

# Delaware

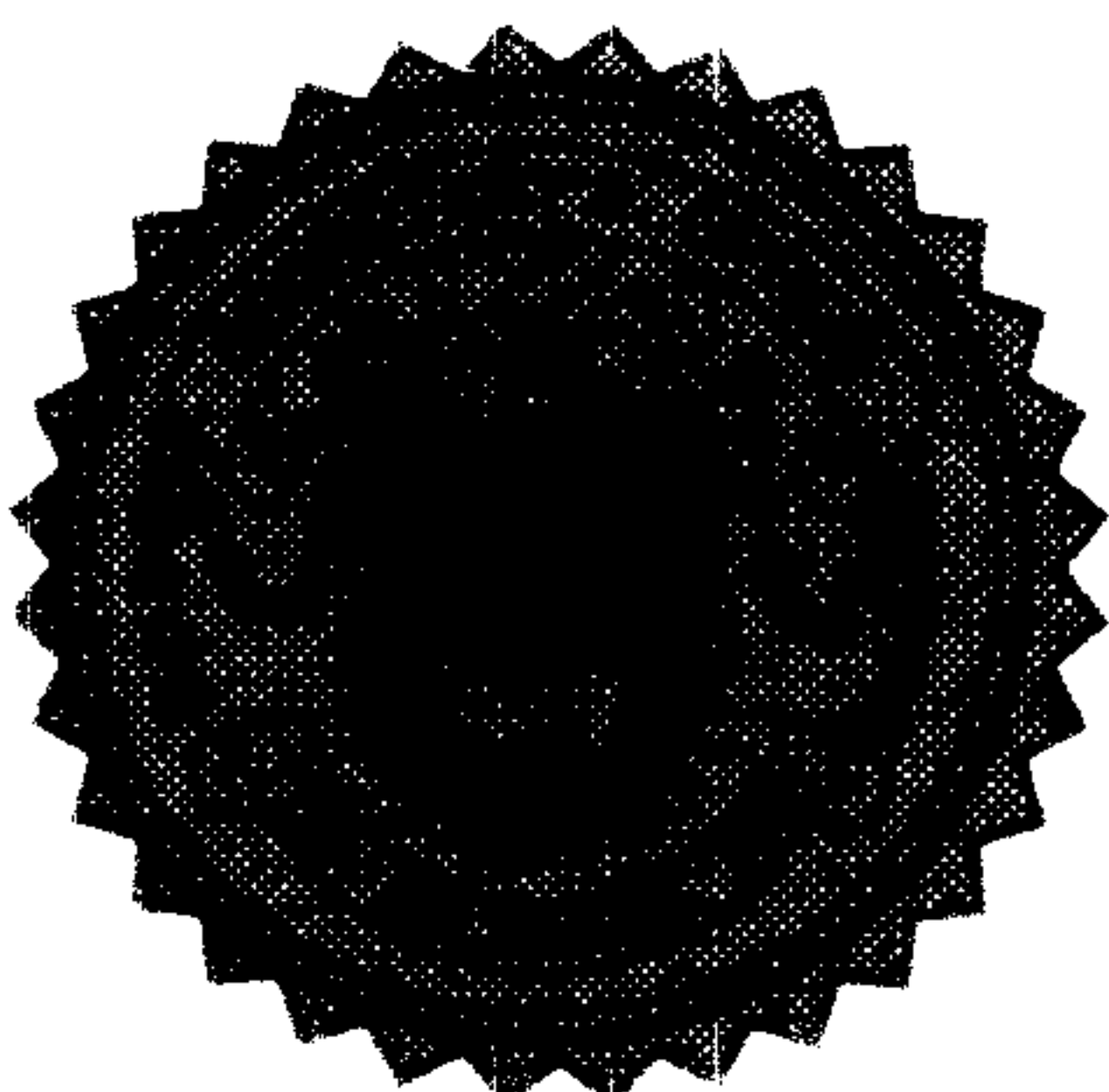
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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ARLINGTON JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,  
"ASHEVILLE JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,  
"ASHLAND JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,  
"ATTALLA JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,  
"AUBURN JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,  
"BOSSIER CITY JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,  
"CNL INCOME FUND III, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND II, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND IV, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND IX, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND VIII, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND VII, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND VI, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND V, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND XIII, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND XII, LTD.", A FLORIDA LIMITED PARTNERSHIP,



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4243918

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DATE: 10-21-05

# Delaware

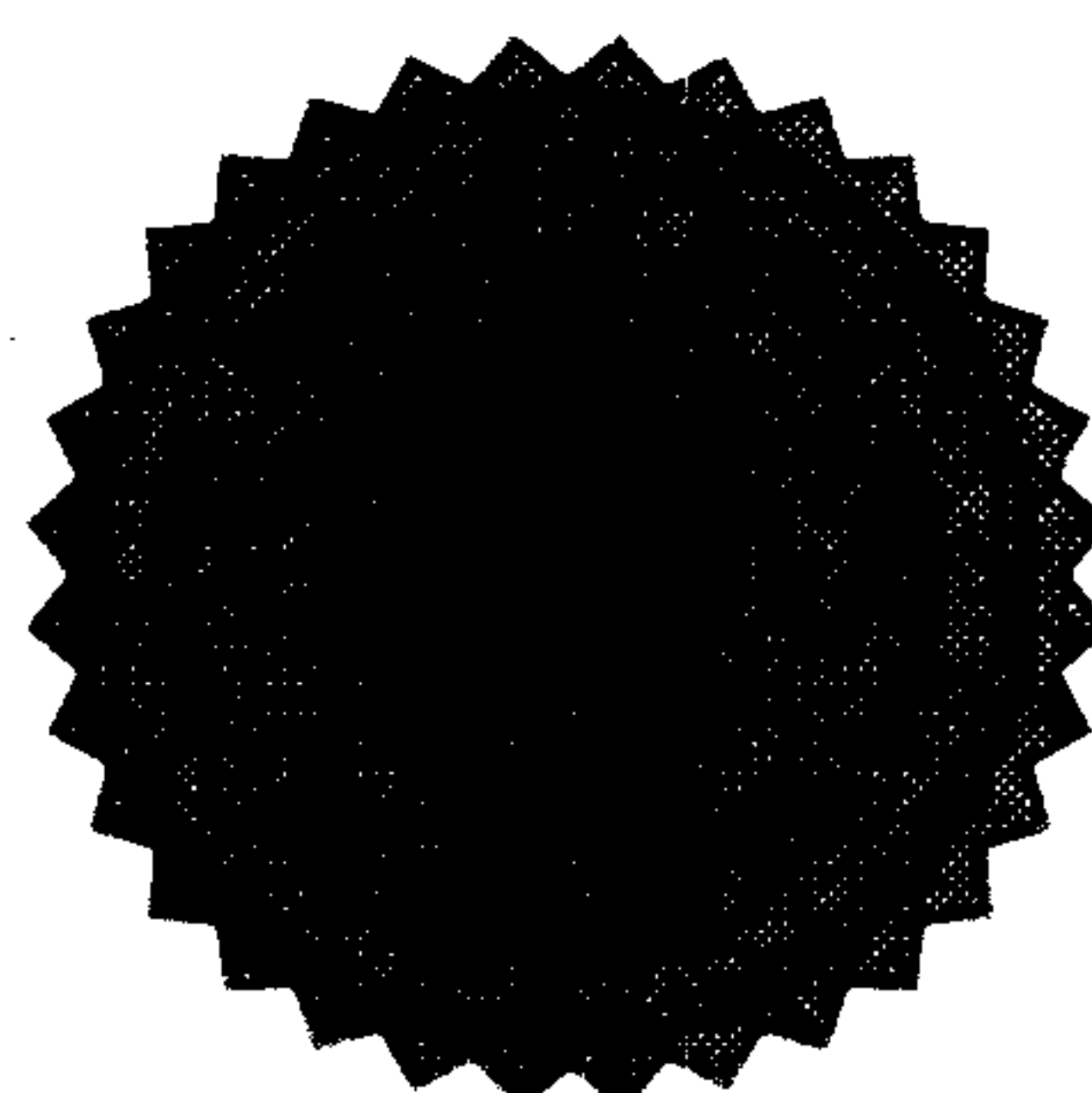
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"CNL INCOME FUND XI, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND XIV, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND X, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND XVIII, LTD.", A FLORIDA LIMITED  
PARTNERSHIP,  
"CNL INCOME FUND XVII, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND XVI, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL INCOME FUND XV, LTD.", A FLORIDA LIMITED PARTNERSHIP,  
"CNL KINGSTON JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,  
"CNL MANSFIELD JOINT VENTURE", A FLORIDA GENERAL  
PARTNERSHIP,  
"CNL PORTSMOUTH JOINT VENTURE", A FLORIDA GENERAL  
PARTNERSHIP,  
"CNL RESTAURANT INVESTMENTS II", A FLORIDA GENERAL  
PARTNERSHIP,  
"CNL RESTAURANT INVESTMENTS III", A FLORIDA GENERAL  
PARTNERSHIP,  
"CNL VIII, X, XII KOKOMO JOINT VENTURE", A FLORIDA GENERAL  
PARTNERSHIP,  
"CNL VII & XVII LINCOLN JOINT VENTURE", A FLORIDA GENERAL



