AFC ENTERPRISES INC
Filed by
ZANDER CAPITAL MANAGEMENT LLC

FORM SC 13G/A
(Amended Statement of Ownership)

Filed 02/14/06

Address 5555 GLENRIDGE CONNECTOR, NE, SUITE 300
ATLANTA, GA 30342
Telephone 4044594450
CIK 0001041379
Symbol AFCE
SIC Code 5812 - Eating Places
Industry Restaurants
Sector Services
Fiscal Year 12/30
AFC Enterprises, Inc.

(Name of Issuer)

Common Stock, $0.01 par value

(Title of Class of Securities)

00104Q107

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

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

[ ] Rule 13d-1(b)

[X] Rule 13d-1(c)

[ ] Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 00104Q107

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1. NAME OF REPORTING PERSONS
   I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
   Zander Capital Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
   (a) [ ]
   (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER
   0

6. SHARED VOTING POWER
   0

7. SOLE DISPOSITIVE POWER
   0

8. SHARED DISPOSITIVE POWER
   0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
   0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
    [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
    0%

12. TYPE OF REPORTING PERSON*
    OO, IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!
Stuart A. Quan

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [ ] (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12. TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 00104Q107

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Item 1(a). Name of Issuer:

AFC Enterprises, Inc.

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Item 1(b). Address of Issuer's Principal Executive Offices:

Six Concourse Parkway, Suite 1700, Atlanta, Georgia 30328-5352
Item 2(a). Name of Person Filing:

Zander Capital Management, LLC
Stuart A. Quan

Item 2(b). Address of Principal Business Office, or if None, Residence:

152 West 57th St., New York, NY 10019 (for both Reporting Persons)

Item 2(c). Citizenship:

Zander Capital Management, LLC - Delaware limited liability company
Stuart A. Quan - United States

Item 2(d). Title of Class of Securities:

Class A Common Stock, $0.01 par value

Item 2(e). CUSIP Number:

00104Q107

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a)  [ ] Broker or dealer registered under Section 15 of the Exchange Act.
(b)  [ ] Bank as defined in Section 3(a)(6) of the Exchange Act.
(c)  [ ] Insurance company as defined in Section 3(a)(19) of the Exchange Act.
(d)  [ ] Investment company registered under Section 8 of the Investment Company Act.
(e)  [ ] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
(f)  [ ] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
(g)  [ ] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
(h)  [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
(i)  [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
(j)  [ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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:

Zander Capital Management, LLC - 0
Stuart A. Quan - 0

(b) Percent of class:

0%

(c) Number of shares as to which such person has:
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 [X].

N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to s.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to s.240.13d-1(c) or s.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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 such purpose or effect.
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 14, 2006
(Date)

ZANDER CAPITAL MANAGEMENT, LLC*

By: /s/ Stuart A. Quan
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   Stuart A. Quan
   Managing Member

STUART A. QUAN*

/s/ Stuart A. Quan
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Stuart A. Quan

*The Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).
Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G Amendment No. 2 dated February 14, 2006 relating to the Common Stock of AFC Enterprises, Inc. shall be filed on behalf of the undersigned.

ZANDER CAPITAL MANAGEMENT, LLC*

By: /s/ Stuart A. Quan
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    Stuart A. Quan
    Managing Member

STUART A. QUAN*

/s/ Stuart A. Quan
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Stuart A. Quan

*The Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.

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