ALTA/ACSM LAND TITLE SURVEY

LOT 2 OF "PIDGEON PARK WEST PLAT 2",
ACCORDING TO THE PLAT THEREOF RECORDED IN PLAT BOOK "41", PAGE 386
OF THE ST. CHARLES COUNTY RECORDS,
IN SECTION 33, TOWNSHIP 47 NORTH, RANGE 3 EAST OF THE 5TH P.M.
CITY OF O'FALLON, ST. CHARLES COUNTY, MISSOURI

LEGAL DESCRIPTION (TITLE REPORT)

A TRACT OF LAND WITHIN LOT 2 OF PIDGEON PARK WEST PLAT 2, ACCORDING TO THE PLAT THEREOF RECORDED IN PLAT BOOK 41 PAGE 386(S) OF THE SAINT CHARLES COUNTY RECORDS.

LEGAL DESCRIPTION (SURVEY BOUNDARY)

LOT 2 OF PIDGEON PARK WEST PLAT 2 AS SHOWN ON THE PLAT THEREOF RECORDED IN PLAT BOOK 41, PAGE 386 OF THE ST. CHARLES COUNTY RECORDER OF DEEDS OFFICE, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING ON THE EAST RIGHT OF WAY LINE OF MISSOURI STATE HIGHWAY K (VARIABLE WIDTH) AT THE SOUTHWEST CORNER OF SAID LOT 2;

THENCE NORTHEASTERLY 173.61 FEET ON SAID SOUTHEASTERLY RIGHT OF WAY LINE WITH A CURVE TO THE LEFT HAVING A RADIUS OF 1,945.10 FEET, THE CHORD OF WHICH BEARS NORTH 18 DEGREES 38 MINUTES 12 SECONDS EAST, 173.55 FEET; THENCE SOUTH 73 DEGREES 55 MINUTES 16 SECONDS EAST ON SAID SOUTHEASTERLY RIGHT OF WAY LINE, 5.00 FEET; THENCE NORTHEASTERLY 72.59 FEET ON SAID SOUTHEASTERLY RIGHT OF WAY LINE WITH A CURVE TO THE LEFT HAVING A RADIUS OF 1,950.10 FEET, THE CHORD OF WHICH BEARS NORTH 15 DEGREES 03 MINUTES 51 SECONDS EAST, 72.59 FEET; THENCE SOUTH 84 DEGREES 13 MINUTES 11 SECONDS EAST, 248.40 FEET TO THE NORTHWESTERLY RIGHT OF WAY LINE OF MEXICO LOOP (50'W.) ROAD EAST; THENCE SOUTHWESTERLY 51.79 FEET ON SAID NORTHWESTERLY RIGHT OF WAY LINE WITH A CURVE TO THE LEFT HAVING A RADIUS OF 325.00 FEET, THE CHORD OF WHICH BEARS SOUTH 16 DEGREES 42 MINUTES 54 SECONDS WEST, 51.74 FEET; THENCE SOUTH 12 DEGREES 08 MINUTES 59 SECONDS WEST ON SAID NORTHWESTERLY RIGHT OF WAY LINE, 273.50 FEET; THENCE NORTH 66 DEGREES 48 MINUTES 08 SECONDS WEST, 276.15 FEET TO THE POINT OF BEGINNING.

SAID TRACT OF LAND CONTAINING 1.68 ACRES (72,980 S.F.), MORE OR LESS, AND BEING SITUATED IN THE CITY OF O'FALLON, ST. CHARLES COUNTY, MISSOURI.

SCHEDULE B ITEMS

FIRST AMERICAN TITLE COMPANY
COMMITMENT NO.: 65606
EFFECTIVE DATE: MARCH 16, 2005

12. DEED OF TRUST EXECUTED BY PACE-HIGHWAY K, LLC TO STEVEN E. KUSHNER, TRUSTEE FOR PACE REALTY FUND, L.L.C., DATED OCTOBER 14, 2003 RECORDED ON OCTOBER 17, 2003 IN BOOK 3689 PAGE 1761, SECURING THE PRINCIPAL SUM OF $2,000,000.00 SECURED BY ONE NOTE OF EVEN DATE AND PAYABLE AS IN SAID DEED OF TRUST SET FORTH.
(AFFECTS SUBJECT PROPERTY, BUT NOT A SURVEY MATTER.)

