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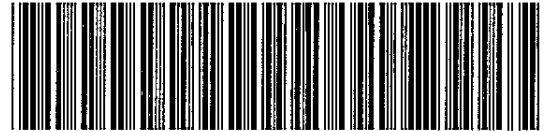
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TALLAHASSEE, FLORIDA

CT CORPORATION

February 28, 2005

Department of State, Florida
409 East Gaines Street
Tallahassee FL 32399

FILED
05 FEB 28 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6307332 SO
Customer Reference 1:
Customer Reference 2:

Dear Department of State, Florida:


Please obtain the following:

CNL APF Partners, LP (DE)
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,


Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER

OF

ULYSSES ACQUISITION, LLC, a Maryland limited liability company,

CNL INCOME FUND, LTD., a Florida limited partnership, A21

CNL INCOME FUND II, LTD., a Florida limited partnership, A23

CNL INCOME FUND III, LTD., a Florida limited partnership, A24

CNL INCOME FUND IV, LTD., a Florida limited partnership, A25

CNL INCOME FUND V, LTD., a Florida limited partnership, A26

CNL INCOME FUND VI, LTD., a Florida limited partnership, A26

CNL INCOME FUND VII, LTD., a Florida limited partnership, A28

CNL INCOME FUND VIII, LTD., a Florida limited partnership, A28

CNL INCOME FUND IX, LTD., a Florida limited partnership, A29

CNL INCOME FUND X, LTD., a Florida limited partnership, A29

CNL INCOME FUND XI, LTD., a Florida limited partnership, A31

CNL INCOME FUND XII, LTD., a Florida limited partnership, A31

CNL INCOME FUND XIII, LTD., a Florida limited partnership, A32

CNL INCOME FUND XIV, LTD., a Florida limited partnership, A33

CNL INCOME FUND XV, LTD., a Florida limited partnership, A93

CNL INCOME FUND XVI, LTD., a Florida limited partnership, A93

CNL INCOME FUND XVII, LTD., a Florida limited partnership, A95

CNL INCOME FUND XVIII, LTD., a Florida limited partnership, A95

ARLINGTON JOINT VENTURE, a Florida general partnership, GP02

ASHEVILLE JOINT VENTURE, a Florida general partnership, GP01

ASHLAND JOINT VENTURE, a Florida general partnership, GP02

ATTALLA JOINT VENTURE, a Florida general partnership, GP02

AUBURN JOINT VENTURE, a Florida general partnership, GP09

BOSSIER CITY JOINT VENTURE, a Florida general partnership, GP01

CNL VII & XVII LINCOLN JOINT VENTURE, a Florida general partnership, GP01

CNL VIII, X, XII KOKOMO JOINT VENTURE, a Florida general partnership, GP01

CNL KINGSTON JOINT VENTURE, a Florida general partnership, GP07

CNL MANSFIELD JOINT VENTURE, a Florida general partnership, GP09

CNL PORTSMOUTH JOINT VENTURE, a Florida general partnership, GP09

CNL RESTAURANT INVESTMENTS II, a Florida general partnership, GP09

CNL RESTAURANT INVESTMENTS III, a Florida general partnership, GP09

COCOA JOINT VENTURE, a Florida general partnership, GP09

COLUMBUS JOINT VENTURE, a Florida general partnership, GP09

DES MOINES REAL ESTATE JOINT VENTURE, a Florida general partnership, GP09

DULUTH JOINT VENTURE, a Florida general partnership, GP00

KATY JOINT VENTURE, a Florida general partnership, GP00

KINGSVILLE REAL ESTATE JOINT VENTURE, a Florida general partnership, GP00

RTO JOINT VENTURE, a Florida general partnership, GP00

MELBOURNE JOINT VENTURE, a Florida general partnership, GP00

SALEM JOINT VENTURE, a Florida general partnership, GP00

TGIF PITTSBURGH JOINT VENTURE, a Florida general partnership, GP00

WARREN JOINT VENTURE, a Florida general partnership, GP00

WILLISTON REAL ESTATE JOINT VENTURE, a Florida general partnership, and GP00

WOOD-RIDGE REAL ESTATE JOINT VENTURE, a Florida general partnership, GP01

FILED
06 FEB 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Florida Revised Uniform Limited Partnership Act and the Florida Revised Uniform Partnership Act, it is hereby certified that:

1. The names of each of the constituent parties to the merger are as follows:

(a) ULYSSES ACQUISITION, LLC, a Maryland limited liability company, 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; and

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

2. On the Effective Date (as defined below), ULYSSES ACQUISITION, LLC, a Maryland limited liability company, 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"), shall be merged with and into CNL APF PARTNERS, LP (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership (the "Surviving Partnership"), and the Surviving Partnership shall be the surviving entity of such merger (the "Merger").

