

Edgar Filing: LSF3 CAPITAL INVESTMENTS I LLC - Form SC 13D/A

LSF3 CAPITAL INVESTMENTS I, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [] (b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS* WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

	7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	2,312,753
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	2,312,753

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,312,753

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11* EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 12.2%

14 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

3

CUSIP No. 90 2 97110 13D Page 3 of 34 Pages

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

LSF3 REOC I, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

	7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	2,312,753
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	2,312,753

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,312,753

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
12.2%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

4

CUSIP No. 90 2 97110 13D Page 4 of 34 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

LSF3 GENPAR I, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

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4 SOURCE OF FUNDS*
WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
	8	SHARED VOTING POWER	2,312,753
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	2,312,753

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,312,753

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
12.2%

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

5

CUSIP No. 90 2 97110 13D Page 5 of 34 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Lone Star Fund III (U.S.), L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC, OO

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2 (d) or 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

7	SOLE VOTING POWER	
8	SHARED VOTING POWER	2,312,753
9	SOLE DISPOSITIVE POWER	
10	SHARED DISPOSITIVE POWER	2,312,753

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,312,753

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
12.2%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

6

CUSIP No. 90 2 97110 13D Page 6 of 34 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
LONE STAR PARTNERS III, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2 (d) or 2 (e) []

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
	8	SHARED VOTING POWER	3,729,765
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	3,729,765

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,729,765

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
19.7%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

7

CUSIP No. 90 2 97110 13D Page 7 of 34 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
LSF III CAPITAL INVESTMENTS L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
DELAWARE

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
	8	SHARED VOTING POWER	1,417,012
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	1,417,012

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,417,012

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
7.5%

14 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

8

CUSIP No. 90 2 97110 13D Page 8 of 34 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

LONE STAR MANAGEMENT CO. III, LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) or 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

BERMUDA

NUMBER OF SHARES	7	SOLE VOTING POWER	
------------------	---	-------------------	--

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	3,729,765
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	3,729,765

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,729,765

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
19.7%

14 TYPE OF REPORTING PERSON*
OO
*SEE INSTRUCTIONS BEFORE FILLING OUT!

9

CUSIP No. 90 2 97110 13D Page 9 of 34 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)
HUDSON ADVISORS, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
TEXAS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
	8	SHARED VOTING POWER	
	9	SOLE DISPOSITIVE POWER	

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PERSON
WITH

10 SHARED DISPOSITIVE POWER 3,729,765

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,729,765

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
19.7%

14 TYPE OF REPORTING PERSON*

OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

10

CUSIP No. 90 2 97110 13D Page 10 of 34 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

HUDSON ADVISORS ASSOCIATES, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

7 SOLE VOTING POWER

NUMBER OF
SHARES

BENEFICIALLY

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING

9 SOLE DISPOSITIVE POWER

PERSON

WITH

10 SHARED DISPOSITIVE POWER 3,729,765

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,729,765

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
19.7%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

11

CUSIP No. 90 2 97110 13D Page 11 of 34 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

ADVISORS GENPAR, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC, 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	

	8	SHARED VOTING POWER	

	9	SOLE DISPOSITIVE POWER	

	10	SHARED DISPOSITIVE POWER	3,729,765

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,729,765

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
19.7%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

12

CUSIP No. 90 2 97110 13D Page 12 of 34 Pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

JOHN P. GRAYKEN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

IRELAND

NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	3,729,765
	9	SOLE DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	3,729,765

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,729,765

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES*

[]

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
19.7%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

13

CUSIP No. 90 2 97110 13D Page 13 of 34 Pages

This Amendment No. 1 to Schedule 13D is being filed by the Reporting Persons (as defined below). This Amendment No. 1 to Schedule 13D amends and supplements Items 2, 5, 6 and 7 contained in the Reporting Persons' original Schedule 13D, dated March 9, 2001. Items 1, 3 and 4 of the original Schedule 13D remain unchanged. Each capitalized term used herein and not otherwise defined has the meaning given such term in the original Schedule 13D. Each Reporting Person disclaims responsibility for the completeness and accuracy of the information contained in this Schedule 13D concerning the other Reporting Persons.

ITEM 1. SECURITY AND ISSUER

This statement relates to the common stock, \$0.001 par value per share (the "Common Stock"), of U.S. Restaurant Properties, Inc., a Maryland corporation ("USRP"). The address of the principal executive offices of USRP is 12240 Inwood Road, Suite 300, Dallas, Texas 75244.

ITEM 2. IDENTITY AND BACKGROUND

(a)-(c). This statement is filed on behalf of LSF3 Capital Investments I, LLC, a Delaware limited liability company ("Investments I") and LSF III Capital Investments L.P., a Delaware limited partnership, and a successor by merger to LSF3 Capital Investments II, LLC, a Delaware limited liability company ("Investments II").