13. SUBORDINATION AGREEMENT BY AND BETWEEN U.S. BANK NATIONAL AND PACE REALTY FUND, L.L.C. BY INSTRUMENT DATED JANUARY 29,2004 AND RECORDED IN BOOK 3777 PAGE 1981 ON FEBRUARY 9, 2004.
(DOES NOT AFFECT SUBJECT PROPERTY.)

14. SUBORDINATION AGREEMENT BY AND BETWEEN U.S. BANK NATIONAL ASSOCIATION AND PACE REALTY FUND, L.L.C. BY INSTRUMENT DATED MARCH 19, 2004 AND RECORDED IN BOOK 3816 PAGE 1781 ON MARCH 25, 2004.
(AFFECTS SUBJECT PROPERTY, BUT NOT A SURVEY MATTER.)

15. DEED OF TRUST EXECUTED BY PACE-HIGHWAY K, LLC TO TARQUAD CORPORATION, TRUSTEE FOR U.S. BANK NATIONAL ASSOCIATION, DATED JANUARY 29, 2004 RECORDED ON FEBRUARY 9, 2004 IN BOOK 3777 PAGE 1994 SECURING THE PRINCIPAL SUM OF $8,000,000.00 SECURED BY ONE NOTE OF EVEN DATE AND PAYABLE AS IN SAID DEED OF TRUST SET FORTH.
(DOES NOT AFFECT SUBJECT PROPERTY.)

16. AS ADDITIONAL SECURITY FOR THE PAYMENT OF THE ABOVE DEED OF TRUST AND THE NOTE SECURED THEREBY PACE-HIGHWAY K, LLC ASSIGNED TO U.S. BANK NATIONAL ASSOCIATION ALL RENTS, LEASES AND OTHER BENEFITS BY INSTRUMENT DATED JANUARY 29,2004 AND RECORDED IN BOOK 3777 PAGE 2016 ON FEBRUARY 9, 2004.
(DOES NOT AFFECT SUBJECT PROPERTY.)

17. DEED OF TRUST EXECUTED BY PACE-HIGHWAY K, LLC, PACE-GRAVOIS ASSOCIATES, L.L.C. AND PACE-FAIRVIEW ASSOCIATES, L.L.C., TO TARQUAD CORPORATION, TRUSTEE FOR U.S. BANK NATIONAL ASSOCIATION, DATED MARCH 19, 2004 RECORDED MARCH 25, 2004 IN BOOK 3816 PAGE 1744 SECURING THE PRINCIPAL SUM OF $4,500,000.00 SECURED BY ONE NOTE OF EVEN DATE AND PAYABLE AS IN SAID DEED OF TRUST SET FORTH.
(AFFECTS SUBJECT PROPERTY, BUT NOT A SURVEY MATTER.)

18. AS ADDITIONAL SECURITY FOR THE PAYMENT OF THE ABOVE DEED OF TRUST AND THE NOTE SECURED THEREBY PACE-HIGHWAY K, LLC AND PACE-GRAVOIS ASSOCIATES, L.L.C. ASSIGNED TO U.S. BANK NATIONAL ASSOCIATION ALL RENTS, LEASES AND OTHER BENEFITS BY INSTRUMENT DATED MARCH 19, 2004 AND RECORDED IN BOOK 3816 PAGE 1766 ON MARCH 25, 2004.
(AFFECTS SUBJECT PROPERTY, BUT NOT A SURVEY MATTER.)

19. FINANCING STATEMENT EXECUTED BY PACE-HIGHWAY K, LLC TO U.S. BANK NATIONAL ASSOCIATION AND RECORDED ON MARCH 25, 2004 IN BOOK 3816 PAGE 1774, AFFECTING THE ITEMS THEREIN DESCRIBED WHICH HAVE BEEN OR MAY BECOME AFFIXED TO THE PREMISES.
(AFFECTS SUBJECT PROPERTY, BUT NOT A SURVEY MATTER.)

20.EASEMENTS GRANTED BY AMOCO OIL COMPANY BY INSTRUMENT RECORDED IN BOOK 1112 PAGE 1374, BOOK 1112 PAGE 1378 AND BOOK 1112 PAGE 1380.
(SHOWN ON PLAT.)