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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PARTNERSHIP,

"COCA JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,

"COLUMBUS JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,

"DES MOINES REAL ESTATE JOINT VENTURE", A FLORIDA GENERAL  
PARTNERSHIP,

"DULUTH JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,

"KATY JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,

"KINGSVILLE REAL ESTATE JOINT VENTURE", A FLORIDA GENERAL  
PARTNERSHIP,

"MELBOURNE JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,

"RTO JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,

"SALEM JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,

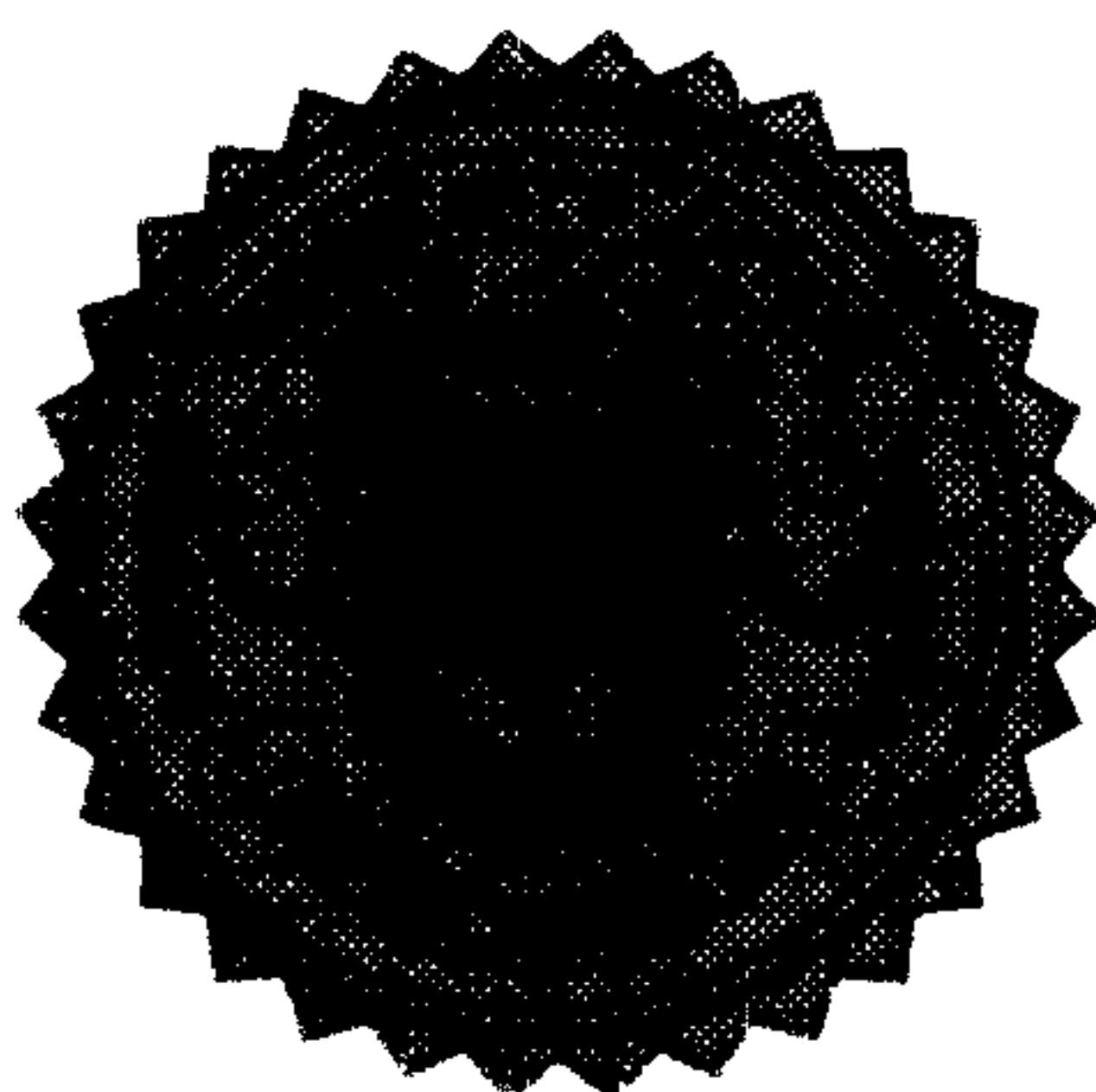
"TGIF PITTSBURGH JOINT VENTURE", A FLORIDA GENERAL  
PARTNERSHIP,

"WARREN JOINT VENTURE", A FLORIDA GENERAL PARTNERSHIP,

"WILLISTON REAL ESTATE JOINT VENTURE", A FLORIDA GENERAL  
PARTNERSHIP,

"WOOD-RIDGE REAL ESTATE JOINT VENTURE", A FLORIDA GENERAL  
PARTNERSHIP,

WITH AND INTO "CNL APF PARTNERS, LP" UNDER THE NAME OF "CNL



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

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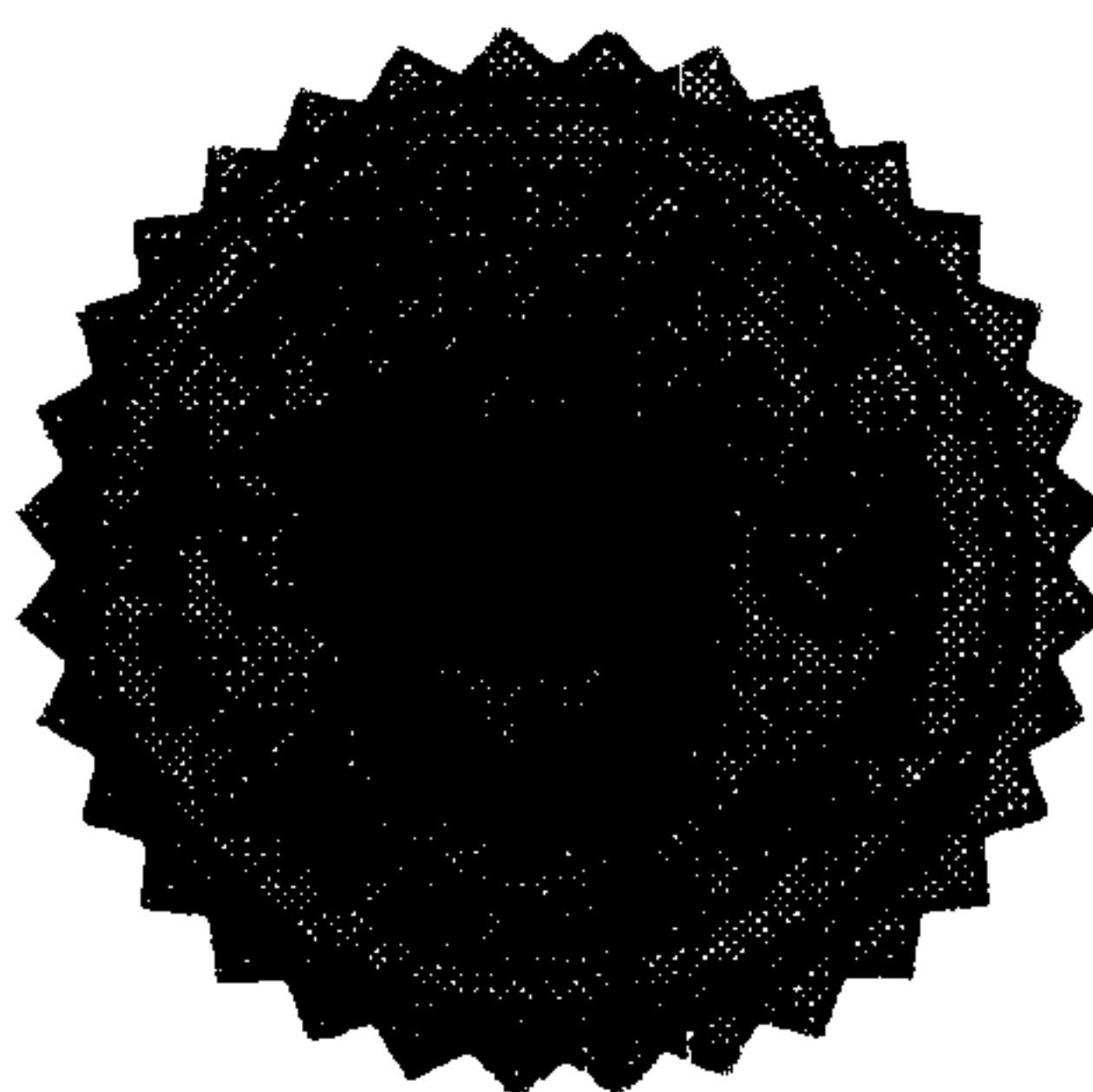
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APF PARTNERS, LP", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2005, AT  
7:30 O'CLOCK P.M.



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*Harriet Smith Windsor*


Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4243918

DATE: 10-21-05



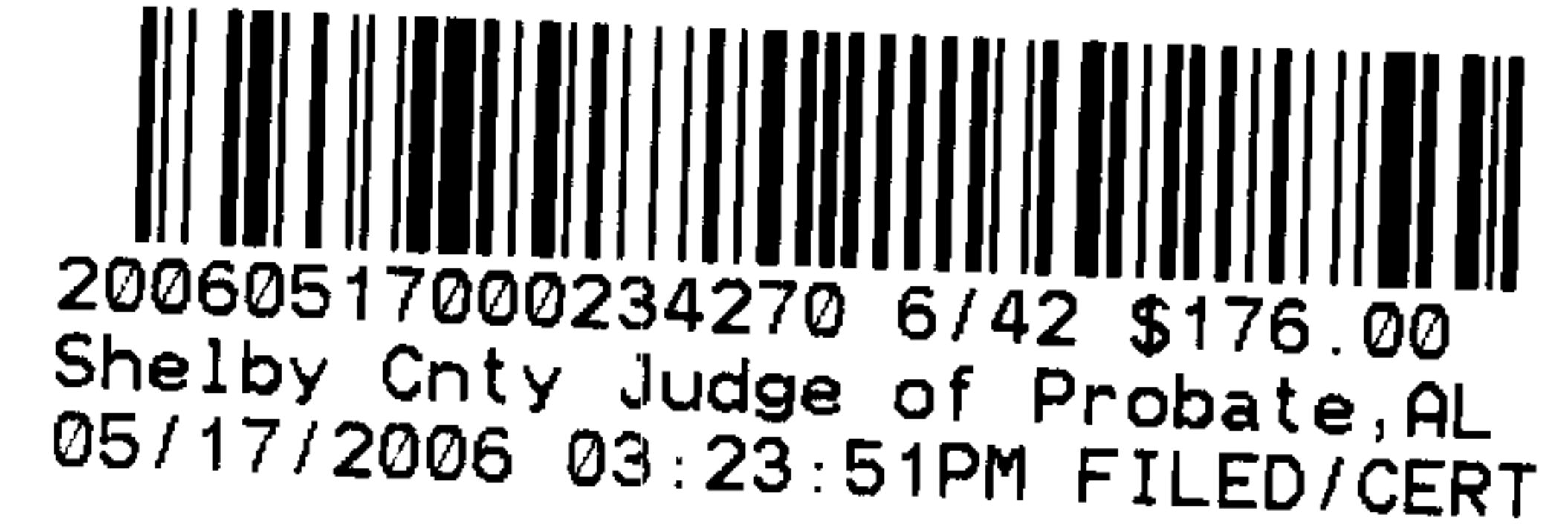
State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:26 PM 02/25/2005  
FILED 07:30 PM 02/25/2005  
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**CERTIFICATE OF MERGER****OF**

**CNL INCOME FUND, LTD., a Florida limited partnership,**  
**CNL INCOME FUND II, LTD., a Florida limited partnership,**  
**CNL INCOME FUND III, LTD., a Florida limited partnership,**  
**CNL INCOME FUND IV, LTD., a Florida limited partnership,**  
**CNL INCOME FUND V, LTD., a Florida limited partnership,**  
**CNL INCOME FUND VI, LTD., a Florida limited partnership,**  
**CNL INCOME FUND VII, LTD., a Florida limited partnership,**  
**CNL