3/13 LT PW

Instrument Prepared by:
Ron H. Dekelbaum, Esq.
U.S. Restaurant Properties, Inc.
12240 Inwood Road, Suite 300
Dallas, Texas 75244

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

QUITCLAIM DEED

Know all men by these presents, that U.S. RESTAURANT PROPERTIES OPERATING L.P., a Delaware limited partnership ("First Party") for and in consideration of the sum of Ten and No/100th Dollars ($10.00) cash and other good and valuable consideration to it in hand paid by USRP FUNDING 2001-A, L.P., a Delaware limited partnership ("Second Party"), the receipt and sufficiency of which are hereby acknowledged and confessed, has BARGAINED, SOLD, REMISED, RELEASED, QUITCLAIMED and CONVEYED, and by these presents does BARGAIN, SELL REMISE, RELEASE, QUITCLAIM 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.

EXECUTED effective as of the 1st day of September, 2004.

U.S. RESTAURANT PROPERTIES OPERATING L.P.,
a Delaware limited partnership

By: USRP Managing, Inc.,
a Delaware corporation,
Its General Partner

By: Valerie S Siverling
Valerie S. Siverling,
Secretary

[ACKNOWLEDGEMENT ON NEXT PAGE]

Davidson County DEEDQC
Recvd: 09/09/04 12:54 3pgs
Fees:17.00 Taxes:0.00
20040909-0109155

Store No. 13395
Davidson County, TN

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 Secretary 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 20th day of August, 2004.

DIANA KENNEDY
MY COMMISSION EXPIRES
July 14, 2007

Diana Kennedy
Notary Public, State of Texas

CONSIDERATION/VALUE AFFIDAVIT

I hereby swear or affirm that the actual consideration or true value of this transfer, whichever is greater, is Zero and No/100th Dollars ($0.00).

Affiant:

USRP FUNDING 2001-A, L.P.,
a Delaware limited partnership

By: USRP (SFGP), LLC,
a Delaware limited liability company,
Its General Partner

By: Valerie S Siverling
Valerie Siverling,
Manager

Subscribed and sworn to before me this 20th day of August, 2004.

(seal)

DIANA KENNEDY
MY COMMISSION EXPIRES
July 14, 2007

Diana Kennedy
Notary Public

Mailing Address of New Owner/Responsible Taxpayer:
USRP FUNDING 2001-A, L.P.
12240 Inwood Road, Suite 300
Dallas, Texas 75244
Attn: Asset Mgmt

Store No. 13395
Davidson County, TN

EXHIBIT A

LEGAL DESCRIPTION

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 U.S. Restaurant Properties Operating L.P. by Deed recorded as Instrument No. 20040817-0099511 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 such property conveyed or taken for rights of way for public streets or roads.