21. DRAINAGE EASEMENT GRANTED STATE OF MISSOUR BY INSTRUMENT RECORDED IN BOOK 190 PAGE 650.
(DOES NOT AFFECT SUBJECT PROPERTY.)

22. EASEMENT AGREEMENT BY AND BETWEEN JOHN R. BARRON ETAL AND KAPLAN DEVELOPMENT AND INVESTMENT COMPANY RECORDED IN BOOK 1388 PAGE 236.
(DOES NOT AFFECT SUBJECT PROPERTY.)

23. EASEMENTS ACCORDING TO PLAT OF BELLEAU RIDGE PLAZA SUBDIVISION AS PER PLAT THEREOF RECORDED IN PLAT BOOK 26 PAGE 149.
(SHOWN ON PLAT.)

24. EASEMENTS GRANTED TO CITY OF O'FALLON BY INSTRUMENTS RECORDED IN BOOK 1411 PAGE 668 AND BOOK 1411 PAGE 674 AND AS AFFECTED BY TERMINATION RECORDED IN BOOK 3943 PAGE 1907 AND TERMINATION RECORDED IN BOOK 3925 PAGE 2438.
(DOES NOT AFFECT SUBJECT PROPERTY.)

25. RESTRICTIONS AS SET FORTH IN INSTRUMENT RECORDED IN BOOK 1182 PAGE 851 AND AS AFFECTED BY TERMINATION RECORDED IN BOOK 3925 PAGE 2438.
(AFFECTS SUBJECT PROPERTY, BUT NOT A SURVEY MATTER)

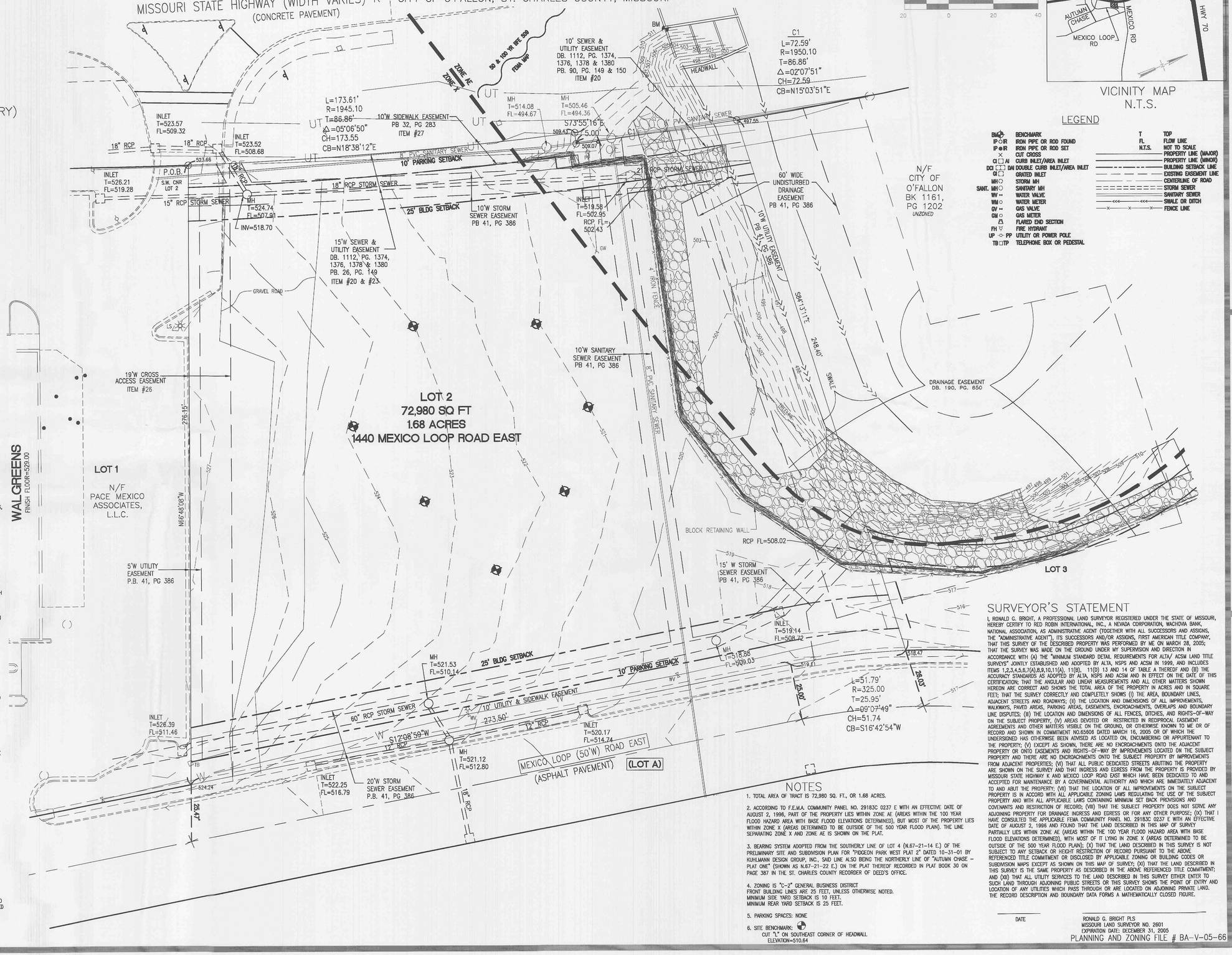
26. ACCESS AND UTILITY EASEMENT RECORDED IN BOOK 1744 PAGE 1835 AND AS AFFECTED BY TERMINATION RECORDED IN BOOK 3925 PAGE 2438 AND BOOK 3925 PAGE 2444.
(SHOWN ON PLAT)

