

Recording Requested By and
When Recorded Return To:
Richard Wilensky
Middleberg Riddle & Gianna
2323 Bryan Street, Suite 1600
Dallas, Texas 75201

382,000

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Inst. # 1996-17898

SPECIAL WARRANTY DEED

U. S. RESTAURANT PROPERTIES OPERATING L. P., a Delaware limited partnership ("Grantor"), the general partner of which is U. S. RESTAURANT PROPERTIES, INC., a Delaware 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 BUSINESS TRUST I, a Delaware business trust ("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 8th day of May, 1996.

[Seal]

U. S. RESTAURANT PROPERTIES OPERATING L. P.
a Delaware Limited Partnership

By: U. S. RESTAURANT PROPERTIES, INC.
a Delaware Corporation, General Partner

By: [Signature]
ROBERT J. STETSON, PRESIDENT

Attest: [Signature]
FRED MARGOLIN, SECRETARY

06/04/1996-17898
12:31 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 SNA 400.50

3696 Pelham, AL

STATE OF TEXAS

§

§

COUNTY OF DALLAS

§

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared ROBERT J. STETSON, PRESIDENT of U. S. RESTAURANT PROPERTIES, INC., a Delaware corporation, General Partner of U. S. RESTAURANT PROPERTIES OPERATING L. P., a Delaware limited partnership, known to me to be the person and officer whose name is subscribed to the forgoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation and limited partnership.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 8TH day of May, 1996.

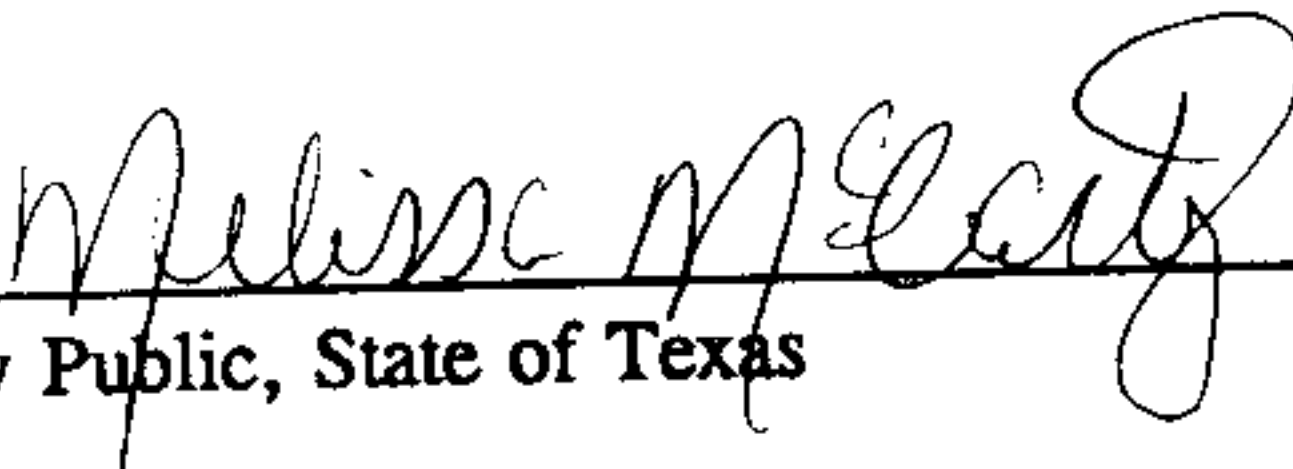

Notary Public, State of Texas



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.

NA953600.007/8

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