BOOK 11705 PAGE 427

99 OCT 15 PM 1:37
REGISTER'S OFFICE
MADISON COUNTY, TN.

0669688

Tax parcel identification number(s):

Name and Address of Owner and Taxpayer:

FFCA Acquisition Corporation
c/o LJS/US Realty transaction
17207 North Perimeter Drive
Scottsdale, Arizona 85255

When recorded mail to:
LandAmerica Financial Group, Inc.
attn: Maria Saavedra
3636 N. Central Avenue, Suite 350
Phoenix, AZ 85012
Escrow No. 99-16405

This instrument is exempt from all transfer and recordation tax, stamp tax, sales and use tax and similar taxes by operation of 11 U.S.C. §1146(c) and in accordance with that certain Order dated August 18, 1999 confirming Debtors' Amended Joint Plan of Reorganization, as entered in the case styled In re: Long John Silver's Restaurants, Inc., et al. (case nos. 98-1164 to 98-1169 (MFW)) in the United States Bankruptcy Court for the District of Delaware.

SPECIAL WARRANTY DEED

THIS INDENTURE, made and entered into this 1st day of September, 1999, by and between LONG JOHN SILVER'S, INC., a Delaware corporation, the party of the first part, whose address is P.O. Box 11988, Lexington, Kentucky 40579-1988 and FFCA ACQUISITION CORPORATION, a Delaware corporation, the party of the second part, whose address is 17207 North Perimeter Drive, Scottsdale, Arizona 85255.

WITNESSETH: That for and in consideration of Ten Dollars, cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, the said party of the first part has bargained and sold and does hereby bargain, sell, convey and confirm unto the said party of the second part that certain real property legally described on the attached Exhibit A (the "Property"), SUBJECT TO the exceptions listed on the attached Exhibit B (the "Permitted Exceptions").

TO HAVE AND TO HOLD, the Property together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said party of the second part, its heirs, or successors and assigns in fee simple forever.

The party of the first part hereby binds itself, its successors and assigns, to warrant and forever defend all and singular the Property unto the party of the second part, its successors and assigns, against any person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under the party of the first part, but not otherwise, and subject to the Permitted Exceptions.

Whenever the word "party" is used herein, it shall mean "parties" if there are more than one person referred to and whenever pronouns occur herein, they shall be construed according to their proper gender and number according to the context of this instrument.

Executed this 1st day of September 1999. BOOK 11705 PAGE 429

LONG JOHN SILVER'S, INC., a Delaware corporation

By Mark J Plummer
Mark J. Plummer
Senior Vice President

ATTEST:

By Michael C. White
Printed Name Michael C. White
Title Assistant Secretary

[SEAL]

STATE OF ARIZONA]
] SS.
COUNTY OF MARICOPA]

Before me, the undersigned, a notary public in and for said state and county, duly commissioned and qualified, personally appeared Mark J. Plummer and _____ with whom I am personally acquainted (or proved to be on the basis of satisfactory evidence), and who, upon oath, acknowledged themselves to be the Senior Vice President and _____ respectively, of Long John Silver's, Inc., a Delaware corporation, the within named bargainor, a corporation, and that they as such officers of the within named bargainor, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation as such officers of the corporation.

Witness my hand and seal in the aforementioned county and state this 31 day of August, 1999.

OFFICIAL SEAL
BONNIE L. MEADOWS
NOTARY PUBLIC - ARIZONA
MARICOPA COUNTY
My Comm. Expires June 14, 2002

Commission Expiration Date

Bonnie L. Meadows
Notary Public

01-210579.01
FFCA No. 8000-3513
Contract No. 2888
Unit No. 3628
Madison, TN

Mail Tax Bills to: FFCA ACQUISITION CORPORATION
17207 North Perimeter Drive
Scottsdale, Arizona 85255

BOOK 11705 PAGE 430

I, or we, hereby swear or affirm that, to the best of Affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Mark J Plummer
Affiant

Subscribed and sworn to before me this 1st day of September 1999.

Notary Public

After recording return to:

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

01-210579.01
FFCA No. 8000-3513
Contract No. 2888
Unit No. 3628
Madison, TN

EXHIBIT A

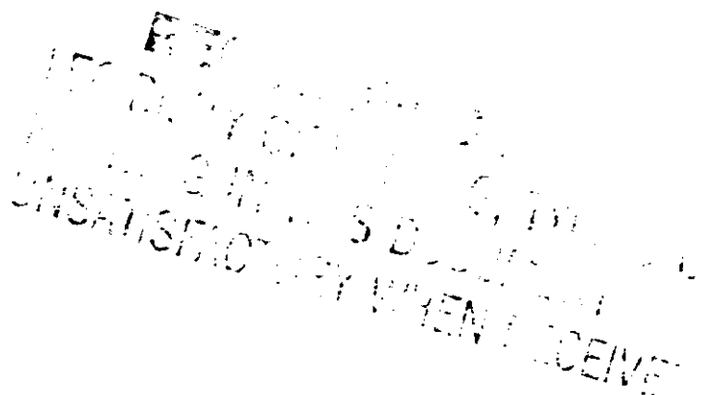
LEGAL DESCRIPTION

BOOK 11705 PAGE 431

A tract of land in the Second Civil District of Metropolitan Nashville-Davidson County, Tennessee, being Lot 2 on the plan of Rivergate Properties, Ltd. as recorded in Plat Book 6250, page 919, Register's Office for Davidson County, Tennessee and being more fully described according to the survey by Doss Constructive Ideas, Inc., dated May 8, 1999.

Commence at the north end of the northeast return curve at the intersection of Gallatin Pike and Conference Drive and proceed with the east right of way line of Conference Drive and northwardly 144.86 feet to a concrete monument at the southwest corner of Lot 1; thence with the south line of Lot 1 North 64 degrees 08 minutes 57 seconds East, 167.00 feet to an iron pin set at the southwesterly corner of Lot 2 and the beginning point of beginning (P.O.B.) of this description: Thence, 1. With the common line of Lot 1 and 2, North 25 degrees 51 minutes 03 seconds West, 200.00 feet to an iron pin found in the south line of Lot 4; thence, 2. With the line between Lot 2 and 4 North 64 degrees 08 minutes 57 seconds East, 162.00 feet to an iron pin found, the northwest corner of Lot 3; thence, 3. With the common line of Lots 2 and 3 South 25 degrees 51 minutes 03 seconds East, 200.00 feet to an iron pin found; thence, 4. South 64 degrees 08 minutes 57 seconds West, 162.00 feet to the point of beginning and containing 32,400 square feet or 0.75 of an acre, more or less.

BEING the same property conveyed to Long John Silver's, Inc., a Delaware Corporation, by Deed of Record in Book 7362, page 618, as corrected in Book 7370, page 23, Register's Office for Davidson County, Tennessee.



FFCA No. 8000-3513
Store No. 3628 – Contract No. 2888
Madison, TN

EXHIBIT B

PERMITTED EXCEPTIONS

BOOK 11705 PAGE 432

0202 10/15 0101 03CHECK 26.00

01-210579.01
FFCA No. 8000-3513
Contract No. 2888
Unit No. 3628
Madison, TN