INCOME FUND VIII, LTD., a Florida limited partnership,**  
**CNL INCOME FUND IX, LTD., a Florida limited partnership,**  
**CNL INCOME FUND X, LTD., a Florida limited partnership,**  
**CNL INCOME FUND XI, LTD., a Florida limited partnership,**  
**CNL INCOME FUND XII, LTD., a Florida limited partnership,**  
**CNL INCOME FUND XIII, LTD., a Florida limited partnership,**  
**CNL INCOME FUND XIV, LTD., a Florida limited partnership,**  
**CNL INCOME FUND XV, LTD., a Florida limited partnership,**  
**CNL INCOME FUND XVI, LTD., a Florida limited partnership,**  
**CNL INCOME FUND XVII, LTD., a Florida limited partnership,**  
**CNL INCOME FUND XVIII, LTD., a Florida limited partnership,**  
**ARLINGTON JOINT VENTURE, a Florida general partnership,**  
**ASHEVILLE JOINT VENTURE, a Florida general partnership,**  
**ASHLAND JOINT VENTURE, a Florida general partnership,**  
**ATTALLA JOINT VENTURE, a Florida general partnership,**  
**AUBURN JOINT VENTURE, a Florida general partnership,**  
**BOSSIER CITY JOINT VENTURE, a Florida general partnership,**  
**CNL VII & XVII LINCOLN JOINT VENTURE, a Florida general partnership,**  
**CNL VIII, X, XII KOKOMO JOINT VENTURE, a Florida general partnership,**  
**CNL KINGSTON JOINT VENTURE, a Florida general partnership,**  
**CNL MANSFIELD JOINT VENTURE, a Florida general partnership,**  
**CNL PORTSMOUTH JOINT VENTURE, a Florida general partnership,**  
**CNL RESTAURANT INVESTMENTS II, a Florida general partnership,**  
**CNL RESTAURANT INVESTMENTS III, a Florida general partnership,**  
**COCOA JOINT VENTURE, a Florida general partnership,**  
**COLUMBUS JOINT VENTURE, a Florida general partnership,**  
**DES MOINES REAL ESTATE JOINT VENTURE, a Florida general partnership,**  
**DULUTH JOINT VENTURE, a Florida general partnership,**  
**KATY JOINT VENTURE, a Florida general partnership,**  
**KINGSVILLE REAL ESTATE JOINT VENTURE, a Florida general partnership,**  
**RTO JOINT VENTURE, a Florida general partnership,**  
**MELBOURNE JOINT VENTURE, a Florida general partnership,**  
**SALEM JOINT VENTURE, a Florida general partnership,**  
**TGIF PITTSBURGH JOINT VENTURE, a Florida general partnership,**  
**WARREN JOINT VENTURE, a Florida general partnership,**