27. BUILDING LINES AND EASEMENTS ACCORDING TO PLAT OF SAID SUBDIVISION, RECORDED IN PLAT BOOK 32 PAGE 283 AND PLAT BOOK 41 PAGE 386.
(SHOWN ON PLAT)

28. DECLARATION OF DETENTION BASIN EASEMENTS COVENANTS AND RESTRICTIONS, RECORDED IN BOOK 3943 PAGE 1912.
(DOES NOT AFFECT SUBJECT PROPERTY.)

29. DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS AND EASEMENTS RECORDED IN BOOK 4107 PAGE 536.
(AFFECTS SUBJECT PROPERTY, BUT NOT A SURVEY MATTER.)

30. AGREEMENT BETWEEN PACE-ACQUISITION LLC AND BP PRODUCTS NORTH AMERICA, IN., RECORDED IN BOOK 3789 PAGE 332 AND ASSIGNED TO PACE-HIGHWAY K ACCORDING TO INSTRUMENT RECORDED IN BOOK 3970 PAGE 1378.
(DOES NOT AFFECT SUBJECT PROPERTY.)



NOTES

1. TOTAL AREA OF TRACT IS 72,980 SQ. FT., OR 1.68 ACRES.

2. ACCORDING TO F.E.M.A. COMMUNITY PANEL NO. 29183C 0237 E WITH AN EFFECTIVE DATE OF AUGUST 2, 1996, PART OF THE PROPERTY LIES WITHIN ZONE AE (AREAS WITHIN THE 100 YEAR FLOOD HAZARD AREA WITH BASE FLOOD ELEVATIONS DETERMINED), BUT MOST OF THE PROPERTY LIES WITHIN ZONE X (AREAS DETERMINED TO BE OUTSIDE OF THE 500 YEAR FLOOD PLAIN). THE LINE SEPARATING ZONE X AND ZONE AE IS SHOWN ON THE PLAT.

3. BEARING SYSTEM ADOPTED FROM THE SOUTHERLY LINE OF LOT 4 (N.67-21-14 E.) OF THE PRELIMINARY SITE AND SUBDIVISION PLAN FOR "PIDGEON PARK WEST PLAT 2" DATED 10-31-01 BY KUHLMANN DESIGN GROUP, INC., SAID LINE ALSO BEING THE NORTHERLY LINE OF "AUTUMN CHASE - PLAT ONE" (SHOWN AS N.67-21-22 E.) ON THE PLAT THEREOF RECORDED IN PLAT BOOK 30 ON PAGE 387 IN THE ST. CHARLES COUNTY RECORDER OF DEED'S OFFICE.

