

REAL ESTATE TRANSFER TAX PAID <u>6</u>	
STAMP #	
\$ <u>1464</u>	
<u>Michelle Utsler</u> RECORDER	
<u>12-3-99</u> DATE	<u>Madison</u> COUNTY

COMPILER
 RECORDED
 COUNTY FILED

FILED NO. 002139
 BOOK 63 PAGE 595

REC. \$ 30
 AUD. \$ 5
 P.M.F. \$ 1

1999 DEC -3 PM 2:30
 MICHELLE UTSLER
 RECORDER
 MADISON COUNTY, IOWA

Preparer Information Mark P. Goss, Esq. 2 N. Central Ave. Phoenix, AZ (602) 229-5604
 Individual's Name Street Address City Phone

Space Above
Line for Recorder

SPECIAL WARRANTY DEED

For the consideration of Two Hundred Ninety Thousand Two Hundred Sixty-Nine and no Dollars (\$290,269.00) and other valuable consideration, ADVANCE GROCERY SYSTEMS, INC., a Nebraska corporation ("Grantor"), does hereby convey to FFCA ACQUISITION CORPORATION, a Delaware corporation ("Grantee"), the following described real estate in Madison County, Iowa:

See Exhibit A attached hereto and incorporated herein by this reference.

Grantor does Hereby Covenant with grantee, and successors in interest to Warrant and Defend the real estate against the lawful claims of all persons claiming by, through or under them, except as may be above stated, that grantors hold the real estate by title in fee simple; that they have good and lawful authority to sell and convey the real estate; that the real estate is Free and Clear of all Liens and Encumbrances except as set forth in Exhibit B attached hereto and incorporated herein; and grantors Covenant to Warranty and Defend the real estate against the lawful claims of all persons except as set forth in Exhibit B attached hereto and incorporated herein. Each of the undersigned hereby relinquishes all rights of dower, homestead and distributive share in and to the real estate.

Words and phrases herein, including acknowledgment hereof, shall be construed as in the singular or plural number, and as masculine or feminine gender, according to the context.

Dated this 24 day of November, 1999.

GRANTOR:

ADVANCE GROCERY SYSTEMS, INC., a Nebraska corporation

By: Joseph Mandelko
 Name: Joseph Mandelko
 Title: President

FFCA No 8001-0514
 Highway 169 & 91
 Winterset, Iowa
 CWP MGOSS 11242.11111.420381-2

STATE OF Arizona)
) ss.
Maricopa County)

On this 28 day of October, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared Joseph Maraballo, the President of ADVANCE GROCERY SYSTEMS, INC., a Nebraska corporation, to me known to be the identical persons named in and who executed the foregoing instrument and acknowledged that he executed the same on behalf of said corporation as his voluntary act and deed.

Teresa L. Campbell
Notary Public



EXHIBIT A
(Legal Description)

Lot Seven (7) of Helen McCall Huntoon Addition, Plat No. 1, to the City of Winterset, Madison County, Iowa.

FFCA No 8001-0514
Highway 169 & 91
Winterset, Iowa
CWP MGOSS 11242.11111 420381-2

EXHIBIT B**(Permitted Exceptions)**

1. Taxes for the fiscal year 1999 are a lien but not yet due or payable. Second half taxes for the fiscal year 1998 are a lien not yet delinquent.
(Parcel Number: 821-00-59-00-0600)
2. Leasehold rights of Upper Midwest Pizza Hut, Inc. as Lessee disclosed by Notice of Lease dated October 26, 1994 and recorded April 24, 1995 in Book 43 at Page 46, thereafter assigned to FFCA Acquisition Corporation on 11-24-99 recorded 12/3/99.