**WILLISTON REAL ESTATE JOINT VENTURE, a Florida general partnership, and  
WOOD-RIDGE REAL ESTATE JOINT VENTURE, a Florida general partnership**

**with and into**

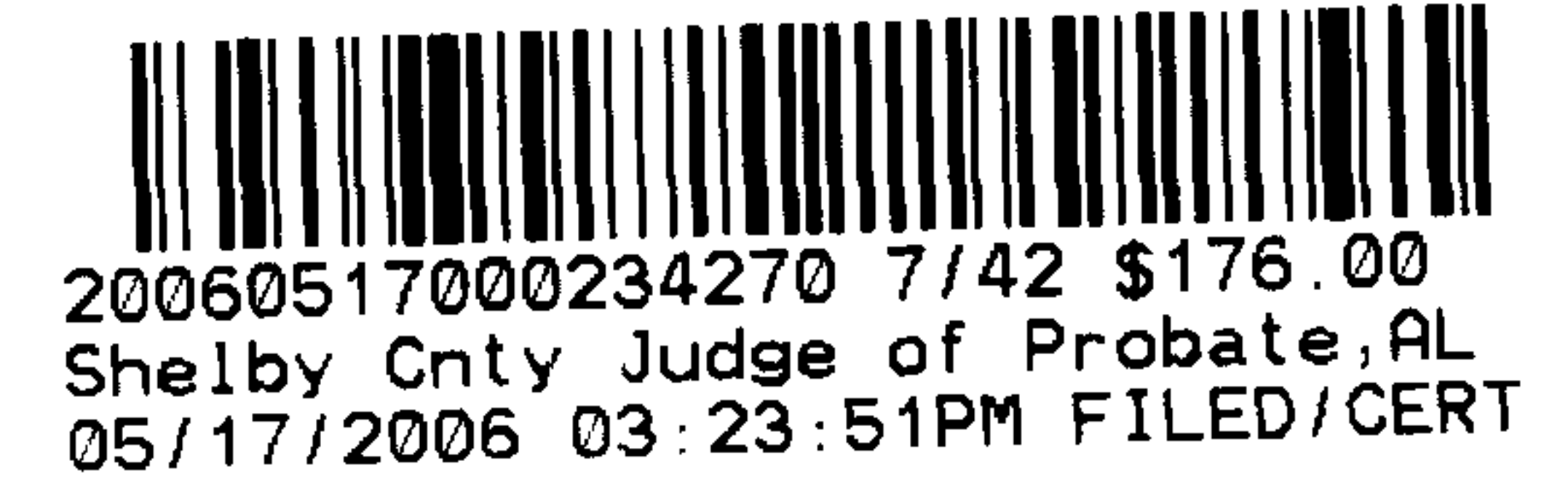
**CNL APF PARTNERS, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware  
limited partnership**

In accordance with the applicable provisions of the Delaware Revised Uniform Limited Partnership Act, it is hereby certified that:

1. The constituent entities participating in the merger herein certified are:

(a) CNL INCOME FUND, LTD., a Florida limited partnership, CNL INCOME FUND II, LTD., a Florida limited partnership, CNL INCOME FUND III, LTD., a Florida limited partnership, CNL INCOME FUND IV, LTD., a Florida limited partnership, CNL INCOME FUND V, LTD., a Florida limited partnership, CNL INCOME FUND VI, LTD., a Florida limited partnership, CNL INCOME FUND VII, LTD., a Florida limited partnership, CNL INCOME FUND VIII, LTD., a Florida limited partnership, CNL INCOME FUND IX, LTD., a Florida limited partnership, CNL INCOME FUND X, LTD., a Florida limited partnership, CNL INCOME FUND XI, LTD., a Florida limited partnership, CNL INCOME FUND XII, LTD., a Florida limited partnership, CNL INCOME FUND XIII, LTD., a Florida limited partnership, CNL INCOME FUND XIV, LTD., a Florida limited partnership, CNL INCOME FUND XV, LTD., a Florida limited partnership, CNL INCOME FUND XVI, LTD., a Florida limited partnership, CNL INCOME FUND XVII, LTD., a Florida limited partnership, and CNL INCOME FUND XVIII, LTD., a Florida limited partnership; ARLINGTON JOINT VENTURE, a Florida general partnership, ASHEVILLE JOINT VENTURE, a Florida general partnership, ASHLAND JOINT VENTURE, a Florida general partnership, ATTALLA JOINT VENTURE, a Florida general partnership, AUBURN JOINT VENTURE, a Florida general partnership, BOSSIER CITY JOINT VENTURE, a Florida general partnership, CNL VII & XVII LINCOLN JOINT VENTURE, a Florida general partnership, CNL VIII, X, XII KOKOMO JOINT VENTURE, a Florida general partnership, CNL KINGSTON JOINT VENTURE, a Florida general partnership, CNL MANSFIELD JOINT VENTURE, a Florida general partnership, CNL PORTSMOUTH JOINT VENTURE, a Florida general partnership, CNL RESTAURANT INVESTMENTS II, a Florida general partnership, CNL RESTAURANT INVESTMENTS III, a Florida general partnership, COCOA JOINT VENTURE, a Florida general partnership, COLUMBUS JOINT VENTURE, a Florida general partnership, DES MOINES REAL ESTATE JOINT VENTURE, a Florida general partnership, DULUTH JOINT VENTURE, a Florida general partnership, KATY JOINT VENTURE, a Florida general partnership, KINGSVILLE REAL ESTATE JOINT VENTURE, a Florida general partnership, RTO JOINT VENTURE, a Florida general partnership, MELBOURNE JOINT VENTURE, a Florida general partnership, SALEM JOINT VENTURE, a Florida general partnership, TGIF PITTSBURGH JOINT VENTURE, a Florida general partnership, WARREN JOINT VENTURE, a Florida





general partnership, WILLISTON REAL ESTATE JOINT VENTURE, a Florida general partnership, and WOOD-RIDGE REAL ESTATE JOINT VENTURE, a Florida general partnership (collectively, the "Merging Entities"); and

(b) CNL APF PARTNERS, LP (f/k/a U.S. Restaurant Properties Operating, L.P.) (the "Surviving Partnership"), a limited partnership organized and existing under the laws of the State of Delaware.

2. An agreement and plan of merger ("Plan of Merger") has been approved, adopted, certified, executed and acknowledged by each of the Merging Entities and the Surviving Partnership (collectively, the "Constituent Entities") in accordance with Section 17-211 of the Delaware Revised Uniform Limited Partnership Act.

