

FIDELITY NATIONAL TITLE INSURANCE
COMPANY OF NEW YORK
COMMITMENT NO.: H1950 & DATE: - 04-21-04

SCHEDULE A LEGAL DESCRIPTION

The land referred to in this commitment is described as follows:

All that tract or parcel of Land in Williamson County, Tennessee, being Lot 812 of Galleria Commercial Complex Subdivision, Revision Twenty-Nine, Resubdivision of Lot 808, as shown on the Plat recorded in Plat Book 28, Page 96, in the Office of the Register of Deeds for Williamson County, Tennessee, to which plat reference is hereby made for a more complete description of said lot.

Less and except any portions of such property conveyed or taken for rights of way for public streets or roads.

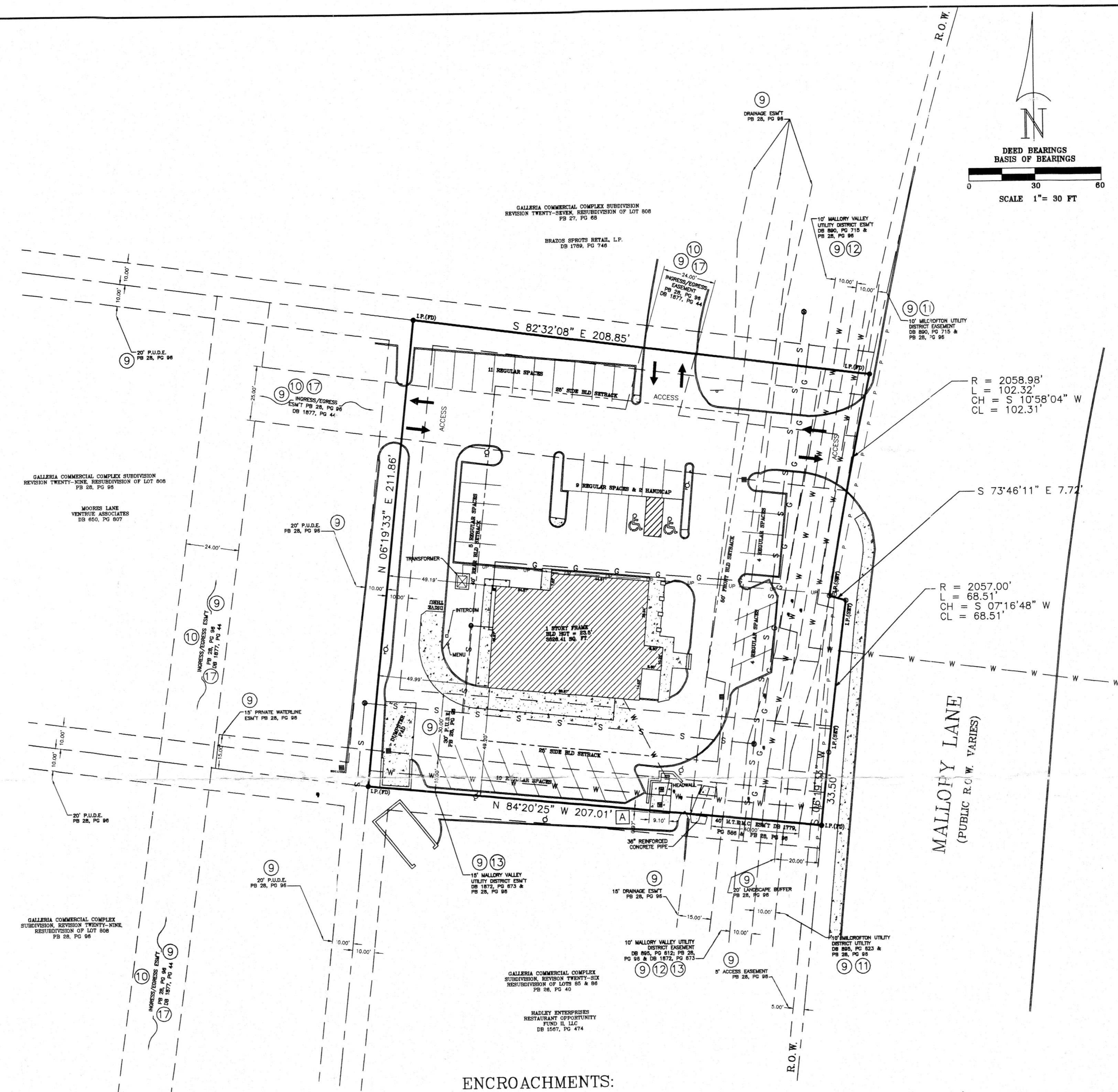
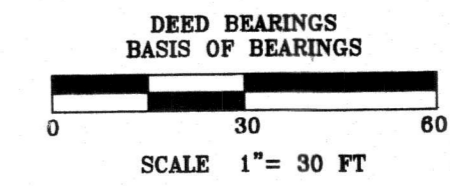
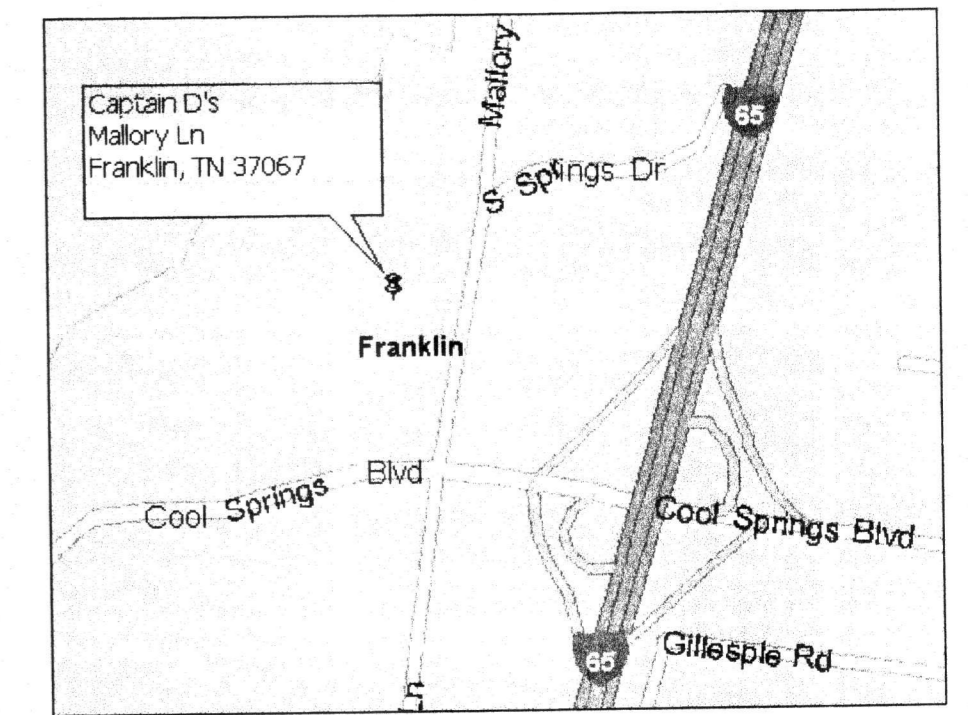
Being property conveyed to Shoney's, Inc., by Deed recorded in Book 2040, Page 162, in the Office of the Register of Deeds for Williamson County, Tennessee.

