(2) 31B
CA CT

Map/Parcel Nos.:
Map 160
Parcel 224

PICK-UP

Instrument Prepared by:
Ron Dekelbaum, Esq.
12240 Inwood Road, Suite 300
Dallas, Texas 75244

Davidson County DEEDWARR
Recvd: 01/14/05 15:53 3 pgs
Fees:18.00 Taxes:2934.57
20050114-0005542

DEED

THIS INDENTURE made to be effective as of this 1st day of April, 2004, between USRP HOLDING CORP. ("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 U.S. RESTAURANT PROPERTIES OPERATING L.P., a Delaware limited partnership ("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 1st day of April, 2004.

USRP HOLDING CORP.

Property Address:
789 Old Hickory Blvd.

By: Valerie S Siverling
Printed Name: Valerie S. Siverling
Title: Secretary

Store No. 13431
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 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 1ST day of April, 2004.

S. ELDER
MY COMMISSION EXPIRES
May 2, 2005

Notary Public, State of Texas

I hereby swear or affirm that the actual consideration or true value of this transfer is _____ ($ 793,126.74).

Affiant

Subscribed and sworn to before me this 1ST day of April, 2004.

S. ELDER
MY COMMISSION EXPIRES
May 2, 2005

Notary Public

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

NEW OWNER & RESPONSIBLE FOR TAXES:
JSRP Holding Corp.
12240 Inwood Road, Suite 300
Dallas, Texas 75244
ATTN: Asset Management

Store No. 13431
Location: Davidson County, Tennessee

Captain D's Store No. 3585
Brentwood, Tennessee

EXHIBIT "A"

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

A tract or parcel of land in the 32nd Councilmanic District of Metropolitan Nashville and Davidson County, Tennessee, and being Lot 2 on the Final Plat, Resubdivision of Section Three, Highlands of Brentwood (the "Plat"), of record in Plat Book 8250, Page 756, in the Office of the Register of Deeds for Davidson County, Tennessee (as prepared by Ragan-Smith Associates, Inc., Job No. 96-075/5224, dated June 27, 1996), to which Plat reference is hereby made for a more complete description of said lot.

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

BEING THE SAME PROPERTY conveyed to Shoney's, Inc., a Tennessee corporation, by deed from Captain D's, LLC, a Delaware limited liability company, filed for record on 11-5-03, _____ in Book _____, Page _____, in the Register's Office of Davidson County, Tennessee.

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Map/Parcel Nos.:
Map 160
Parcel 224

Being the same property conveyed to USRP Holding Corp. by deed of record in Instrument No. 20050114-0005541 RODC.

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