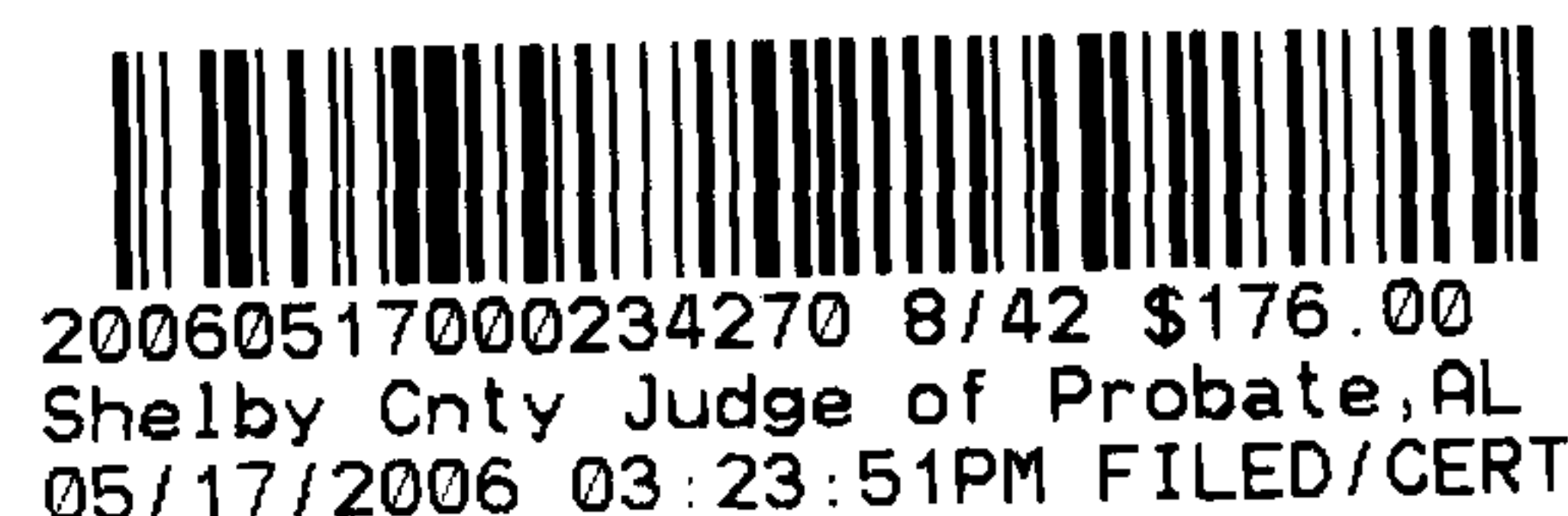
3. The name of the surviving limited partnership is CNL APF PARTNERS, LP, which will continue in existence as the surviving entity under its present name upon the effective date of the merger pursuant to the laws of the State of Delaware.

4. The executed Plan of Merger is on file at the offices of the Surviving Partnership at 450 South Orange Avenue, Orlando, Florida 32801.

5. A copy of the Plan of Merger will be furnished by the Surviving Partnership, on request and without cost, to any partner of any Constituent Entity.

6. The merger shall become effective on February ~~25~~<sup>25</sup>, 2005.

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signatures appear on next pages]



**IN WITNESS WHEREOF**, the undersigned have caused this Certificate of Merger to be signed by their duly authorized representatives as of the 25<sup>TH</sup> day of February, 2005.

**CNL APF PARTNERS, LP** (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT

**CNL INCOME FUND, LTD.**, a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT

**CNL INCOME FUND II, LTD.**, a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT



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**CNL INCOME FUND III, LTD., a Florida limited partnership**

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT

**CNL INCOME FUND IV, LTD., a Florida limited partnership**

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT



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**CNL INCOME FUND V, LTD., a Florida limited partnership**

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT

**CNL INCOME FUND VI, LTD., a Florida limited partnership**

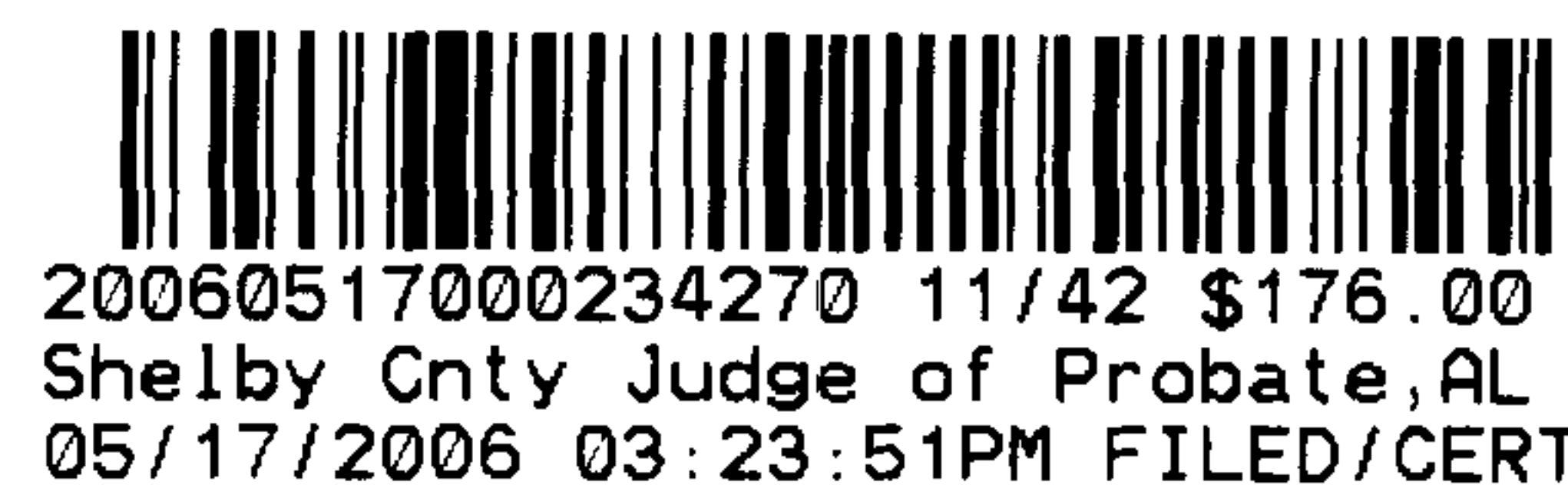
By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT





**CNL INCOME FUND VII, LTD., a Florida limited partnership**

**By: ULYSSES ACQUISITION, LLC, a Maryland limited liability company, as general partner**

**By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager**

**By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner**

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

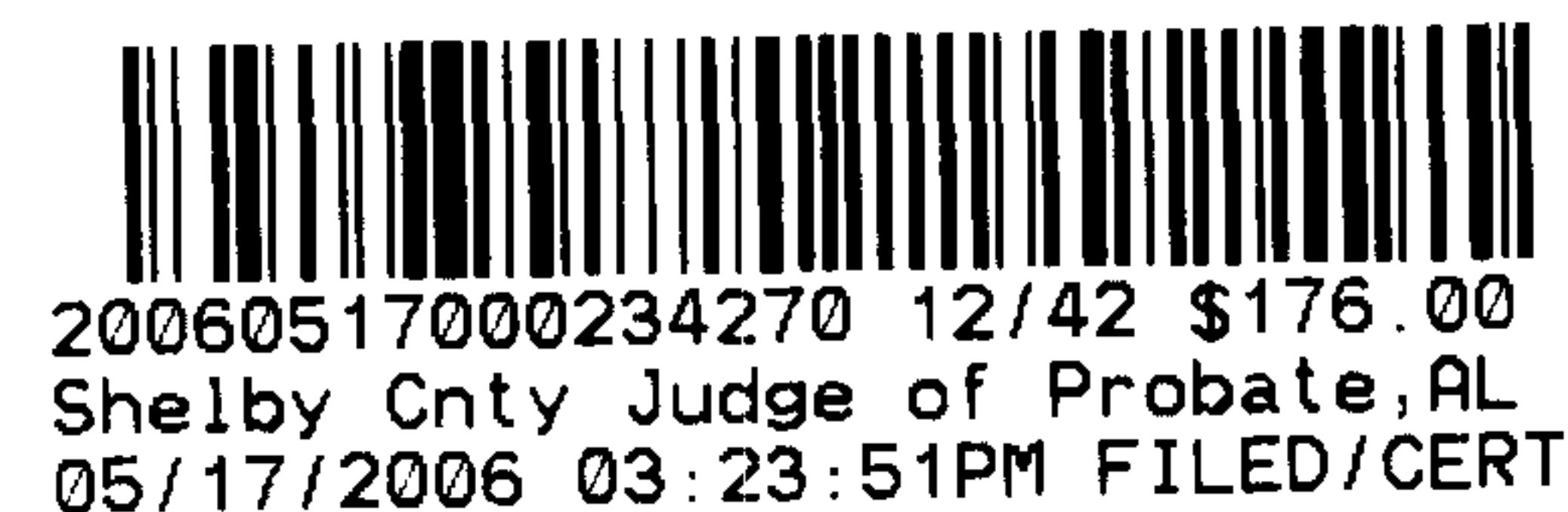
**CNL INCOME FUND VIII, LTD., a Florida limited partnership**