3. The Surviving Partnership is a Delaware limited partnership, and the street address of the chief executive office of the Surviving Partnership shall be at 450 South Orange Avenue, Orlando, Florida 32801.

4. 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 the Florida Revised Uniform Limited Partnership Act.

5. 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.

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

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

8. The Surviving Partnership is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting partners of each domestic partnership that is a party to the Merger.

9. The Surviving Partnership has agreed to promptly pay to the dissenting partners of each domestic partnership that is a party to the Merger the amount, if any, to which they are entitled under Florida law.

10. The Merger shall become effective on February 28, 2005 (the "Effective Date").

[remainder of page intentionally left blank;
signatures appear on next pages]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 25th day of FEBRUARY, 2005, and the undersigned hereby affirm that these Articles of Merger are accurate.

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: [Signature]
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

ULYSSES ACQUISITION, LLC, a Maryland limited liability company

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: [Signature]
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: [Signature]
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: SENIOR VICE PRESIDENT
Executive

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: Steven D. Shackelford
Title: SENIOR VICE PRESIDENT
Executive

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

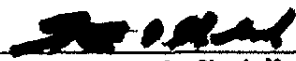
By: 
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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

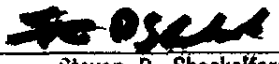
By: 
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive


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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive


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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive


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: Steven D. Shackelford
Title: ~~SENIOR~~ VICE PRESIDENT
Signature

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: Steven D. Shackelford
Title: ~~SENIOR~~ VICE PRESIDENT
Signature

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: Steven D. Shackelford
Title: ~~SENIOR~~ VICE PRESIDENT
Signature


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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE VICE PRESIDENT


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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE VICE PRESIDENT


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: **Steven D. Shackelford**
Title: **EXECUTIVE 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: **Steven D. Shackelford**
Title: **EXECUTIVE 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: **Steven D. Shackelford**
Title: **EXECUTIVE VICE PRESIDENT**


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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE VICE PRESIDENT

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: **Steven D. Shackelford**
Title:

EXECUTIVE 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: **Steven D. Shackelford**
Title: **EXECUTIVE 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: **Steven D. Shackelford**
Title: **EXECUTIVE VICE PRESIDENT**


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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE VICE PRESIDENT


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: **Steven D. Shackelford**
Title: **EXECUTIVE 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: **Steven D. Shackelford**
Title: **EXECUTIVE VICE PRESIDENT**

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: Steven D. Shackelford
Title:

EXECUTIVE 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: Steven D. Shackelford
Title:

EXECUTIVE VICE PRESIDENT

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:

Title: **Steven D. Shackelford**

EXECUTIVE 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:

Title: **Steven D. Shackelford**

EXECUTIVE 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:

Title: **Steven D. Shackelford**

EXECUTIVE VICE PRESIDENT

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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE VICE PRESIDENT


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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE VICE PRESIDENT

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: _____
Title: Steven D. Shackelford

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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE VICE PRESIDENT


**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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE VICE PRESIDENT**

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: _____
Title: _____

Steven D. Shackelford


EXECUTIVE 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: _____
Title: _____


Steven D. Shackelford
EXECUTIVE 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: _____
Title: _____

Steven D. Shackelford
EXECUTIVE 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: _____
Title: _____

Steven D. Shackelford
EXECUTIVE VICE PRESIDENT

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:
Title: Steven D. Shackelford

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

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:
Title: Steven D. Shackelford
EXECUTIVE VICE PRESIDENT

**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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE VICE PRESIDENT

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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE VICE PRESIDENT


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 (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: **Steven D. Shackelford**
Title: **EXECUTIVE 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: **Steven D. Shackelford**
Title: **EXECUTIVE 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: **Steven D. Shackelford**
Title: **EXECUTIVE 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: **Steven D. Shackelford**
Title: **EXECUTIVE VICE PRESIDENT**

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: _____
Title: Steven D. Shackelford
EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE VICE PRESIDENT


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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE VICE PRESIDENT

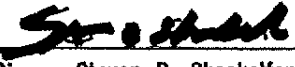
**WOOD-RIDGE REAL ESTATE JOINT VENTURE, a
Florida general partnership,**

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: Steven D. Shackelford
Title: EXECUTIVE 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: Steven D. Shackelford
Title: EXECUTIVE VICE PRESIDENT

AGREEMENT AND PLAN OF MERGER

FILED
05 FEB 28 PM 5:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") made as of the 25th day of February, 2005 by and between **CNL APF PARTNERS, LP** (f/k/a U.S. Restaurant Properties Operating, L.P.), a Delaware limited partnership (the "Surviving Partnership"), and **ULYSSES ACQUISITION, LLC**, a Maryland limited liability company ("Ulysses"), **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, (collectively, the "Income Funds"), **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 "Joint Ventures" and together with Ulysses and the Income Funds, the "Merging Entities") (the Merging Entities and the Surviving Partnership are collectively referred to herein as the "Constituent Entities").