4. ZONING IS "C-2" GENERAL BUSINESS DISTRICT
FRONT BUILDING LINES ARE 25 FEET, UNLESS OTHERWISE NOTED.
MINIMUM SIDE YARD SETBACK IS 10 FEET.
MINIMUM REAR YARD SETBACK IS 25 FEET.

5. PARKING SPACES: NONE

6. SITE BENCHMARK:
CUT "L" ON SOUTHEAST CORNER OF HEADWALL
ELEVATION=510.64

SURVEYOR'S STATEMENT

I, RONALD G. BRIGHT, A PROFESSIONAL LAND SURVEYOR REGISTERED UNDER THE STATE OF MISSOURI, HEREBY CERTIFY TO RED ROBIN INTERNATIONAL, INC., A NEVADA CORPORATION, WACHOVIA BANK, NATIONAL ASSOCIATION, AS ADMINISTRATIVE AGENT (TOGETHER WITH ALL SUCCESSORS AND ASSIGNS, THE "ADMINISTRATIVE AGENT"), ITS SUCCESSORS AND/OR ASSIGNS, FIRST AMERICAN TITLE COMPANY, THAT THIS SURVEY OF THE DESCRIBED PROPERTY WAS PERFORMED BY ME ON MARCH 28, 2005; THAT THE SURVEY WAS MADE ON THE GROUND UNDER MY SUPERVISION AND DIRECTION IN ACCORDANCE WITH (A) THE "MINIMUM STANDARD DETAIL REQUIREMENTS FOR ALTA/ ACSM LAND TITLE SURVEYS" JOINTLY ESTABLISHED AND ADOPTED BY ALTA, NSPS AND ACSM IN 1999, AND INCLUDES ITEMS 1,2,3,4,5,6,7(A),8,9,10,11(A), 11(B), 11(D) 13 AND 14 OF TABLE A THEREOF AND (B) THE ACCURACY STANDARDS AS ADOPTED BY ALTA, NSPS AND ACSM AND IN EFFECT ON THE DATE OF THIS CERTIFICATION; THAT THE ANGULAR AND LINEAR MEASUREMENTS AND ALL OTHER MATTERS SHOWN HEREON ARE CORRECT AND SHOWS THE TOTAL AREA OF THE PROPERTY IN ACRES AND IN SQUARE FEET; THAT THE SURVEY CORRECTLY AND COMPLETELY SHOWS (I) THE AREA, BOUNDARY LINES, ADJACENT STREETS AND ROADWAYS; (II) THE LOCATION AND DIMENSIONS OF ALL IMPROVEMENTS, WALKWAYS, PAVED AREAS, PARKING AREAS, EASEMENTS, ENCROACHMENTS, OVERLAPS AND BOUNDARY LINE DISPUTES; (III) THE LOCATION AND DIMENSIONS OF ALL FENCES, DITCHES, AND RIGHTS-OF-WAY ON THE SUBJECT PROPERTY; (IV) AREAS DEVOTED OR RESTRICTED IN RECIPROCAL EASEMENT AGREEMENTS AND OTHER MATTERS VISIBLE ON THE GROUND, OR OTHERWISE KNOWN TO ME OR OF RECORD AND SHOWN IN COMMITMENT NO.65606 DATED MARCH 16, 2005 OR OF WHICH THE UNDERSIGNED HAS OTHERWISE BEEN ADVISED AS LOCATED ON, ENCUMBERING OR APPURTENANT TO THE PROPERTY; (V) EXCEPT AS SHOWN, THERE ARE NO ENCROACHMENTS ONTO THE ADJACENT PROPERTY OR ONTO EASEMENTS AND RIGHTS-OF-WAY BY IMPROVEMENTS LOCATED ON THE SUBJECT PROPERTY AND THERE ARE NO ENCROACHMENTS ONTO THE SUBJECT PROPERTY BY IMPROVEMENTS FROM ADJACENT PROPERTIES; (VI) THAT ALL PUBLIC DEDICATED STREETS ABUTTING THE PROPERTY ARE SHOWN ON THE SURVEY AND THAT INGRESS AND EGRESS FROM THE PROPERTY IS PROVIDED BY MISSOURI STATE HIGHWAY K AND MEXICO LOOP ROAD EAST WHICH HAVE BEEN DEDICATED TO AND ACCEPTED FOR MAINTENANCE BY A GOVERNMENTAL AUTHORITY AND WHICH ARE IMMEDIATELY ADJACENT TO AND ABUT THE PROPERTY; (VII) THAT THE LOCATION OF ALL IMPROVEMENTS ON THE SUBJECT PROPERTY IS IN ACCORD WITH ALL APPLICABLE ZONING LAWS REGULATING THE USE OF THE SUBJECT PROPERTY AND WITH ALL APPLICABLE LAWS CONTAINING MINIMUM SET BACK PROVISIONS AND COVENANTS AND RESTRICTION OF RECORD; (VIII) THAT THE SUBJECT PROPERTY DOES NOT SERVE ANY ADJOINING PROPERTY FOR DRAINAGE INGRESS AND EGRESS OR FOR ANY OTHER PURPOSE; (IX) THAT I HAVE CONSULTED THE APPLICABLE FEMA COMMUNITY PANEL NO. 29183C 0237 E WITH AN EFFECTIVE DATE OF AUGUST 2, 1996 AND FOUND THAT THE LAND DESCRIBED IN THIS MAP OF SURVEY PARTIALLY LIES WITHIN ZONE AE (AREAS WITHIN THE 100 YEAR FLOOD HAZARD AREA WITH BASE FLOOD ELEVATIONS DETERMINED), WITH MOST OF IT LYING IN ZONE X (AREAS DETERMINED TO BE OUTSIDE OF THE 500 YEAR FLOOD PLAIN); (X) THAT THE LAND DESCRIBED IN THIS SURVEY IS NOT SUBJECT TO ANY SETBACK OR HEIGHT RESTRICTION OF RECORD PURSUANT TO THE ABOVE REFERENCED TITLE COMMITMENT OR DISCLOSED BY APPLICABLE ZONING OR BUILDING CODES OR SUBDIVISION MAPS EXCEPT AS SHOWN ON THIS MAP OF SURVEY; (XI) THAT THE LAND DESCRIBED IN THIS SURVEY IS THE SAME PROPERTY AS DESCRIBED IN THE ABOVE REFERENCED TITLE COMMITMENT; AND (XII) THAT ALL UTILITY SERVICES TO THE LAND DESCRIBED IN THIS SURVEY EITHER ENTER TO SUCH LAND THROUGH ADJOINING PUBLIC STREETS OR THIS SURVEY SHOWS THE POINT OF ENTRY AND LOCATION OF ANY UTILITIES WHICH PASS THROUGH OR ARE LOCATED ON ADJOINING PRIVATE LAND. THE RECORD DESCRIPTION AND BOUNDARY DATA FORMS A MATHEMATICALLY CLOSED FIGURE.