**By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner**

**By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager**

**By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner**

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



**CNL INCOME FUND IX, LTD., a Florida limited partnership**

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
 Name: Robert E. Lawless  
 Title: SENIOR VICE PRESIDENT

**CNL INCOME FUND X, LTD., a Florida limited partnership**

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
 Name: Robert E. Lawless  
 Title: SENIOR VICE PRESIDENT





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**CNL INCOME FUND XI, LTD., a Florida limited partnership**

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

**CNL INCOME FUND XII, LTD., a Florida limited partnership**

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



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**CNL INCOME FUND XIII, LTD., a Florida limited partnership**

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT

**CNL INCOME FUND XIV, LTD., a Florida limited partnership**

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT



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**CNL INCOME FUND XV, LTD., a Florida limited partnership**

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

**CNL INCOME FUND XVI, LTD., a Florida limited partnership**

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



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**CNL INCOME FUND XVII, LTD., a Florida limited partnership**

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT

**CNL INCOME FUND XVIII, LTD., a Florida limited partnership**

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT





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**ARLINGTON JOINT VENTURE**, a Florida general partnership,

By: **CNL INCOME FUND VII, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND XVI, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



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**ASHEVILLE JOINT VENTURE**, a Florida general partnership,

By: **CNL INCOME FUND VI, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP** (f/k/a **U.S. Restaurant Properties Operating, L.P.**), a Delaware limited partnership, as general manager

By: **CNL APF GP Corp** (f/k/a **USRP Managing, Inc.**), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND VIII, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP** (f/k/a **U.S. Restaurant Properties Operating, L.P.**), a Delaware limited partnership, as general manager

By: **CNL APF GP Corp** (f/k/a **USRP Managing, Inc.**), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



20060517000234270 19/42 \$176.00  
Shelby Cnty Judge of Probate, AL  
05/17/2006 03:23:51PM FILED/CERT

**ASHLAND JOINT VENTURE**, a Florida general partnership,

By: **CNL INCOME FUND IX, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP** (f/k/a **U.S. Restaurant Properties Operating, L.P.**), a Delaware limited partnership, as general manager

By: **CNL APF GP Corp** (f/k/a **USRP Managing, Inc.**), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND X, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP** (f/k/a **U.S. Restaurant Properties Operating, L.P.**), a Delaware limited partnership, as general manager

By: **CNL APF GP Corp** (f/k/a **USRP Managing, Inc.**), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

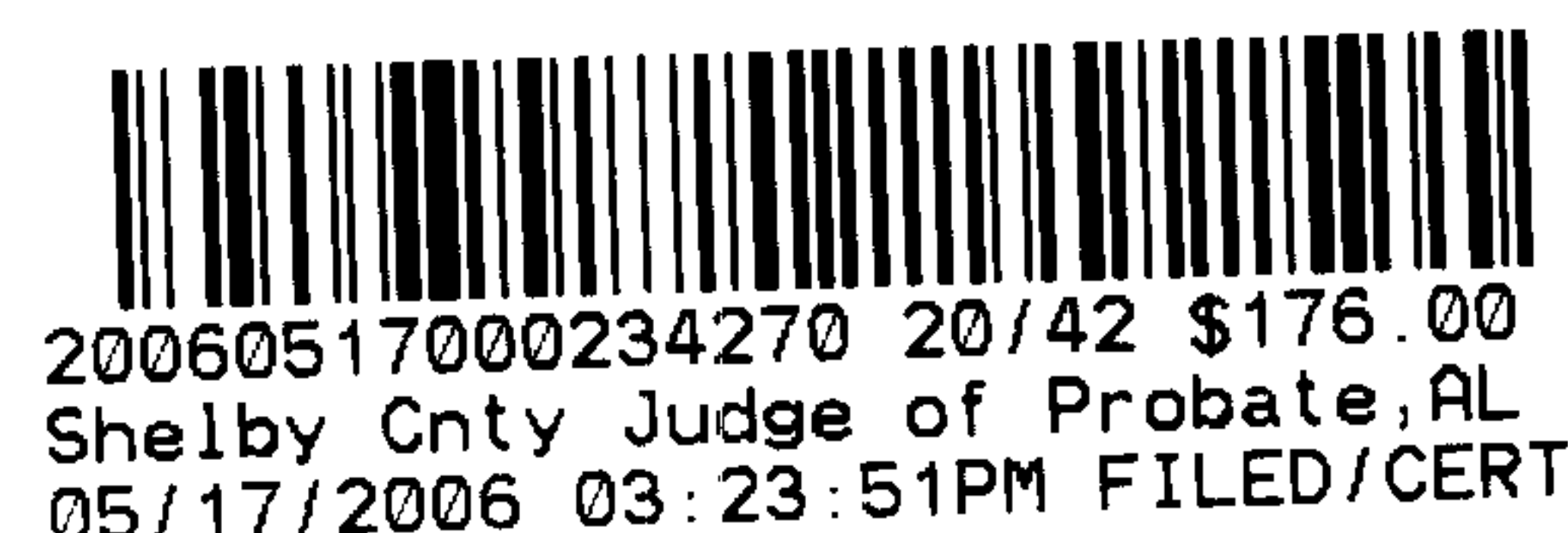
By: **CNL INCOME FUND XI, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP** (f/k/a **U.S. Restaurant Properties Operating, L.P.**), a Delaware limited partnership, as general manager

By: **CNL APF GP Corp** (f/k/a **USRP Managing, Inc.**), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



**ATTALLA JOINT VENTURE**, a Florida general partnership,

By: **CNL INCOME FUND XIII, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
 Name: **Robert E. Lawless**  
 Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND XIV, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
 Name: **Robert E. Lawless**  
 Title: **SENIOR VICE PRESIDENT**



20060517000234270 21/42 \$176.00  
Shelby Cnty Judge of Probate, AL  
05/17/2006 03:23:51PM FILED/CERT

**AUBURN JOINT VENTURE, a Florida general partnership,**

**By: CNL INCOME FUND IV, LTD., a Florida limited partnership**

**By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner**

**By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager**

**By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner**

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

**By: CNL INCOME FUND VI, LTD., a Florida limited partnership**

**By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner**

**By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager**

**By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner**

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



20060517000234270 22/42 \$176.00  
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**BOSSIER CITY JOINT VENTURE**, a Florida general partnership,

By: **CNL INCOME FUND VIII, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND XII, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND XIV, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**





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**CNL VII & XVII LINCOLN JOINT VENTURE**, a Florida  
general partnership,

By: **CNL INCOME FUND VII, LTD.**, a Florida limited  
partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited  
liability company, as general partner

By: **CNL APF Partners, LP** (f/k/a U.S. Restaurant Properties  
Operating, L.P.), a Delaware limited partnership, as  
general manager

By: **CNL APF GP Corp** (f/k/a USRP Managing, Inc.), a  
Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND XVII, LTD.**, a Florida limited  
partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited  
liability company, as general partner

By: **CNL APF Partners, LP** (f/k/a U.S. Restaurant Properties  
Operating, L.P.), a Delaware limited partnership, as  
general manager

By: **CNL APF GP Corp** (f/k/a USRP Managing, Inc.), a  
Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



20060517000234270 24/42 \$176.00  
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**CNL VIII, X, XII KOKOMO JOINT VENTURE, a Florida  
general partnership,**

By: CNL INCOME FUND VIII, LTD., a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited  
liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties  
Operating, L.P.), a Delaware limited partnership, as general  
manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware  
corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: CNL INCOME FUND X, LTD., a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited  
liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties  
Operating, L.P.), a Delaware limited partnership, as general  
manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware  
corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: CNL INCOME FUND XII, LTD., a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited  
liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties  
Operating, L.P.), a Delaware limited partnership, as general  
manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware  
corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



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**CNL KINGSTON JOINT VENTURE**, a Florida general partnership.