Together with Access Easement Agreement recorded in Book 1567, Page 48, and also together with Access Easement Agreement recorded in Book 1704, Page 520, aforesaid records.

NOTES CORRESPONDING TO SCHEDULE B

- 9 Such state of facts as shown on subdivision plat recorded in Plat Book 28, Page 96, Plat Book 25, Page 20 and Plat Book 26, Page 40, Williamson County, Records. EASEMENTS ARE PLOTTED AND SHOWN - COVENANTS & RESTRICTIONS ARE BLANKET IN NATURE - APPLIES TO THE ENTIRE SUBJECT SITE
- 10 Twenty-five foot (25') ingress and egress easement of record in Book 1877, Page 44, in the Office of the Register of Deeds for Williamson County, Tennessee. PLOTTED AND SHOWN
- 11 Easement and Right-of-Way Deeds to Microtron Utility District of Williamson County, Tennessee, of record in Book 0890, Page 715, and Book 0895, Page 623, aforesaid records. PLOTTED AND SHOWN
- 12 Easement and Right-of-Way Deeds to Mallory Valley Utility District of Williamson County, Tennessee, of record in Book 0890, Page 722, and Book 0895, Page 612, aforesaid records. PLOTTED AND SHOWN
- 13 Exclusive Easement and Right-of-Way Mallory Valley Utility District of Williamson County, Tennessee, of record in Book 1872, Page 673 aforesaid records. PLOTTED AND SHOWN
- 14 Terms and conditions of the Access Easement Agreement of record in Book 1567, Page 480, aforesaid records. DOES NOT AFFECT THE SUBJECT SITE
- 15 Terms and conditions of the Access Easement Agreement of record in Book 1704, Page 520, aforesaid records. DOES NOT AFFECT THE SUBJECT SITE
- 16 Terms and conditions of the Declaration of Restrictive Covenants and Reciprocal Easements of record in Book 1789, Page 794, as amended in Book 2040, Page 150, aforesaid records. DOES NOT AFFECT THE SUBJECT SITE
- 17 Terms and conditions of the Access Easement Agreement of record in Book 1877, Page 44, aforesaid records. PLOTTED AND SHOWN
- 18 Restrictive covenants contained in the Declaration of Restrictive Covenants and Reciprocal Easements of record in Book 1789, Page 794, as amended in Book 2040, Page 150, aforesaid records. DOES NOT AFFECT THE SUBJECT SITE
- 19 Right of Way Easement to Middle Tennessee Electric Membership Corporation of record in Book 1779, Page 536, aforesaid records. DOES NOT AFFECT THE SUBJECT SITE
- 20 Declaration of Restrictive Covenants by Moore's Lane Venture Associates, record in Book 0782, Page 333 in the Office of the Register of Deeds for Williamson County, Tennessee as amended by Amendment to Declaration of Restrictive Covenants, of record in Book 0914, Page 910 aforesaid records. DOES NOT AFFECT THE SUBJECT SITE
- 21 Declaration of Owners Association for Drainage Facilities, of record in Book 1555, Page 878, aforesaid records. DOES NOT AFFECT THE SUBJECT SITE
- 22 Declaration of Restrictive Covenants by Moore's Lane Venture Associates, of record in Book 1567, Page 468, aforesaid records. DOES NOT AFFECT THE SUBJECT SITE
- 24 Terms and conditions set forth in Access Easements recorded in Book 1567, Page 48 and Book 1704, Page 520, and to the rights of third parties to use easements. DOES NOT AFFECT THE SUBJECT SITE

VICINITY MAP



SURVEYOR'S LEGAL DESCRIPTION

All that tract or parcel of land containing 0.99 acres more or less situated, lying and being in Williamson County, Tennessee, and being more particularly described as follows:
Being Lot No. 812 of Galleria Commercial Complex Subdivision, Revision Twenty-Nine, Resubdivision of Lot 808, as shown on the plat recorded in Plat Book 28, Page 96, in the Office of the Register of Deeds for Williamson County, Tennessee, to which plat reference is hereby made for a more complete description of said lot.
Land containing 42921.44 sq. ft. and 0.99 acres.
The property described and shown is the same property as described in Fidelity National Title Insurance Company of New York Commitment Number H1950, dated April 21, 2004.

"ALTA/ACSM LAND TITLE SURVEY"

PREPARED FOR:

THE MATTHEWS COMPANY Inc.
National ALTA Survey Management

17220 Newhope Street, Suites 108-110, Fountain Valley, CA 92708
Tel: (714) 979-7181 Fax: (714) 641-2640
www.themathewscompany.com

DATE	REVISION	BY

H&A
HARVEL & ASSOCIATES, INC.
2025 DANVILLE PARK ROAD S.W., SUITE 6,
DECATUR, ALABAMA 35603
PHONE (866) 353-6383
FAX (866) 353-8471
Email: dharvel@harvel-associates.com
JOB NUMBER: 04352

U.S. RESTAURANT PROPERTIES, INC.

1925 Mallory Lane
Franklin, TN
(Captain D's)

SCALE: 1" = 30'	CHKD. / APYVD:
DATE: 5-04-04	APPROVED:
DWN. BY: PAC	USRP NO.: 13525
CHKD. BY: DLH	CAPTAIN D'S NO.: 3761

ENCROACHMENTS:

- A Concrete pad on the South side of property encroaches onto adjoining property 0.97' x 9.10'.

GENERAL NOTES:

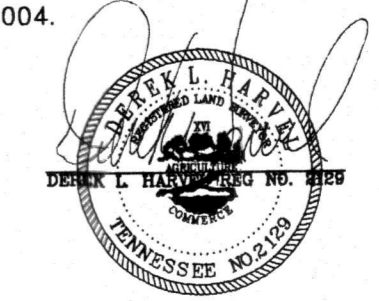
- There are no monitoring wells visible on the surface of subject site on the date of this survey.
- Subject site is accessed from the East via Mallory Lane which is a public street and from the North & West through an access esmt.
- The basis of bearings for this survey is N 84°20'25" W as the South property line, as evidenced by monuments found.
- There was no observable evidence of earth moving work, building construction, or building additions within recent months at the time of this survey.
- There was no observable evidence of recent street or sidewalk construction and/or repair at the time of this survey.
- There was no observable evidence of changes in street right-of-way lines or any proposed changes obtainable from the controlling jurisdiction at the time of this survey.
- There was no observable evidence of site use as a solid waste dump, sump or sanitary landfill at the time of this survey.
- There was no evidence of building or street numbers found in field.
- There was no evidence of cemetery or burial grounds located on property.
- The location of Utilities shown hereon are from observed evidence of above ground appurtenances only. The surveyor was not provided with underground maps for this area. Unless other wise shown all utilities appear to enter the property via a public right-of-way.

