NOTICE TO INTERESTED PARTIES REQUIRED PURSUANT TO PROHIBITED TRANSACTION EXEMPTION 96-62

1. A submission pursuant to Prohibited Transaction Class Exemption 96-62 (PTE 96-62), 67 FR 44623 (July 3, 2002) (EXPRO) has been tentatively approved by the United States Department of Labor ("Department").

2. If the submission is approved in final by the Department of Labor, the restrictions of Section 406(a) and 406(b)(2) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and the sanctions resulting from the application of and Section 4975 of the Internal Revenue Code (the "Code"), by reason of Section 4975(c)(1)(A) through (E) thereof, shall not apply to the proposed sale by the Chick-fil-A, Inc. Amended and Restated Profit Sharing Plan (the "Plan") of a certain parcel of real property (the "Property") to Mr. Dan T. Cathy ("Mr. Cathy"), a Plan participant and a party in interest with respect to the Plan, provided the following conditions are met:

   (a) Mr. Cathy purchases the Property from the Plan for the fair market value of the Property as of the date of the transaction, as determined by an independent qualified appraiser, whose appraisal will take into consideration any recent sales of similar properties in the local real estate market that may affect the fair market value of the Property at the time of the transaction and whose appraisal shall consider the adjacency of other property owned by Mr. Cathy, as well as the adjacency of property owned by Mr. Truett Cathy, in determining such fair market value;

   (b) the terms and conditions of the sale are at least as favorable to the Plan as those obtainable in an arm's length transaction with an unrelated party;

   (c) the sale is a one-time transaction for cash;

   (d) the Plan pays no fees or commissions in connection with the sale;

   (e) a Plan fiduciary will represent to the Department prior to the issuance of final authorization that he will be responsible for deciding whether it is prudent to go forward with the sale and for reviewing and approving the methodology of the appraisal, as well as ensuring that such methodology is applied by a qualified independent appraiser in determining the fair market value of the Property; and

   (f) this notice will be provided to active participants who are employed by Chick-fil-A via electronic media per the Department's disclosure regulations under 20 CFR 2520.104b-1(c).

3. The Plan is a defined contribution 401(k) profit sharing plan.

As of December 31, 2004, the Plan had 1086 participants, including Mr. Cathy. The Plan provides for participant-directed investments, and Mr. Cathy has elected to direct the investment of his Plan account. S. Truett Cathy, Dan T. Cathy and James B. McCabe serve as Trustees with respect to the Plan's investment in the Property, and Wachovia Bank, National Association serves as custodian. Mr. Dan Cathy and Mr. Truett Cathy have recused themselves from acting as a Trustee with respect to this transaction. As of December 31, 2004, the Plan had total assets of $57,427,148.00

On December 8, 1983, the Plan purchased the Property from August B. Turner, an unrelated third party, for a purchase price of $100,000.00. Mr. Cathy, as a Plan participant, made the original decision to purchase the Property as a long term growth investment for his account under the Plan. The Property is a 24.89 acre parcel of unimproved real property, located on Land Lots 35 and 36 in the 5th District of Fayette County, Georgia. The Property is adjacent to other property owned by Mr. Dan Cathy, and property owned by Mr. Truett Cathy. The Property has not been leased to anyone, or used by anyone, including any party in interest with respect to the Plan, since the date of acquisition by the Plan.

The value of the Property represents approximately 0.498% of the Plan's total assets as of December 31, 2004. The Plan, through Mr. Cathy's individual account, has paid approximately $4,259.69 in real estate taxes on the Property since its acquisition. Therefore, the total cost to the Plan for the Property, to date, has been approximately $104,259.69. All costs attributable to the Property were allocated to Mr. Dan Cathy's account. From the time of the purchase through the date of this application, the Property has remained unimproved and vacant, and no income has been generated therefrom.

The Property was appraised (the "Appraisal") on April 10, 2005, by Thomas A. Plunkett (the "Appraiser"), a Certified Residential Real Estate Appraiser. The Appraiser is independent of the Employer and Mr. Cathy. The Appraiser determined that the fair market value of the Property was $292,500.00 (including a potential for assemblage premium with the adjacent properties also owned by Mr. Dan Cathy and Mr. Truett Cathy) as of April 10, 2005.

The interested parties (i.e., the Plan Administrator, the Trustees, and Mr. Cathy) believe that the continued ownership of this relatively illiquid asset is not in the best interest of the Plan and its participants and beneficiaries. The transaction will be a one-time cash sale, and will enable the Plan to diversify its investment portfolio. The Plan will not finance the proposed sale of the Property.

Furthermore, the proposed transaction is in the best interest and protective of the Plan because the sale of the Property will be for an amount equal to the fair market value of the Property, as established by the Appraiser at the time of the sale of the Property. The Appraiser has already determined the fair market value of the Property as of April 10, 2005, is $ 292,500.00 (including a potential for assemblage premium with the adjacent properties also owned by Mr. Dan Cathy and Mr. Truett Cathy). This amount exceeds the original acquisition cost of the Property, plus real estate taxes and other expenses incurred by the Plan since the date of the acquisition. The Plan will not pay any commissions, costs or other expenses in connection with the sale of the property. The Appraisal will be updated on the date of the transaction.

As of December 31, 2004, the Plan's assets totaled $57,427,148.00. The value of the Property represents approximately 0.509% of the value of the total assets of the Plan as of December 31, 2004. At no time while the plan has held the Property did the total value of the Property exceed 25% of total Plan assets. The Property did exceed 25% of Mr. Cathy's aggregate account balances in the Plan when initially purchased and constituted 78% of Mr. Cathy's aggregate account balance at that time. As of December 31, 2004, the Property constitutes 20% of Mr. Cathy's account under the Plan.

4. The proposed transaction is expected to occur on May 23, 2005 or as soon as practicable thereafter.

5. The proposed transaction satisfies the requirements for tentative authorization under PTE 96-62.

6. You have the right to submit comments to the Department of Labor on the sale of the Property. The comments should be submitted to the following address:

    Office of Exemption Determinations
    Employee Benefits Security Administration
    United States Department of Labor
    200 Constitution Avenue, N.W.
    Room N-5649
    Washington. D.C. 20210
    ATTN: Application No. E-00352

    Interested persons are also invited to submit comments to the Employee Benefits Security Administration via fax or e-mail. Any such comments or requests should be sent either by fax to (202) 219-0204 or by email to uzlyan.katie@dol.gov by the end of the scheduled comment period.

7. Comments submitted by you to the Department of Labor must be in writing and received by the Department of Labor by May 16, 2005. You should refer to Application No.: E-00435.

8. The prior exemptions which were identified in the exemption application as substantially similar to the sale of Property are the Authorized Transaction of PTE 96-62 FAN 04-10E (February 27, 2004) T. Arthur Scott and the Hunter, Smith & Davis LLP 401(k) Retirement Plan and PTE 2000-31 (June 13, 2000), 65 FR 37170, H. Ray McPhail and the H. Ray McPhail Profit Sharing Plan.