AFC ENTERPRISES INC
Filed by
BLACKROCK INSTITUTIONAL TRUST COMPANY, N. A.

FORM SC 13G
(Statement of Ownership)

Filed 02/05/09

Address
5555 GLENRIDGE CONNECTOR, NE, SUITE 300
ATLANTA, GA 30342

Telephone 4044594450
CIK 0001041379
Symbol AFCE
SIC Code 0000 - Unknown
Fiscal Year 12/30
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  

Schedule 13G  

Under the Securities Exchange Act of 1934  
(New)  

AFC ENTERPRISES INC  
(Name of Issuer)  

Common Stock  
(Title of Class of Securities)  

00104Q107  
(CUSIP Number)  

December 31, 2008  
(Date of Event Which Requires Filing of this Statement)  

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:  

[X] Rule 13d-1(b)  

CUSIP No. 00104Q107  

---

(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  

BARCLAYS GLOBAL INVESTORS, NA., 943112180  

(2) Check the appropriate box if a member of a Group*  
(a) / /  
(b) [X]  

(3) SEC Use Only  

(4) Citizenship or Place of Organization  
U.S.A.  

---

(5) Sole Voting Power  
834170  

(6) Shared Voting Power  
---  

(7) Sole Dispositive Power  
867,192  

(8) Shared Dispositive Power  
---  

(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
867,192  

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*
(11) Percent of Class Represented by Amount in Row (9) 3.43%

(12) Type of Reporting Person* BK

CUSIP No. 00104Q107

(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
BARCLAYS GLOBAL FUND ADVISORS

(2) Check the appropriate box if a member of a Group*  
(a) / /  
(b) /X/  

(3) SEC Use Only

(4) Citizenship or Place of Organization  
U.S.A.

Number of Shares Beneficially Owned by Each Reporting Person With  
(5) Sole Voting Power  
628,085  

(6) Shared Voting Power

(7) Sole Dispositive Power  
628,085

(8) Shared Dispositive Power

(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
628,085

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9) 2.48%

(12) Type of Reporting Person*  
IA

CUSIP No. 00104Q107

(1) Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
BARCLAYS GLOBAL INVESTORS, LTD

(2) Check the appropriate box if a member of a Group*  
(a) / /  
(b) /X/  

(3) SEC Use Only

(4) Citizenship or Place of Organization  
England

Number of Shares Beneficially Owned by Each Reporting Person With  
(5) Sole Voting Power

(6) Shared Voting Power
(7) Sole Dispositive Power

(8) Shared Dispositive Power

--- ---------------------------

(9) Aggregate

--- ---------------------------

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

--- ---------------------------

(11) Percent of Class Represented by Amount in Row (9)

0.00%

--- ---------------------------

(12) Type of Reporting Person*

FI

CUSIP No.  00104Q107

--- ---------------------------

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS JAPAN LIMITED

(2) Check the appropriate box if a member of a Group*

(a) / / 
(b) /X/ 

--- ---------------------------

(3) SEC Use Only

--- ---------------------------

(4) Citizenship or Place of Organization

Japan

Number of Shares Beneficially Owned by Each Reporting Person With

--- ---------------------------

(5) Sole Voting Power

--- ---------------------------

(6) Shared Voting Power

--- ---------------------------

(7) Sole Dispositive Power

--- ---------------------------

(8) Shared Dispositive Power

--- ---------------------------

(9) Aggregate

--- ---------------------------

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

--- ---------------------------

(11) Percent of Class Represented by Amount in Row (9)

0.00%

--- ---------------------------

(12) Type of Reporting Person*

FI

CUSIP No.  00104Q107

--- ---------------------------

(1) Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS CANADA LIMITED

(2) Check the appropriate box if a member of a Group*

(a) / / 
(b) /X/ 

--- ---------------------------
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<thead>
<tr>
<th>Citizenship or Place of Organization</th>
<th>Canada</th>
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<td>(6) Shared Voting Power</td>
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<td>(7) Sole Dispositive Power</td>
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<td>(8) Shared Dispositive Power</td>
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<td>Aggregate</td>
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<tr>
<td>(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*</td>
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<tr>
<td>(11) Percent of Class Represented by Amount in Row (9)</td>
<td>0.00%</td>
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<tr>
<td>(12) Type of Reporting Person*</td>
<td>FI</td>
</tr>
</tbody>
</table>