SURVEYOR'S CERTIFICATION

TO: U.S. RESTAURANT PROPERTIES OPERATING, L.P.,
USRP (SHO) I, L.P., CAPTAIN D'S LLC, CAPTAIN D'S, INC.
AND FIDELITY NATIONAL TITLE INSURANCE COMPANY:

This is to certify that this map or plat and the survey on which it is based were made (1) in accordance with the "Minimum Standard Detail Requirements for ALTA/ACSM Land Title Surveys" jointly established and adopted by ALTA, ACSM and NSPS in 1999, and includes items 1-4, 6, 7(a)-(c), 8-10, 11(a) and 13-16 of Table A thereof, and (2) pursuant to the Accuracy Standards (as adopted by ALTA, NSPS and ACSM and in effect on the date of this certification), the undersigned further certifies proper field procedures, instrumentation, and adequate survey personnel were employed in order to achieve results comparable to those outlined in the "Minimum Angle, Distance and Closure Requirements for Survey Measurements Which Control Land Boundaries for ALTA/ACSM Land Title Surveys".

This map or plat of survey of the premises shown hereon is the same as that described in Fidelity National Title Insurance Company of New York title commitment number H1950 dated April 21, 2004.



UTILITIES:

City of Franklin Water & Sewer Dept.
109 3rd Ave. South
Franklin, TN 37064
615-794-4572

City of Franklin Street Dept.
Storm
108 Southeast Parkway
Franklin, TN 37064
615-791-3254

United Cities Gas Co.
Atmos Energy Corporatio
P.O. Box 15488
Amarillo, TX 79105
888-824-3434

Middle Tennessee Electric
P.O. Box 681709
Franklin, TN 37064
614-794-3561

Bell South
85 Annex
Atlanta, GA
557-6000

SYMBOL LEGEND

- WATER VALVE
- WATER METER
- TRAFFIC POLE
- TELEPHONE
- SIGN
- POWER POLE
- MANHOLE
- LIGHT POLE
- INLET
- GENERATOR
- TRANSFORMER
- GUARD POST
- FIRE HYDRANT
- GAS VALVE
- GAS METER
- ELECTRIC METER
- MONUMENT FOUND
- IRON PIN FOUND (I.P. FD)
- IRON PIN SET (I.P. SET)
- X IN CONCRETE FOUND
- CLEAN OUT
- SANITARY SEWER MANHOLE
- FILLPORT
- UNDERGROUND PUMP
- TELEPHONE PEDESTAL
- REINFORCED CONCRETE PIPE
- CORRUGATED METAL PIPE
- STROM DRAINAGE INE
- WATER LINE
- GAS LINE
- SANITARY SEWER INE
- POWER LINE
- UNDERGROUND POWER
- TELEPHONE LINE
- CURB
- STORM MANHOLE
- MONITORING WELL
- GUARD RAIL
- TELEPHONE MANHOLE

ZONING:

ZONED IC (INTERSTATE COMMERCIAL DISTRICT)
CITY OF FRANKLIN
MAXIMUM BUILDING HEIGHT = 50'
FRONT BUILDING SETBACK = 50'
SIDE BUILDING SETBACK = 25'
REAR BUILDING SETBACK = 40'
PARKING RATIO = 1 SPACE PER 100 SQ. FT.

THE CURRENT USE OF A RESTAURANT IS PERMITTED IN IC ZONE.

PARKING:

REGULAR PARKING SPACES = 43
HANDICAP PARKING SPACES = 2
TOTAL PARKING SPACES = 45
REQUIRED PARKING SPACES = 36

FLOOD ZONE:

SUBJECT SITE LIES IN A "ZONE X" WHICH IS OUTSIDE THE 500 YEAR FLOOD AREA ACCORDING TO REVISED F.I.A. MAPS FOR THIS AREA. COMMUNITY PANEL NO. 470206 0002 D, DATED 7-15-88.