WITNESSETH:

WHEREAS, the Constituent Entities desire to effect a merger whereby the Merging Entities would be merged with and into the Surviving Partnership, with the Surviving Partnership being the surviving entity (the "Merger") in accordance with the applicable provisions of

Delaware, Maryland, and Florida law and upon the terms and subject to the conditions set forth in this Plan of Merger;

WHEREAS, Truststreet Properties, Inc. (f/k/a U.S. Restaurant Properties, Inc., the successor by merger with CNL Restaurant Properties, Inc., the successor by merger with CNL Restaurant Properties, Inc.), a Maryland corporation ("~~Truststreet~~"), owns one hundred percent (100%) of the common stock of CNL Restaurant Investments, Inc., a Delaware corporation ("~~CRI~~");

WHEREAS, CRI owns one hundred percent (100%) of the common stock in each of CNL APF GP Corp. (f/k/a USRP Managing, Inc.), a Delaware corporation ("~~GP Corp~~");

WHEREAS, GP Corp owns a one percent (1%) general partner partnership interest, and CRI owns more than fifty percent (50%) of the limited partner partnership interests of the Surviving Partnership;

WHEREAS, the Surviving Partnership is the holder of a one hundred percent (100%) membership interest in Ulysses;

WHEREAS, Ulysses is the holder of a one percent (1%) general partner partnership interest and the Surviving Partnership is the holder of a ninety-nine percent (99%) limited partner partnership interest in each of the Income Funds;

WHEREAS, certain Income Funds together constitute all of the partners of each of the Joint Ventures;

WHEREAS, GP Corp, as general partner of the Surviving Partnership, and CRI, as owner of more than fifty percent (50%) of the limited partner partnership interests of the Surviving Partnership, have determined that it is advisable to effect the Merger;

WHEREAS, Ulysses and the Surviving Partnership, as the partners of the Income Funds, have determined that it is advisable to effect the Merger; and

WHEREAS, the Income Funds, as the partners of the Joint Ventures, have determined that it is advisable to effect the Merger.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

1. On the Effective Date (as defined below), the Merging Entities shall be merged with and into the Surviving Partnership pursuant to this Plan of Merger, and the Surviving Partnership shall continue to exist and be governed under the laws of the State of Delaware. The Merger shall become effective as of the 28th day of February, 2005. The time when the Merger shall become effective, as defined by this Section 1, is herein called the "Effective Date."

2. The terms and conditions of the Merger shall be as follows:

(a) The manner and basis of converting the interests in the Merging Entities into partnership interests in the Surviving Partnership, cash, other consideration, or a combination thereof, is as follows:

(i) The Surviving Partnership owns a ninety nine percent (99%) limited partner partnership interest in each of the Income Funds and a one hundred percent (100%) membership interest in Ulysses. As a result, the interests of the Surviving Partnership in the Income Funds and Ulysses will not be converted into additional interests in the Surviving Partnership, cash or other consideration, but will rather cease to exist at and after the Effective Date;

(ii) Ulysses owns a one percent (1%) general partner partnership interest in each of the Income Funds. As a wholly owned subsidiary of the Surviving Partnership merging with and into the Surviving Partnership, the interests of Ulysses in the Income Funds will be merged with and into the Surviving Partnership. As a result, the interests of Ulysses in the Income Funds will not be converted into additional interests in the Surviving Partnership, cash or other consideration, but will rather cease to exist at and after the Effective Date; and

(iii) Certain Income Funds together own one hundred percent (100%) of the partnership interests in the Joint Ventures. As wholly owned subsidiaries of the Surviving Partnership merging with and into the Surviving Partnership, the interests of the Income Funds in the Joint Ventures will be merged with and into the Surviving Partnership. As a result, the interests of the Income Funds in the Joint Ventures will not be converted into additional interests in the Surviving Partnership, cash or other consideration, but will rather cease to exist at and after the Effective Date.