CUSIP No. 00104Q107

(1) Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

BARCLAYS GLOBAL INVESTORS AUSTRALIA LIMITED

(2) Check the appropriate box if a member of a Group* (a) / / (b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization | Australia |
<table>
<thead>
<tr>
<th></th>
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<tbody>
<tr>
<td>Number of Shares by Each Reporting Person</td>
<td>(5) Sole Voting Power</td>
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<tr>
<td>(11) Percent of Class Represented by Amount in Row (9)</td>
<td>0.00%</td>
</tr>
<tr>
<td>(12) Type of Reporting Person*</td>
<td>FI</td>
</tr>
</tbody>
</table>

CUSIP No. 00104Q107
(1) Names of Reporting Persons.
   I.R.S. Identification Nos. of above persons (entities only).
   
   BARCLAYS GLOBAL INVESTORS (DEUTSCHLAND) AG

(2) Check the appropriate box if a member of a Group*
(a) / / 
(b) /X/

(3) SEC Use Only

(4) Citizenship or Place of Organization
   Germany

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(5) Sole Voting Power

(6) Shared Voting Power

(7) Sole Dispositive Power

(8) Shared Dispositive Power

(9) Aggregate

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares*

(11) Percent of Class Represented by Amount in Row (9)
   0.00%

(12) Type of Reporting Person*
   FI

ITEM 1(A). NAME OF ISSUER
   AFC ENTERPRISES INC

ITEM 1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES
   5555 Glenridge Connector Suite 300

ITEM 2(A). NAME OF PERSON(S) FILING
   BARCLAYS GLOBAL INVESTORS, NA

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
   400 Howard Street
   San Francisco, CA  94105

ITEM 2(C). CITIZENSHIP
   U.S.A

ITEM 2(D). TITLE OF CLASS OF SECURITIES
   Common Stock

ITEM 2(E). CUSIP NUMBER
   00104Q107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A
(a) // Broker or Dealer registered under Section 15 of the Act 
(b) /X/ Bank as defined in section 3(a) (6) of the Act (15 U.S.C. 78c).
(c) // Insurance Company as defined in section 3(a) (19) of the Act 
(d) // Investment Company registered under section 8 of the Investment 
(e) // Investment Adviser in accordance with section 240.13d(b)(1)(i)(ii)(E).
(f) // Employee Benefit Plan or endowment fund in accordance with section 
   240.13d-1(b)(1)(ii)(F).
(g) // Parent Holding Company or control person in accordance with section 
(h) // A savings association as defined in section 3(b) of the Federal Deposit 
(i) // A church plan that is excluded from the definition of an investment
ITEM 1(A).  NAME OF ISSUER
AFC ENTERPRISES INC

ITEM 1(B).  ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
5555 Glenridge Connector Suite 300

ITEM 2(A).  NAME OF PERSON(S) FILING
BARCLAYS GLOBAL FUND ADVISORS

ITEM 2(B).  ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
400 Howard Street
San Francisco, CA  94105

ITEM 2(C).  CITIZENSHIP
U.S.A

ITEM 2(D).  TITLE OF CLASS OF SECURITIES
Common Stock

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00104Q107

ITEM 3.  IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A

(a) // Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
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(c) // Insurance Company as defined in section 3(a) (19) of the Act (15 U.S.C. 78c).
(d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
(e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
(f) // Employee Benefit Plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
(g) // Parent Holding Company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
(h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
(i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
(j) // Non-U.S. institution, in accordance with section 240.13d-1(b)(1)(ii)(J)
(k) // Group, in accordance with section 240.13d-1(b)(1)(ii)(K)
(d) // Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
(e) // Investment Adviser in accordance with section 240.13d(b)(1)(ii)(E).
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(i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3).
(j) /X/ Non-U.S. institution, in accordance with section 240.13d-1(b)(1)(ii)(J)
(k) // Group, in accordance with section 240.13d-1(b)(1)(ii)(K)

