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STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

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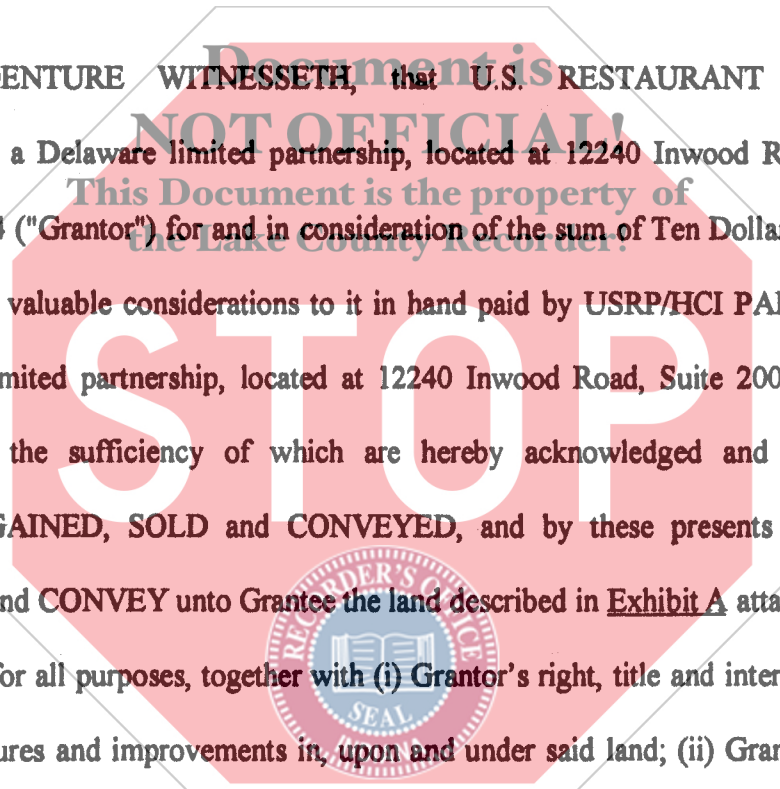
MORRIS W. CARTER
RECORDER

When Recorded, Return to:
USRP/HCI Partnership 1, L.P.
12240 Inwood Road, Suite 200
Dallas, Texas 75244

SPECIAL WARRANTY DEED

49-520-3

THIS INDENTURE WITNESSETH, that U.S. RESTAURANT PROPERTIES OPERATING L.P., a Delaware limited partnership, located at 12240 Inwood Road, Suite 200, Dallas, Texas 75244 ("Grantor") for and in consideration of the sum of Ten Dollars (\$10.00) cash and other good and valuable considerations to it in hand paid by USRP/HCI PARTNERSHIP 1, L.P., a Delaware limited partnership, located at 12240 Inwood Road, Suite 200, Dallas, Texas 75244 ("Grantee") the 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 Grantee the land described in Exhibit A attached hereto and made a part hereof for all purposes, together with (i) Grantor's right, title and interest in and to all the buildings, structures and improvements in, upon and under said land; (ii) Grantor's right, title and interest in and to all easements and rights of way appurtenant to such land; (iii) all mineral rights owned by Grantor relating to the land; and (iv) all of Grantor's right, title and interest in and to any adjacent or contiguous tracts, strips and gores, streets, alleys and other public or private ways adjacent thereto and any reversionary rights attributable to the real property ("Property"), subject to



LAWYERS TITLE INS. CORP.
ONE PROFESSIONAL CENTER
SUITE 215
CROWN POINT, IN 46307
66360

DULY ENTERED FOR TAXATION SUBJECT TO
FINAL ACCEPTANCE FOR TRANSFER.

OCT 07 1999

~~FILED~~

~~OCT 07 1999~~

USRP STORE NO. 4390
BURGER KING/INDIANA

PETER BENJAMIN
LAKE COUNTY AUDITOR

PETER BENJAMIN
LAKE COUNTY AUDITOR

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1800
by
SM

matters of public record, if any, other than mortgages, judgments, liens securing amounts owing, assessments for taxes and other charges not yet due and payable and any instruments by which Grantor has conveyed fee simple title to the Property to another party, to the extent same are valid, subsisting and affect the Property ("Permitted Encumbrances").

MAIL TAX STATEMENTS TO: 12240 Inwood Road, Suite 200, Dallas, Texas 75244.

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said Grantee, its successors and assigns, forever, subject to the Permitted Encumbrances, and Grantor 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 Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through, or under Grantor, but not otherwise.


Grantor agrees to pay the real estate taxes due and payable against the aforesaid real estate on October 1, 1999, and the Grantee assumes and agrees to pay all real estate taxes and assessments thereafter due, payable or assessed against such real estate.

The street address of the above-described real estate is 1600 West 35th Avenue, Gary, Indiana.

The undersigned person executing this Special Warranty Deed on behalf of Grantor represents and certifies that he is the duly elected Vice President of USRP MANAGING, INC., a duly established Delaware corporation, general partner of Grantor ("General Partner"), and has been fully empowered, by proper resolution of the Board of Directors of the General Partner, to execute and deliver this Special Warranty Deed; that the General Partner has full corporate capacity to convey the real estate described herein; and that all necessary corporate requirements for the making of such conveyance have been satisfied.

IN WITNESS WHEREOF, Grantor has caused this Special Warranty Deed to be executed to be effective as of the 1st day of October, 1999.

U.S. RESTAURANT PROPERTIES OPERATING L.P.
By: USRP MANAGING, INC., General Partner

By: 
Name: Fred H. Margolin,
Title: Vice President

ATTEST:

By: Valerie S. Siverlins
Name: Valerie S. Siverlins
Title: Assistant Secretary

STATE OF TEXAS)
)
COUNTY OF DALLAS)

Before me, a Notary Public, in and for said County and State, personally appeared Fred H. Margolin, Vice President of USRP MANAGING, INC., a Delaware corporation, General Partner of U.S. RESTAURANT PROPERTIES OPERATING L.P., a Delaware limited partnership, who acknowledged execution of the foregoing Special Warranty Deed for and on behalf of said Grantor, and who having been duly sworn, stated that the representations therein contained are true.

Witness my hand and Notarial Seal this 22 day of September, 1999.

Jennifer J Hicks
Notary Public, State of Texas

My Commission Expires:

1/28/01



Attachments:

Exhibit A - Property Description

This Instrument Prepared By:

Middleberg, Riddle & Gianna
2323 Bryan Street, Suite 1600
Dallas, Texas 75201
Attn: Richard S. Wilensky, Esq.

EXHIBIT A

LEGAL DESCRIPTION #4590 ✓

ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Gary, County of Lake and State of Indiana, more particularly bounded and described as follows:

Lot 3, Unit 2, Ewen's First Addition to Lake County, Indiana, as shown in Plat Book 34, page 41, in Lake County, Indiana.

Document is #49-520-3

NOT OFFICIAL!

This Document is the property of
the Lake County Recorder!

STOP

