This Instrument Was Prepared by:
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Bank of America Plaza, Suite 1100
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Nashville, Tennessee 37219

Tax Map/Parcel No.
043-09-0015.00

Davidson County DEEDWARR
Recvd: 06/17/03 14:49 5pgs
Fees:28.00 Taxes:3331.31
20030617-0083464

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made as of the 13th day of June, 2003.

SHN PROPERTIES, LLC, a Delaware limited liability company (the "First Party"), for and in consideration of the sum of Ten Dollars ($10.00) cash and other good and valuable consideration to it in hand paid by **USRP (S&C), LLC**, a Delaware limited liability company (the "Second Party"), the receipt and sufficiency of which are hereby acknowledged and confessed, has GRANTED, BARGAINED, SOLD and CONVEYED, and by these presents does GRANT, BARGAIN, SELL and CONVEY, unto Second Party the land described in **Exhibit A** attached hereto and made a part hereof for all purposes (the "Property"), subject to matters of record, if any, to the extent the same are valid, subsisting and affect the Property (the "Permitted Encumbrances"). This is improved property known as 407 North Gallatin Road, Madison, Tennessee 37115. The legal description in **Exhibit A** is the same as that which appears in the previous deed.

TO HAVE AND TO HOLD the Property, together with all and singular the rights, privileges, easements, servitudes, rights-of-way and appurtenances belonging or appurtenant to the Property and all improvements on the Property, unto Second Party, its successors and assigns, forever, subject to the Permitted Encumbrances, and First Party does hereby bind itself, its successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the said Property, subject to the Permitted Encumbrances, unto Second Party, its successors and assigns, against every person whomsoever claiming the same, or any part thereof, by, through or under First Party, but not otherwise. Notwithstanding any reference to acreage or square footage contained in the description of the property conveyed hereby, First Party makes no representation or warranty, express or implied, as to the exact amount of acreage or square footage in the property conveyed hereby. First Party further makes no representation or warranty, express or implied, with respect to the ownership of the oil, gas or other minerals located on, under or within the property conveyed hereby.

EXECUTED as of the 13th day of June, 2003.

SHN PROPERTIES, LLC,
a Delaware limited liability company

By: Captain D's, LLC, a Delaware limited liability company, as Managing Member

By: _____
Printed Name: **Colt Hothorn**
Title: **Vice President**

STATE OF TENNESSEE
COUNTY OF DAVIDSON

Before me, the undersigned, a Notary Public of the state and county mentioned, personally appeared Colt Hothorn, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be Vice President of Captain D's, LLC, a Delaware limited liability company and the Managing Member of SHN Properties, LLC, the within named bargainor, a Delaware limited liability company, and that he as such Vice President of the Managing Member of SHN Properties, LLC, executed the foregoing instrument for the purpose therein contained, by personally signing the name of SHN Properties, LLC, by himself as Vice President of the Managing Member.

Witness my hand and seal, at office in Nashville, Tennessee, this 4 day of June, 2003.

Monica A. Carlson
Name: Monica A. Carlson
Notary Public

[SEAL]

My Commission Expires: Nov. 25, 2006

MONICA A. CARLSON
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

429496_2.DOC
Store No. 3510

The actual consideration or value, whichever is greater, for this transfer is Nine Hundred Thousand Three Hundred Fifty-Four and No/100 Dollars ($900,354.00).

Valerie S Siverling

Affiant Valerie S Siverling, as Manager for USRP(S&C), LLC

Subscribed and sworn to before me this 5th day of June, 2003.

BRENDA PFEIFF
Notary Public
State of Texas
My Commission Expires
February 11, 2007

Brenda Pfeiff

Notary Public

My Commission Expires:_____

BRENDA PFEIFF
Notary Public
State of Texas
My Commission Expires
February 11, 2007

(seal)

New Owner.

Responsible Taxpayer Mailing Address:
USRP (S&C), LLC
12240 Inwood Road, Suite 300
Dallas, Texas 75244
Attn: Asset Management

Exhibit A

Land in Davidson County, Tennessee, being more particularly described as follows:

TRACT I:

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, (formerly the 11th Civil District of Davidson County, Tennessee), and being more particularly described as follows:

Beginning at a PK nail driven in concrete on the westerly margin of Gallatin Pike, U.S. 31-E, said PK nail being S 1° 22' 04" W, 209.45 feet south of the southerly end of the return curve of Williams Avenue as measured along the westerly margin of Gallatin Pike; thence,

1. With the westerly margin of Gallatin Pike, S 1° 22' 04" W, 50.0 feet to a PK nail at the northeast corner of the Bonnie Strickland and Evelyn G. Wood property, as evidenced in Deed Book 5650, page 389, R.O.D.C., Tennessee (being Parcel 16 of this survey); thence,
2. With the north line of Strickland and Wood property, (Parcel 16), N 88° 38' 25" W, 175.06 feet to an iron pin on the easterly margin of a 25-foot alley; thence,
3. With the easterly margin of said 25-foot alley, N 1° 26' 00" E, 50.0 feet to an iron pin, the southwesterly corner of Harold E. Schmidt property, as evidenced in Deed Book 5033, page 337, R.O.D.C., Tennessee; thence,
4. With the southerly line of Schmidt, S 88° 38' 25" E, 175.00 feet to the point of beginning and containing 8,751 square feet or 0.201 of an acre.

TRACT II:

A tract of land in the Second Civil District of Metropolitan Nashville-Davidson County, Tennessee, (formerly the 11th Civil District of Davidson County, Tennessee) being part of Lot No. 1 on the map of the Division of the Gee Lands, as of record in Book 332, page 74, R.O.D.C., Tennessee and also being lots 8 and 9 on the unrecorded map of the subdivision of the east part of lot No. 1 of the Gee Lands.

Beginning at a PK nail on the westerly margin of Gallatin Road, (U.S. 31-E) at the southeasterly corner of Parcel 15 of this survey; said point being S 1° 22' 04" W, 259.45 feet from the southerly end of the return curve of Gallatin Road and Williams Avenue as measured along the westerly margin of Gallatin Road; thence,

1. With the westerly margin of Gallatin Road, S 1° 22' 04" W, 9.5 feet to a P.K. nail set at the beginning of a curve; thence,
2. With said curve to the right (radius 2835.00 feet), southerly a distance of 94.77 feet to an existing iron pin at the northeasterly corner of the Pebble Hill Associates property, as evidenced in Deed Book 7270, page 172, R.O.D.C., Tennessee; thence,
3. With the northerly line of the Pebble Hill Associates property, N 80° 33' 00" W, 181.23 feet to a P.K. nail set on the easterly margin of a 25-foot alley; thence,
4. With the easterly margin of said 25-foot alley, N 6° 23' 20" E, 68.00 feet to a P.K. nail set; thence,
5. N 1° 26' 00" E, 11.0 feet to an iron pin at the southwesterly corner of Parcel 15 of this survey; thence,
6. With the southerly line of Parcel 15, S 88° 38' 25" E, 175.06 feet to the point of beginning and containing 16,264 square feet or 0.373 of an acre.

Being part of the property conveyed to Shoney's Real Estate, Inc., by Warranty Deed recorded in Book 10044, Page 28, the said Shoney's Real Estate, Inc. having merged into SHN Properties, LLC, as evidenced by a Certificate of Merger recorded in Book 10715, Page 431, and being the same property conveyed to SHN Properties, LLC, by Quitclaim Deed recorded as Instrument No. 20030617008 3463, all in the Office of the Register of Deeds for Davidson County, Tennessee.