The sole member of Investments I is LSF3 REOC I, L.P., a Delaware limited partnership ("REOC"). The general partner of REOC is LSF3 GenPar I, LLC, a Delaware limited liability company ("GenPar"). The sole member of GenPar is Lone Star Fund III (U.S.), L.P. a Delaware limited partnership ("Fund III"). The general partner of Fund III is Lone Star Partners III, L.P., a Bermuda limited partnership ("Partners III"). The general partner of Partners III is Lone Star Management Co. III, Ltd., a Bermuda exempted limited liability company ("Management III"). John P. Grayken ("Grayken"), a citizen of Ireland, is the sole stockholder, a director and President of Management III. Grayken is also sole shareholder and director of Advisors GenPar, Inc., a Texas corporation ("Advisors GenPar") as discussed below. Effective May 1, 2001, Investments II merged with and into LSF3 Capital Investments II, LLC, with Investments II as the surviving entity. The general partner of Investments II is Partners III, and the general partner of Partners III is Management III. Hudson Advisors, L.L.C., a Texas limited liability company ("Hudson"), is an asset manager and, has certain dispositive rights with respect to the shares of Common Stock owned by Investments I and Investments II, pursuant to an agreement among Investments I, Investments II and Hudson (the "Asset Management Agreement"), a copy of which is attached hereto as Exhibit 10.7 and incorporated herein by reference. The managing member of Hudson is Hudson Advisors Associates, L.P., a Texas limited partnership ("Advisors"). The general partner of Advisors is Advisors GenPar.

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Date: August 8, 2001

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LSF3 REOC I, L.P., a Delaware limited partnership

By: LSF3 GenPar I, LLC, its General Partner and
a Delaware limited liability company

By: /s/ BENJAMIN D. VELVIN III

Benjamin D. Velvin III
Vice President

Date: August 8, 2001

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LSF3 GenPar I, LLC, a Delaware limited liability company

By: /s/ BENJAMIN D. VELVIN III

Benjamin D. Velvin III
Vice President

Date: August 8, 2001

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Lone Star Fund III (U.S.), L.P., a Delaware limited partnership

By: Lone Star Partners III, L.P., its General Partner and
a Bermuda limited partnership

By: Lone Star Management Co. III, Ltd., its General Partner and
a Bermuda exempted limited liability company

By: /s/ BENJAMIN D. VELVIN III

Benjamin D. Velvin III
Vice President

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Lone Star Partners III, L.P., a Bermuda limited partnership

By: Lone Star Management Co. III, Ltd., its general partner and
a Bermuda exempted limited liability company

By: /s/ MICHAEL D. THOMSON

Michael D. Thomson
Vice President

Witnessed on 10th day of August, 2001 in Jakarta, Indonesia

By: /s/ Richard Smith

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CUSIP No. 90 2 97110 13D Page 25 of 34 Pages

Lone Star Management Co. III, Ltd., a Bermuda exempted
liability company

By: /s/ MICHAEL D. THOMSON

Michael D. Thomson
Vice President

Witnessed on 10th day of August, 2001 in Jakarta, Indonesia

By: /s/ RICHARD SMITH

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CUSIP No. 90 2 97110 13D Page 26 of 34 Pages

LSF III Capital Investments L.P., a Delaware limited partnership

By: Lone Star Partners III, L.P., its General Partner and
a Bermuda limited partnership

By: Lone Star Management Co. III, Ltd., its General Partner and
a Bermuda exempted limited liability company

By: /s/ J.D. DELL

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J.D. Dell
Vice President

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Date: August 8, 2001

/s/ JOHN P. GRAYKEN

JOHN P. GRAYKEN

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Hudson Advisors, L.L.C., a Texas limited liability company

By: /s/ ROBERT J. CORCORAN

Robert J. Corcoran
President

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CUSIP No. 90 2 97110 13D Page 29 of 34 Pages

Hudson Advisors Associates, L.P., a Texas limited partnership

By: Advisors GenPar, Inc., its General Partner and
a Texas corporation

By: /s/ ROBERT J. CORCORAN

Robert J. Corcoran
President

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CUSIP No. 90 2 97110 13D Page 30 of 34 Pages

Advisors GenPar, Inc., a Texas corporation

By: /s/ ROBERT J. CORCORAN

Robert J. Corcoran
President

SCHEDULE I

Instruction C. Information for Officers and Directors of Management III, GenPar and Advisors GenPar.

