

If to BKC, to:

Burger King Corporation
7360 North Kendall Drive
Miami, Florida 33156

Attention: General Counsel

If to Optionor, to:

Burger King Limited Partnership I
c/o Shearson/BK Realty, Inc.
Two World Trade Center
New York, New York 10048

Attention: President

Section 7. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the jurisdiction wherein the Property is located.

Section 8. Entire Agreement. This Agreement constitutes the entire agreement between BKC and Optionor with respect to the subject matter hereof. Neither this Agreement nor the provisions hereof may be waived, modified or amended except by an instrument in writing signed by BKC and Optionor.

Section 9. Subordination. Optionor agrees that any mortgage, deed of trust or other security interest encumbering the Property for indebtedness of Optionor will be subject and subordinate to the Lease and this Agreement. Each document evidencing such mortgage, deed of trust or other security interest in the Property, including documents to be recorded, will contain an acknowledgment that it is subordinate to the Lease and this Agreement.

Section 10. Counterparts. This Agreement may be signed in any number of counterparts, each of which shall be considered an original, but all of which shall constitute only one instrument. The parties agree to execute this Agreement in a form capable of recording. Either party may record this Agreement in the jurisdiction where the Property is located.

0409

4328 RV-2