By: **CNL INCOME FUND XVII, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND XIV, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



20060517000234270 26/42 \$176.00  
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**CNL MANSFIELD JOINT VENTURE**, a Florida general partnership,

By: **CNL INCOME FUND XVII, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND VII, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**





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**CNL PORTSMOUTH JOINT VENTURE, a Florida general partnership,**

By: **CNL INCOME FUND XI, LTD., a Florida limited partnership**

By: **Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner**

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager**

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner**

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND XVIII, LTD., a Florida limited partnership**

By: **Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner**

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager**

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner**

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



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Shelby Cnty Judge of Probate, AL  
05/17/2006 03:23:51PM FILED/CERT

**CNL RESTAURANT INVESTMENTS II**, a Florida general partnership.

By: **CNL INCOME FUND VII, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND VIII, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND IX, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**





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**CNL RESTAURANT INVESTMENTS III, a Florida general partnership,**

By: **CNL INCOME FUND IX, LTD., a Florida limited partnership**

By: **Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner**

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager**

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner**

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

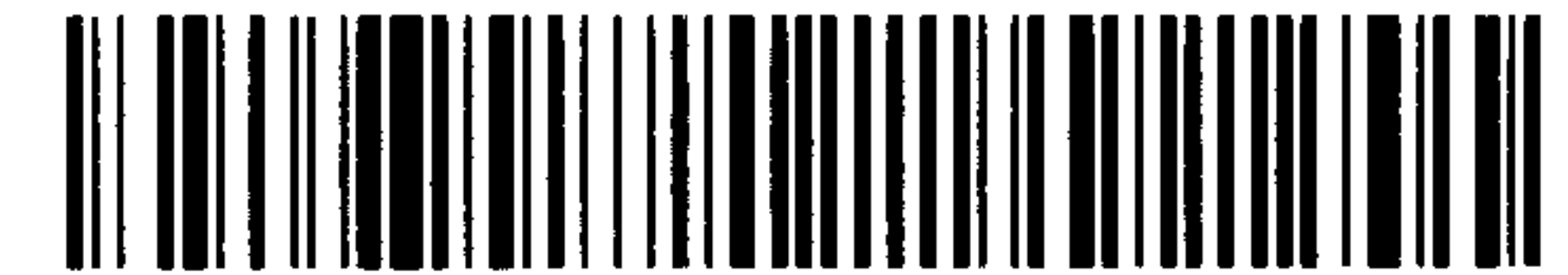
By: **CNL INCOME FUND X, LTD., a Florida limited partnership**

By: **Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner**

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager**

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner**

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



20060517000234270 30/42 \$176.00  
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**COCOA JOINT VENTURE**, a Florida general partnership.

By: CNL INCOME FUND IV, LTD., a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT

By: CNL INCOME FUND V, LTD., a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT



20060517000234270 31/42 \$176.00  
Shelby Cnty Judge of Probate, AL  
05/17/2006 03:23:51PM FILED/CERT

**COLUMBUS JOINT VENTURE, a Florida general partnership.**

By: **CNL INCOME FUND XII, LTD., a Florida limited partnership**

By: **Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner**

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager**

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner**

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND XVI, LTD., a Florida limited partnership**

By: **Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner**

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager**

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner**

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND XVIII, LTD., a Florida limited partnership**

By: **Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner**

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager**

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner**

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



20060517000234270 32/42 \$176.00  
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05/17/2006 03:23:51PM FILED/CERT

**DES MOINES REAL ESTATE JOINT VENTURE, a  
Florida general partnership,**

**By: CNL INCOME FUND VII, LTD., a Florida limited  
partnership**

**By: Ulysses Acquisition, LLC, a Maryland limited  
liability company, as general partner**

**By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties  
Operating, L.P.), a Delaware limited partnership, as  
general manager**

**By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a  
Delaware corporation, as general partner**

**By: \_\_\_\_\_**  
**Name: Robert E. Lawless**  
**Title: SENIOR VICE PRESIDENT**

**By: CNL INCOME FUND XI, LTD., a Florida limited  
partnership**

**By: Ulysses Acquisition, LLC, a Maryland limited  
liability company, as general partner**

**By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties  
Operating, L.P.), a Delaware limited partnership, as  
general manager**

**By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a  
Delaware corporation, as general partner**

**By: \_\_\_\_\_**  
**Name: Robert E. Lawless**  
**Title: SENIOR VICE PRESIDENT**





20060517000234270 33/42 \$176.00  
Shelby Cnty Judge of Probate, AL  
05/17/2006 03:23:51PM FILED/CERT

**DULUTH JOINT VENTURE**, a Florida general partnership,

By: **CNL INCOME FUND V, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND VII, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND XIV, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND XV, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



20060517000234270 34/42 \$176.00  
Shelby Cnty Judge of Probate, AL  
05/17/2006 03:23:51PM FILED/CERT

**KATY JOINT VENTURE, a Florida general partnership,**

By: CNL INCOME FUND IX, LTD., a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT

By: CNL INCOME FUND XVII, LTD., a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT





20060517000234270 35/42 \$176.00  
Shelby Cnty Judge of Probate, AL  
05/17/2006 03:23:51PM FILED/CERT

**KINGSVILLE REAL ESTATE JOINT VENTURE, a  
Florida general partnership,**

By: CNL INCOME FUND IV, LTD., a Florida limited  
partnership

By: Ulysses Acquisition, LLC, a Maryland limited  
liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties  
Operating, L.P.), a Delaware limited partnership, as  
general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a  
Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

