Bk 49
32292

10821 PG 886

FOR RECORDING PURPOSES:

STATE OF TENNESSEE
COUNTY OF

The actual consideration or value, whichever is greater, for this transaction is $490,000.

Affiant

Subscribed and Sworn to before me, this the 4th day of December, 1997.

BARBARA A. PORTER
NOTARY PUBLIC, State of New York
No. 31-4
Qualified in
Commission Expires: January 27, 1999

Notary Public

THIS INSTRUMENT WAS PREPARED BY
Simpson Thacher & Bartlett
425 Lexington Avenue
New York, New York 10017

ADDRESS NEW OWNER(S) AS FOLLOWS:	SEND TAX BILLS TO:	MAP-PARCEL NUMBER:
U.S. Restaurant Properties Operating L.P. 5310 Harvest Hill Road Suite 270 Dallas, Texas 75230 Attn: Fred Margolin	U.S. Restaurant Properties Operating L.P. 5310 Harvest Hill Road Suite 270 Dallas, Texas 75230 Attn: Fred Margolin	60-4-102

FOR AND IN CONSIDERATION OF THE SUM OF TEN DOLLARS, CASH IN HAND PAID BY THE HEREINAFTER NAMED GRANTEES, AND IN OTHER GOOD AND VALUABLE CONSIDERATIONS. THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED, WE, BURGER KING LIMITED PARTNERSHIP III, A NEW YORK LIMITED PARTNERSHIP, HEREINAFTER CALLED THE GRANTORS, HAVE BARGAINED AND SOLD, AND BY THESE PRESENTS DO TRANSFER AND CONVEY UNTO U.S. RESTAURANT PROPERTIES OPERATING L.P., A DELAWARE LIMITED PARTNERSHIP, HEREINAFTER CALLED THE GRANTEES, THEIR HEIRS AND ASSIGNS, A CERTAIN TRACT OR PARCEL OF LAND IN DAVIDSON COUNTY, STATE OF TENNESSEE, DESCRIBED AS FOLLOWS TO-WIT:

See Exhibit A attached hereto and made a part hereof.

93 DEC -4 AM 10:33

04107692

KEY & REFERENCE

THIS IS (X) IMPROVED ( ) UNIMPROVED PROPERTY KNOWN AS 3221 DICKERSON PIKE, NASHVILLE, TN 37207.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title and interest thereto belonging to the said GRANTEES, their heirs and assigns, forever, and we do covenant with the said GRANTEES that we are lawfully seized and possessed of said land in fee simple, have a good right to convey it, and the same is unencumbered, unless otherwise herein set out, and we do further covenant and bind ourselves, our heirs and representations, to warrant and forever defend the title to the said land to the said GRANTEES, their heirs and assigns, against the lawful claims of all persons claiming by, through or under the Grantors but no further or otherwise. Whenever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

053135.0672.02802.57CE77HU.OTH

RECORDERS MEMO
LEGIBILITY OF WRITING, TYPING OR
PRINTING IN THIS DOCUMENT
UNSATISFACTORY WHEN RECEIVED

WITNESS, this 16 day of December, 1997,

BURGER KING LIMITED PARTNERSHIP III, a New York partnership

By: BK III Restaurants Inc.,
a New York corporation, general partner

By: _____
Kenneth Boyle
President

Witness:

STATE OF NEW YORK
COUNTY OF NEW YORK

Before me, Barbara A Porter, a Notary Public within and for the State and County aforesaid, personally appeared Kenneth Boyle with whom I am personally acquainted or proved to me on the basis of satisfactory evidence and upon oath acknowledged to be the President of BK III Restaurants, Inc., a corporation, the General Partner of BURGER KING LIMITED PARTNERSHIP III, a New York limited partnership, and that as such President, being authorized to do so, executed the foregoing instrument of the purposes therein contained by signing the name of the said corporation.

Witness my hand and official seal at office at Simpson Thacher & Bartlett, 425 Lexington Ave., New York, New York 10022 on this the 16 day of December, 1997.

Commission Expires: [illegible] 1999

Barbara A Porter
Notary Public

WARRANTY DEED

FROM: BURGER KING LIMITED PARTNERSHIP III

TO: U.S. RESTAURANT PROPERTIES, L.P.

BK 10821 PG 889

EXHIBIT "A"

LEGAL DESCRIPTION

LAND in Davidson County, Tennessee, being Lot No. 2, on the Plan of Sam's Wholesale Club, as shown on plat of record in Plat Book 6250, page 569, with Surveyor's Certificate of Correction in Book 6680, page 904, in the Register's Office of Davidson County, Tennessee, to which plat reference is hereby made and being more particularly described as follows:

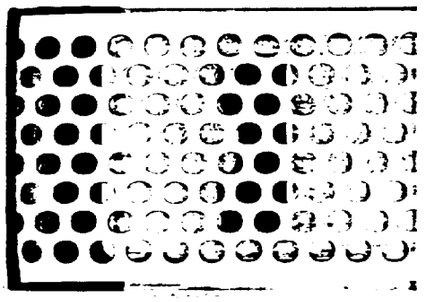
BEGINNING at an iron pipe in the East right-of-way line of Dickerson Pike, said iron pipe being the Northwest corner of the herein described property: thence South 85° 58' 44" East, a distance of 250.03' to an iron pin; thence South 04° 54' 00" West, a distance of 183.84' to an iron pin; thence North 85° 06' 00" West, a distance of 235.00' to an iron pin; thence North 15° 39' 20" West, a distance of 42.72' to an iron pin in the East right-of-way line of Dickerson Pike; thence with said right-of-way line North 04° 54' 00" East, a distance of 140.00' to the point of beginning and containing 1.04 acres (45,179 square feet).

TOGETHER with Driveway Easement as set forth in Deed of Record in Book 6690, page 494, Register's Office for Davidson County, Tennessee and being more particularly described as follows:

BEGINNING at an iron pin in the East right-of-way line of Dickerson Pike, said iron pin also being the southwest property corner of the above described 1.04 acre tract; thence South 15° 30' 20" East, a distance of 42.72' to an iron pin; thence South 85° 06' 00" East, a distance of 235.00' to an iron pin; thence North 04° 54' 00" East, a distance of 183.84' to an iron pin; thence South 85° 58' 44" East, a distance of 34.00' to a point; thence South 04° 54' 00" West, a distance of 237.86' to a point; thence North 85° 06' 00" West, a distance of 284.00' to a point in the East right-of-way line of Dickerson Pike; thence with said right-of-way North 04° 54' 00" East, a distance of 93.50' to the point of beginning and containing 0.50 acres (21,753 square feet).

BEING the same property conveyed to Burger King Limited Partnership III, by Deed of Record in Book 6690, page 494, Register's Office for Davidson County, Tennessee.

#4839



OFFICIAL RECEIPT
FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

FN 10821 PG 890

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

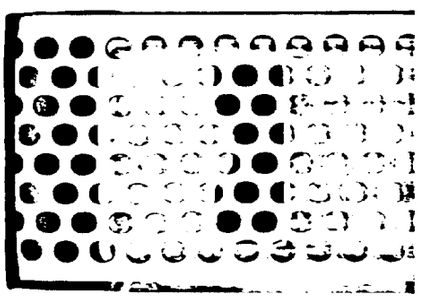
DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL PAID

MRT
ERR CO
MRT
PRT

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

CON T
PRFEE 1.00
MTEEI
TOTAL
CHECK

03/04/98 01 1048 0001



0407692
IDENTIFICATION REFERENCE

98 MAR -4 AM 10:33

No. 1261240