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(c) cooperate with BKC, at BKC's cost and expense, in the investigation and defense of such claim. If BKC fails or refuses to defend any such claim, then the Fund shall have the right to defend or compromise such claim by counsel of its own choosing and BKC shall pay to the Fund immediately upon demand the amount of the costs and expenses incurred by the Fund in defending such claim (including, without limitation, counsel fees and disbursements and court costs), together with the amount of any judgment obtained or any amount paid by way of compromise of such claim.

Dated: _____

BURGER KING CORPORATION

By _____
Vice President

ph

RECORDED JUN 26 1981

at 12:22 P.M.

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