OFFICERS AND DIRECTORS OF MANAGEMENT III

Name:	John P. Grayken
Present Principal Occupation or Employment:	President and Director
Business Address:	50 Welbeck Street London, United Kingdom W1M 7HE
Name:	J.D. Dell
Present Principal Occupation or Employment:	Vice President and Director
Business Address:	Lone Star Management Co. III, Ltd. 600 North Pearl Street, Suite 1550 Dallas, Texas 75201
Name:	John C.R. Collis
Present Principal Occupation or Employment:	Director
Business Address:	Clarendon House, Two Church Street Hamilton, HM11 Bermuda
Name:	Dawn C. Griffiths
Present Principal Occupation or Employment:	Alternate Director
Business Address:	Clarendon House, Two Church Street Hamilton, HM11 Bermuda
Name:	Ginger M. Quillen
Present Principal Occupation or Employment:	Vice President
Business Address:	Lone Star Management Co. III, Ltd. 600 North Pearl Street, Suite 1550 Dallas, Texas 75201
Name:	Steven R. Shearer
Present Principal Occupation or Employment:	Vice President

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Employment:

Business Address: Lone Star Management Co. III, Ltd.
600 North Pearl Street, Suite 1550
Dallas, Texas 75201

Name: Ellis Short IV

Present Principal Occupation or
Employment: Vice President

Business Address: Toranomom 45
Mori Building
5th Floor
1-5, Toranomom 5-Chome
MINATO - KU, Toyko Japan
105-0001

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Name: Benjamin D. Velvin III

Present Principal Occupation or
Employment: Vice President and Assistant Secretary

Business Address: Lone Star Management Co. III, Ltd.
600 North Pearl Street, Suite 1550
Dallas, Texas 75201

OFFICERS AND DIRECTORS
OF GENPAR

Name: J.D. Dell

Present Principal Occupation or
Employment: President

Business Address: Lone Star Management Co. III, Ltd.
600 North Pearl Street, Suite 1550
Dallas, Texas 75201

Name: Benjamin D. Velvin III

Present Principal Occupation or
Employment: Vice President

Business Address: Lone Star Management Co. III, Ltd.
600 North Pearl Street, Suite 1550
Dallas, Texas 75201

Name: Louis Paletta

Present Principal Occupation or
Employment: Vice President

Business Address: Lone Star Management Co. III, Ltd.
600 North Pearl Street, Suite 1550
Dallas, Texas 75201

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OFFICERS AND DIRECTORS
OF ADVISORS

Name: John P. Grayken

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CUSIP No. 90 2 97110 13D Page 33 of 34 Pages

Present Principal Occupation or Director
Employment:

Present Principal Occupation or 50 Welbeck Street
Employment: London, United Kingdom
W1M 7HE

Name: Robert J. Corcoran
Present Principal Occupation or President
Employment:

Present Principal Occupation or Hudson Advisors, LLC
Employment: 600 North Pearl Street, Suite 1500
Dallas, Texas 75201

Name: J.D. Dell

Present Principal Occupation or Vice President
Employment:

Business Address: Lone Star Management Co. III, Ltd.
600 North Pearl Street, Suite 1550
Dallas, Texas 75201

Name: Benjamin D. Velvin III

Present Principal Occupation or Vice President
Employment:

Business Address: Lone Star Management Co. III, Ltd.
600 North Pearl Street, Suite 1550
Dallas, Texas 75201

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EXHIBIT INDEX

Exhibit 10.1 Amended and Restated Stock Purchase Agreement among U.S.
Restaurant Properties, Inc., Lone Star U.S.
Acquisitions, LLC and Lone Star Fund III (U.S.),
L.P., dated as of February 27, 2001(1)

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- Exhibit 10.2 Assignment and Assumption Agreement among Lone Star Fund III (U.S.), L.P., LSF3 Capital Investments I, LLC and LSF3 Capital Investments II, LLC dated as of March 9, 2001 (relating to the REIT Stock Purchase Agreement) (1)
- Exhibit 10.3 Amended and Restated Stock Purchase Agreement among certain U.S. Restaurant Properties, Inc. shareholders and Lone Star U.S. Acquisitions, LLC, dated as of February 27, 2001(1)
- Exhibit 10.4 Assignment and Assumption Agreement among Lone Star Fund III (U.S.), L.P., LSF3 Capital Investments I, LLC and LSF3 Capital Investments II, LLC dated as of March 9, 2001 (related to the Stockholder Stock Purchase Agreement) (1)
- Exhibit 10.5 Registration Rights Agreement among U.S. Restaurant Properties, Inc., LSF3 Capital Investments I, LLC and LSF3 Capital Investments II, LLC dated as of March 9, 2001(1)
- Exhibit 10.6 Excepted Holder Agreement among U.S. Restaurant Properties, Inc., LSF3 Capital Investments I, LLC and LSF3 Capital Investments II, LLC dated as of March 9, 2001(1)
- Exhibit 10.7 Asset Management Agreement among Hudson Advisors, L.L.C., LSF3 Capital Investments I, LLC and LSF III Capital Investments L.P. dated August 13, 2001.*
- Exhibit 99.1 Agreement Among Filing Parties dated as of March 19, 2001(1)

* Filed herewith.

(1) Previously filed as an Exhibit to Schedule 13D filed by the Reporting Persons on March 9, 2001, and is incorporated herein by reference.