3107
LT

Tax Map/Parcel No.:
95-4/187

Davidson County DEEDWARR
Recvd: 08/17/04 16:12 3pgs
Fees:18.00 Taxes:2952.75

20040817-0099510

Instrument Prepared by:
Richard Wilensky, Esq.
12240 Inwood Road, Suite 500
Dallas, Texas 75244

DEED

THIS INDENTURE made as of this 4th day of November, 2003, between **USRP (S&C), LLC** ("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 Holding Corp.**, a Texas corporation ("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, together with all improvements thereon ("Property"), subject to matters of record, if any, to the extent the same are valid, subsisting and affect the Property ("Permitted Encumbrances").

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said 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 the said Second Party, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

EXECUTED as of the 4th day of November, 2003.

USRP (S&C), LLC

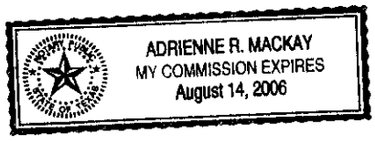
By: Valerie S Siverling
Valerie S. Siverling, Manager

Store No. 13395
Location: Davidson County, Tennessee

STATE OF TEXAS }
}
COUNTY OF DALLAS }

Personally appeared before me, Valerie S. Siverling, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained, and who further acknowledged that she is the Manager of the maker or a constituent of the maker and is authorized by the maker or by its constituent, the constituent being authorized by the maker, to execute this instrument on behalf of the maker.

Witness my hand and official seal, this 4th day of November, 2003.



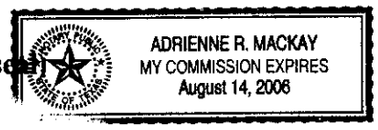
Adrienne R. MacKay
Notary Public, State of Texas

I hereby swear or affirm that the actual consideration or true value of this transfer is _____ ($ 798,039.76).

Valerie S. Siverling
Affiant

Subscribed and sworn to before me this 4th day of November, 2003.

Adrienne R. MacKay
Notary Public



NEW OWNER
Responsible Taxpayer Mailing Address:
USRP Holding Corp.
12240 Inwood Road, Suite 300
Dallas, Texas 75244
Attn: Asset Management

RETURN TO:
JEAN MCCLOSKEY
AMERICAN TITLE COMPANY
6029 BELTLINE RD. STE. 250
DALLAS, TX 75254

Store No. 13395
Location: Davidson County, Tennessee

Exhibit A

Tract I:

Land in Davidson County, Tennessee, being Lot No. 1 on the Plan of the Resubdivision of the Lebanon Pike Shoney's and Lee's, of record in Book 9700, page 40, Register's Office for Davidson County, Tennessee, to which plan reference is hereby made for a more complete description.

Being property conveyed to USRP (S&C), LLC, by Special Warranty Deed recorded as Instrument No. 20030617 0083505, in the Office of the Register of Deeds for Davidson County, Tennessee.

Tract II:

All rights accruing to Tract I granted in that certain Declaration of Easements, dated as of September 29, 1995 (the "Declaration"), by Shoney's, Inc., recorded in Book 9815, Page 258, in the Office of the Register of Deeds for Davidson County, Tennessee, and as set forth on the Plan of the Resubdivision of the Lebanon Pike Shoney's and Lee's, recorded in Book 9700, page 40, in the Office of the Register of Deeds for Davidson County, Tennessee, including, without limitation, a nonexclusive, perpetual easement, appurtenant to Tract I and for the benefit of the Owner (as defined in the Declaration, to which reference is hereby made) of Tract I and its tenants, invitees, employees, agents, customers and invitees of such tenants, for vehicular and pedestrian ingress and egress over, upon and across the Shoney's Access Easement Area (as defined and described in the Declaration, to which reference is hereby made for a more complete description).

LESS AND EXCEPT any portions of the such property conveyed or taken for rights of way for public streets or roads.