(b) Except as may otherwise be set forth in this Plan of Merger, the Surviving Partnership will continue in existence and shall possess all the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Partnership without further act or deed; and the title to any real estate, or any interest therein, vested in any party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Partnership shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against any party to the Merger may be continued as if such Merger had not occurred, or the Surviving Partnership may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any party shall be impaired by the Merger.

3. The Surviving Partnership is a limited partnership formed under the laws of the State of Delaware. The street address of the chief executive office of the Surviving Partnership shall be at 450 South Orange Avenue, Orlando, Florida 32801.

4. The sole general partner of the Surviving Partnership is CNL APF GP Corp. (f/k/a USRP Managing, Inc.), a corporation formed under the laws of the State of Delaware. The business address of CNL APF GP Corp. is 450 South Orange Avenue, Orlando, Florida 32801.

5. If at any time the Surviving Partnership shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, confirm or record in the Surviving Partnership the title to any property or rights of any of the Merging Entities or to otherwise carry out the provisions hereof, the Merging Entities, as of the Effective Date, shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in the Surviving Partnership.

6. Subject to applicable law, this Plan of Merger may be amended, modified or supplemented only by written agreement of the parties hereto at any time before the Effective Date. This Plan of Merger may be terminated at any time prior to the Effective Date by mutual agreement of the parties hereto, and upon any such termination this Plan of Merger shall be void and of no further effect.

**[remainder of page intentionally left blank;
signatures appear on next pages]**

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first written above.

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: Steven D. Shackelford
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

ULYSSES ACQUISITION, LLC, a Maryland limited liability company

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: Steven D. Shackelford
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: SD Shackelford
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: SD Shackelford
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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

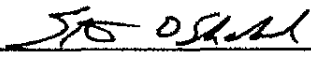
By: 
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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:

Title:

Steven D. Shackelford
~~SENIOR~~ VICE PRESIDENT
Executive

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

By: ULYSSES ACQUISITION, LLC, a Maryland limited liability company

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:

Title:

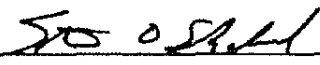
Steven D. Shackelford
~~SENIOR~~ VICE PRESIDENT
Executive

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

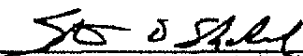
By: 
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: SD Shackelford
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Signature

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: SD Shackelford
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Signature

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: Steven D. Shackelford
Title: ~~SENIOR~~ VICE PRESIDENT
Executive

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: Steven D. Shackelford
Title: ~~SENIOR~~ VICE PRESIDENT
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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:

Title: **Steven D. Shackelford**
~~SENIOR VICE PRESIDENT~~
Executive

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:

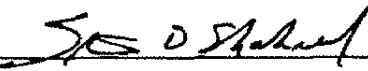
Title: **Steven D. Shackelford**
~~SENIOR VICE PRESIDENT~~
Executive

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: _____
Title: Steven D. Shackelford
SENIOR VICE PRESIDENT
Executive

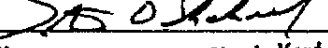
ARLINGTON JOINT VENTURE, a Florida general partnership,

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: Steven D. Shackelford
Title:

~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title:

~~SENIOR VICE PRESIDENT~~
Executive


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

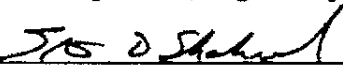
By: 
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive


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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

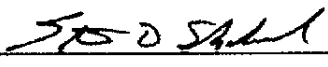
ATTALLA JOINT VENTURE, a Florida general partnership,

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: Steven D. Shackelford
Title: SENIOR VICE PRESIDENT
Executive

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: Steven D. Shackelford
Title: SENIOR VICE PRESIDENT
Executive

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:

Steven D. Shackelford

Title:

SENIOR VICE PRESIDENT

Executive

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:

Steven D. Shackelford

Title:

SENIOR VICE PRESIDENT

Executive

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: Steven D. Shackelford

Name:

Steven D. Shackelford

Title:

SENIOR VICE PRESIDENT

Executive

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: Steven D. Shackelford

Name:

Steven D. Shackelford

Title:

SENIOR VICE PRESIDENT

Executive

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: Steven D. Shackelford

Name:

Steven D. Shackelford

Title:

SENIOR VICE PRESIDENT

Executive


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

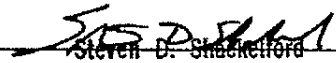
By: 
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

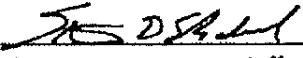
CNL VIII, X, XII KOKOMO JOINT VENTURE, a Florida general partnership,

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

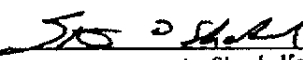
By: 
Name: Steven D. Shackelford
Title: ~~SENIOR~~ VICE PRESIDENT
Signature