DATE

RONALD G. BRIGHT PLS
MISSOURI LAND SURVEYOR NO. 2601
EXPIRATION DATE: DECEMBER 31, 2005

PLANNING AND ZONING FILE # BA-V-05-66

ALTA/ACSM LAND TITLE SURVEY
RED ROBIN - CITY OF O'FALLON,
ST. CHARLES COUNTY, MISSOURI

SURVEY DATA:
SURVEY DATE: 03-28-05
FIELD CREW: WKT & DEH
FIELD BOOK: 729E

ADMINISTRATIVE AGENT:
WACHOVIA BANK, NATIONAL ASSOCIATION,

TITLE COMPANY:
FIRST AMERICAN TITLE COMPANY

CLIENT/OWNER:
RED ROBIN INTERNATIONAL
6312 S. FIDDLER'S GREEN CIRCLE
SUITE 200N
GREENWOOD VILLAGE, COLORADO 80111
(303) 846-6000 PHONE
(720) 493-2689 FAX

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Belleville, Illinois
St. Charles, Missouri

KdG

DISCLAIMER OF RESPONSIBILITY

I hereby specify that the documents intended to be authenticated by my seal are limited to this sheet, and I hereby disclaim any responsibility for all other Drawings, Specifications, Estimates, Reports or other documents or instruments relating to or intended to be used for any part or parts of the architectural or engineering project or survey.

NO.	DATE

PROJECT NO.	CONTRACT NO.
050052	0001
DRAWN	CHECKED
CKB	RGB
DATE	
APRIL 2005	

ALTA/ACSM LAND TITLE SURVEY

SHEET 1 OF 1

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