ITEM 1(A). NAME OF ISSUER
AFC ENTERPRISES INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
5555 Glenridge Connector Suite 300

ITEM 2(A). NAME OF PERSON(S) FILING
BARCLAYS GLOBAL INVESTORS JAPAN LIMITED

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
Ebisu Prime Square Tower 8th Floor
1-1-39 Hirono Shibuya-Ku
Tokyo 150-8402 Japan

ITEM 2(C). CITIZENSHIP
Japan

ITEM 2(D). TITLE OF CLASS OF SECURITIES
Common Stock

ITEM 2(E). CUSIP NUMBER
00104Q107

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ITEM 1(A). NAME OF ISSUER
AFC ENTERPRISES INC

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
5555 Glenridge Connector Suite 300

ITEM 2(A). NAME OF PERSON(S) FILING
BARCLAYS GLOBAL INVESTORS CANADA LIMITED

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
Brookfield Place 161 Bay Street
Suite 2500, PO Box 614
Toronto, Canada
Ontario M5J 2S1

ITEM 2(C). CITIZENSHIP
Canada
ITEM 2(D). TITLE OF CLASS OF SECURITIES
Common Stock

ITEM 2(E). CUSIP NUMBER
00104Q107

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(k) // Group, in accordance with section 240.13d-1(b)(1)(ii)(K)

ITEM 1(A). NAME OF ISSUER
AFC ENTERPRISES INC

ITEM 1(B). ADDRESS OF ISSUER’S PRINCIPAL EXECUTIVE OFFICES
5555 Glenridge Connector Suite 300

ITEM 2(A). NAME OF PERSON(S) FILING
BARCLAYS GLOBAL INVESTORS AUSTRALIA LIMITED

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
Level 43, Grosvenor Place, 225 George Street
PO Box N43
Sydney, Australia NSW 1220

ITEM 2(C). CITIZENSHIP
Australia

ITEM 2(D). TITLE OF CLASS OF SECURITIES
Common Stock

ITEM 2(E). CUSIP NUMBER
00104Q107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A
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(j) // Non-U.S. institution, in accordance with section 240.13d-1(b)(1)(ii)(J)
(k) // Group, in accordance with section 240.13d-1(b)(1)(ii)(K)
ITEM 2(A). NAME OF PERSON(S) FILING

BARCLAYS GLOBAL INVESTORS (DEUTSCHLAND) AG

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

Apianstrasse 6
D-85774
Unterfohring, Germany

ITEM 2(C). CITIZENSHIP

Germany

ITEM 2(D). TITLE OF CLASS OF SECURITIES

Common Stock

ITEM 2(E). CUSIP NUMBER

00104Q107

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A
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(j) // Non-U.S. institution, in accordance with section 240.13d-1(b)(1)(ii)(J)
(k) // Group, in accordance with section 240.13d-1(b)(1)(ii)(K)

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

1495277

(b) Percent of Class:

5.91%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

1462255

(ii) shared power to vote or to direct the vote

-

(iii) sole power to dispose or to direct the disposition of

1495277

(iv) shared power to dispose or to direct the disposition of

-

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. //

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The shares reported are held by the company in trust accounts for the economic benefit of the beneficiaries of those accounts. See also Items 2(a) above.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable
ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

ITEM 9. NOTICE OF DISSOLUTION OF GROUP
Not applicable

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below, I further certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to each of: Barclays Global Investors Australia Limited, Barclays Global Investors Canada Limited, Barclays Global Investors (Deutschland) AG, Barclays Global Investors Japan Limited and Barclays Global Investors Limited, is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institutions. I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D by such entities.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 6, 2009

Date

Signature

John McGahan
Principal

Name/Title