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CF::, FILED CONSISTENT OF GROUND LEASE Pe PH AND DEED OF IMPROVEMENTS

For True Consideration See Affidant 6 1 41 Par 96.

THESCASSICNMENT OF GROUND LEASE AND DEED OF IMPROVEMENTS (this "Assignment and Deed"), made as of APRICA 1981, between G & T TRADING COMPANY, a Minnesota corporation having its principal office at 1560 Northwestern Bank Building, Minneapolis, Minnesota 55402 ("Assignor"), and UNITED STATES STEEL AND CARNEGIE PENSION FUND, a Pennsylvania non-stock corporation having its principal office at 767 Fifth Avenue, New York, New York 10022 ("Assignee"),

<u>WITNESSETH</u>:

THAT WHEREAS Burger King Corporation entered into a Ground Lease (the "Ground Lease") dated January 6 1981 of the real property described on Exhibit A hereto (the "Demised Premises") wherein C P Enterprises lessor and Burger King Corporation is the lessee:

WHEREAS Burger King Corporation and Assignor have entered into an Assignment of Ground Lease dated January 19 wherein Surger King Corporation assigned to Assignor all of Burger King Corporation's right, title and interest in. to and under the Ground Lease, and in and to the Demised Premises:

WHEREAS Assignor has constructed and holds title to certain buildings, structures and other improvements on the ం Demised Premises; and

WHEREAS Assignor wishes to assign to Assignee all of • Assignor's right, title and interest in, to and under the Ground 's Lease, and in and to the Demised Premises, and to deed the buildings, structures and other improvements on the Demised Premises to Assignee;

JTM - U. S. Steel 3/31/81 #3148 - Greenville, SC PAH 4/6/81

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