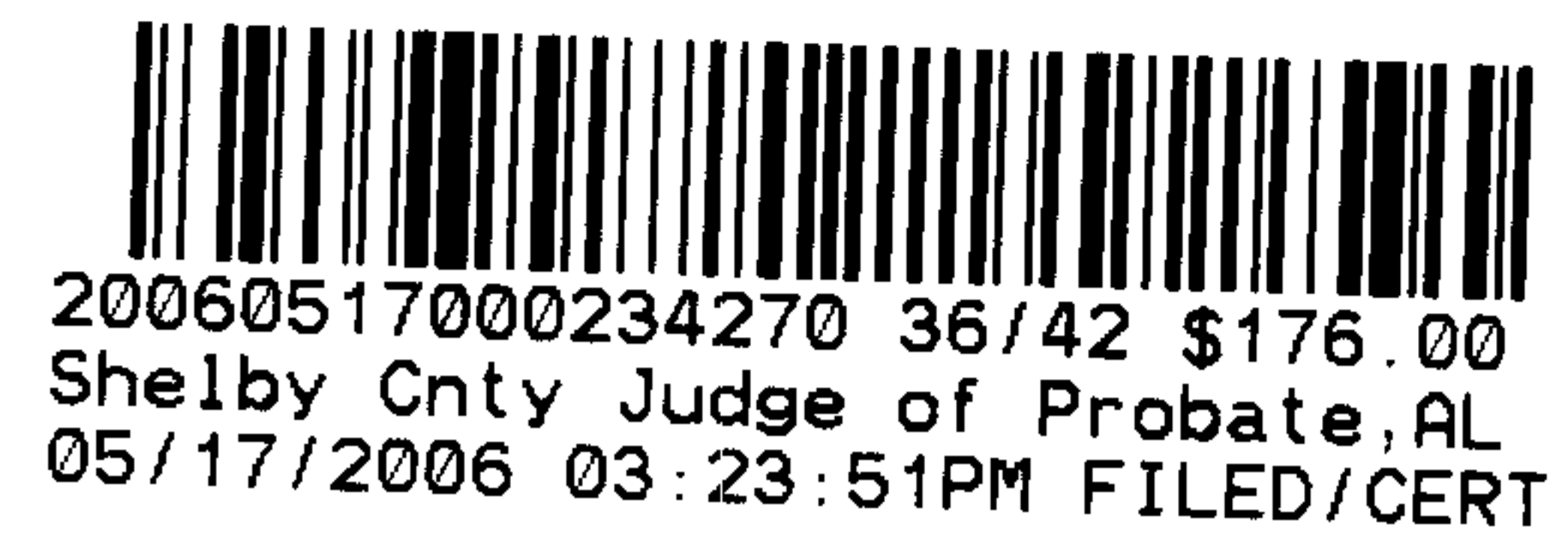
By: CNL INCOME FUND XII, LTD., a Florida limited  
partnership

By: Ulysses Acquisition, LLC, a Maryland limited  
liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties  
Operating, L.P.), a Delaware limited partnership, as  
general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a  
Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



**RTO JOINT VENTURE**, a Florida general partnership,

By: **CNL INCOME FUND III, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP** (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: **CNL APF GP Corp** (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND V, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP** (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: **CNL APF GP Corp** (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**





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**MELBOURNE JOINT VENTURE**, a Florida general partnership,

By: **CNL INCOME FUND VI, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

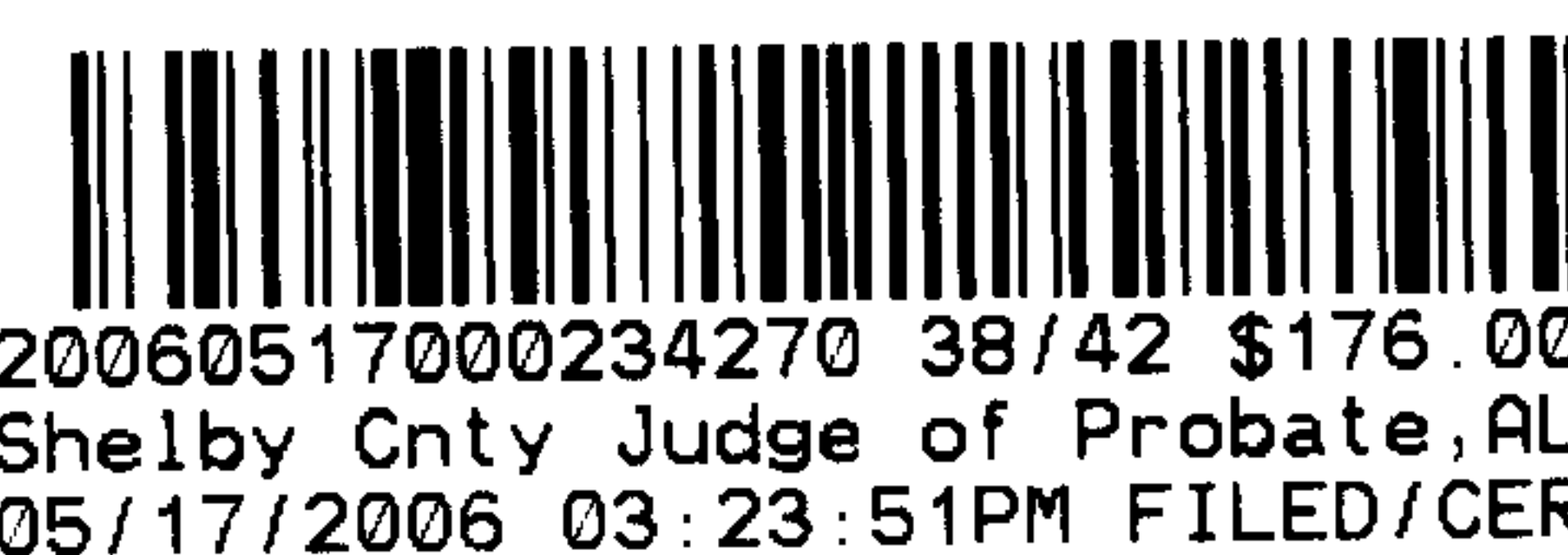
By: **CNL INCOME FUND XIV, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



**SALEM JOINT VENTURE**, a Florida general partnership,

By: **CNL INCOME FUND XIII, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
 Name: **Robert E. Lawless**  
 Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND XIV, LTD.**, a Florida limited partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited liability company, as general partner

By: **CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.)**, a Delaware limited partnership, as general manager

By: **CNL APF GP Corp (f/k/a USRP Managing, Inc.)**, a Delaware corporation, as general partner

By: \_\_\_\_\_  
 Name: **Robert E. Lawless**  
 Title: **SENIOR VICE PRESIDENT**



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TGIF PITTSBURGH JOINT VENTURE, a Florida general partnership.

By: CNL INCOME FUND VII, LTD., a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (d/b/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (d/b/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT

By: CNL INCOME FUND XV, LTD., a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (d/b/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (d/b/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT

By: CNL INCOME FUND XVI, LTD., a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (d/b/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (d/b/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT

By: CNL INCOME FUND XVII, LTD., a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (d/b/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (d/b/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: Robert E. Lawless  
Title: SENIOR VICE PRESIDENT



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**WARREN JOINT VENTURE**, a Florida general partnership,

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: CNL INCOME FUND VI, LTD., a Florida limited partnership

By: Ulysses Acquisition, LLC, a Maryland limited liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership, as general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**





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**WILLISTON REAL ESTATE JOINT VENTURE**, a Florida  
general partnership,

By: **CNL INCOME FUND X, LTD.**, a Florida limited  
partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited  
liability company, as general partner

By: **CNL APF Partners, LP** (f/k/a **U.S. Restaurant Properties  
Operating, L.P.**), a Delaware limited partnership, as  
general manager

By: **CNL APF GP Corp** (f/k/a **USRP Managing, Inc.**), a  
Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: **CNL INCOME FUND XII, LTD.**, a Florida limited  
partnership

By: **Ulysses Acquisition, LLC**, a Maryland limited  
liability company, as general partner

By: **CNL APF Partners, LP** (f/k/a **U.S. Restaurant Properties  
Operating, L.P.**), a Delaware limited partnership, as  
general manager

By: **CNL APF GP Corp** (f/k/a **USRP Managing, Inc.**), a  
Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**



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**WOOD-RIDGE REAL ESTATE JOINT VENTURE, a**  
Florida general partnership,

By: CNL INCOME FUND XIV, LTD., a Florida limited  
partnership

By: Ulysses Acquisition, LLC, a Maryland limited  
liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties  
Operating, L.P.), a Delaware limited partnership, as  
general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a  
Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**

By: CNL INCOME FUND XV, LTD., a Florida limited  
partnership

By: Ulysses Acquisition, LLC, a Maryland limited  
liability company, as general partner

By: CNL APF Partners, LP (f/k/a U.S. Restaurant Properties  
Operating, L.P.), a Delaware limited partnership, as  
general manager

By: CNL APF GP Corp (f/k/a USRP Managing, Inc.), a  
Delaware corporation, as general partner

By: \_\_\_\_\_  
Name: **Robert E. Lawless**  
Title: **SENIOR VICE PRESIDENT**