

887,000. - #1/
Inst # 1996-17896

WHEN RECORDED RETURN TO:

SPECIAL WARRANTY DEED

BURGER KING LIMITED PARTNERSHIP II, a New York limited partnership ("Grantor"), the general partner of which is BK II Properties Inc., a New York corporation, for and in consideration of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, hereby grants, bargains, sells and conveys to U.S. Restaurant Properties Operating L.P., a Delaware limited partnership ("Grantee"), the real property which is situated in the County of Shelby, State of Alabama and more particularly described in Exhibit A hereto, together with the tenements, hereditaments and appurtenances belonging to such property (collectively, the "Property").

Grantor shall warrant and defend Grantee's title to the Property against the lawful claims of any person or persons whomsoever claiming by, through or under Grantor, but not otherwise.

Dated this 2 day of May, 1996.

BURGER KING LIMITED PARTNERSHIP II,
a New York limited partnership

By: BK II Properties Inc.,
a New York corporation,
General Partner

By: KFH Boyle
Name: Kenneth F. Boyle
Title: Vice President

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12:31 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 SNA 400.50

STATE OF NEW YORK)

COUNTY OF NEW YORK)

I, Lori Best-Andre, a Notary Public in and for said County, in said State, hereby certify that Kenneth F. Boyle whose name he signed to the foregoing conveyance, as Vice President of BK II Properties Inc., as general partner of Burger King Limited Partnership II, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the conveyance he executed the same voluntarily on the day the same bears date in the capacity herein stated.

Given under my hand and official seal this 2nd day of May A.D., 1996.

LORI BEST-ANDRE
Notary Public, State of New York
No. 01BE5032696
Qualified in Queens County
Commission Expires Aug. 29, 1996

Lori Best-Andre
Notary Public

EXHIBIT A

LEGAL DESCRIPTION

Highway 31 Pelham, Alabama

Lot 6 and the North one half of Lot 7, of Block 1, Pelham Estates as recorded in Map Book 3 on Page 57 in the office of the Probate Judge of Shelby County, Alabama, less and except that part of same said Lots 6 and N½ of Lot 7, Block 1, Pelham Estates, that is incorporated into the right of way of highway 31 (U.S. 31 South), same said property being described more particularly by metes and bounds as follows:

Commence at the Southwest corner of the SW ¼ of the NW ¼ of Section 13, Township 20 South, Range 3 West, Shelby County, thence run easterly along the south line of said quarter-quarter 552.40' to a point on the east right of way line of U.S. Highway 31 (So) and the Northwest corner of Lot 1, Block 1, of Pelham Estate, thence run southerly along the said east right of way line of said Highway 31 a chord distance of 500.22' to the northwest corner of Lot 6, of Block 1, Pelham Estates and the point of beginning of the property being described, thence turn angle of 78° 42' 27" left from cord and run S 88° 21' 36" E a distance of 272.24' to an iron pin, thence turn an int. angle of 99° 20' 19" and run S 07° 41' 55" E a distance of 150.06' to an iron pin, thence turn an int. angle of 80° 27' 13" and run N 88° 09' 08" W a distance of 267.22' to a steel spike on the East right of way line of U.S. Highway 31, thence turn an int. angle of 101° 30' 01" and run N 09° 39' 09" W a distance of 150.01' to a steel spike on the east right of way line of said Highway, U. S. 31, and the point of beginning, containing 39,796 square feet, 0.9136 acre.

Together with a perpetual non-exclusive 6 foot easement over the adjacent property for the purpose of erection of a sign, more particularly described as follows:

Beginning at the southeastern corner of 30 foot ingress-egress easement, thence running north 88° 9' 40" west along a right-of-way of Vance Street for 3 feet to a point, thence departing said right-of-way and running north 7° 41' 55" west for 6 feet to a point, thence running south 88° 9' 40" east for 3 feet to a point on the eastern line of the 30 foot ingress-egress easement, thence running south 7° 41' 55" east along the eastern line of said easement for 6 feet to an iron pin and the point of beginning.

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