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: Steven D. Shackelford
Title: ~~SENIOR~~ VICE PRESIDENT
Signature

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: Steven D. Shackelford
Title: ~~SENIOR~~ VICE PRESIDENT
Signature

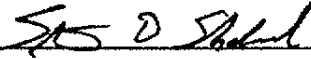
CNL KINGSTON JOINT VENTURE, a Florida general partnership,

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

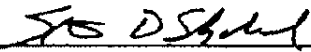
By: 
Name: Steven D. Shackelford
Title: SENIOR VICE PRESIDENT
Executive

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: Steven D. Shackelford
Title: SENIOR VICE PRESIDENT
Executive

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: SD Shackelford

Name:

Steven D. Shackelford

Title:

~~SENIOR~~ VICE PRESIDENT

Executive

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: SD Shackelford

Name:

Steven D. Shackelford

Title:

~~SENIOR~~ VICE PRESIDENT

Executive

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:

Steven D. Shackelford

Title:

SENIOR VICE PRESIDENT

Executive

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:

Steven D. Shackelford

Title:

SENIOR VICE PRESIDENT

Executive

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: SD Shackelford

Name:

Title: Steven D. Shackelford
SENIOR VICE PRESIDENT
Signature

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: SD Shackelford

Name:

Title: Steven D. Shackelford
SENIOR VICE PRESIDENT
Signature

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: SD Shackelford

Name:

Title: Steven D. Shackelford
SENIOR VICE PRESIDENT
Signature

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: Steven D. Shackelford

Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford

Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford

Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford

Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: SD Shackleford
Name: Steven D. Shackelford
Title: SENIOR VICE PRESIDENT
Signature

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: SD Shackleford
Name: Steven D. Shackelford
Title: SENIOR VICE PRESIDENT
Signature

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: SD Shackleford
Name: Steven D. Shackelford
Title: SENIOR VICE PRESIDENT
Signature


**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: **Steven D. Shackelford**
Title: **SENIOR VICE PRESIDENT**
Executive

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: **Steven D. Shackelford**
Title: **SENIOR VICE PRESIDENT**
Executive

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:

Title:

Steven D. Shackelford

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:

Title:

Steven D. Shackelford

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:

Title:

Steven D. Shackelford

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:

Title:

Steven D. Shackelford

SENIOR VICE PRESIDENT

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: *Steven D. Shackelford*

Name: Steven D. Shackelford

Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: *Steven D. Shackelford*

Name: Steven D. Shackelford

Title: ~~SENIOR VICE PRESIDENT~~
Executive


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

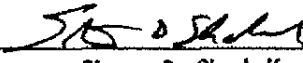
By: 
Name: Steven D. Shackelford
Title: SENIOR VICE PRESIDENT

Executive
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: Steven D. Shackelford
Title: SENIOR VICE PRESIDENT
Executive


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:
Title: Steven D. Shackelford


~~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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~

~~Executive~~


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: **Steven D. Shackelford**
Title: **SENIOR VICE PRESIDENT**


Executive

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: **Steven D. Shackelford**
Title: **SENIOR VICE PRESIDENT**

Executive

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:

Steven D. Shackelford

Title:

SENIOR VICE PRESIDENT

Executive

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:

Steven D. Shackelford

Title:

SENIOR VICE PRESIDENT

Executive

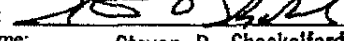
TGIF PITTSBURGH JOINT VENTURE, a Florida general partnership,

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 (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: Steven D. Shackelford
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: Steven D. Shackelford
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: Steven D. Shackelford
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: Steven D. Shackelford
Title: SENIOR VICE PRESIDENT

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

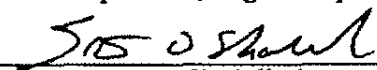
By: 
Name: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford
Title: ~~SENIOR VICE PRESIDENT~~
Executive

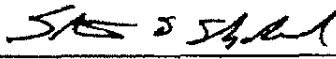
WILLISTON REAL ESTATE JOINT VENTURE, a Florida general partnership,

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: Steven D. Shackelford

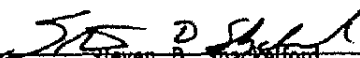
Title: ~~SENIOR VICE PRESIDENT~~
Executive

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: Steven D. Shackelford

Title: ~~SENIOR VICE PRESIDENT~~
Executive

**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: Steven D. Shackelford

Title: ~~SENIOR VICE PRESIDENT~~
Executive

**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: Steven D. Shackelford

Title: ~~SENIOR VICE PRESIDENT~~
Executive