

GR: FILED  
CO. S. C.

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OPTION AGREEMENT AND GRANT OF RIGHT OF FIRST REFUSAL  
R.M.C. WERSLEY

THIS AGREEMENT, made as of September 3, 1982, between BURGER KING LIMITED PARTNERSHIP ~~1~~, a New York limited partnership having its principal place of business at Two World Trade Center, New York, New York 10048 (the "Optionor"), and BURGER KING CORPORATION, a Florida corporation having its principal place of business at 7360 North Kendall Drive, Miami, Florida 33156 ("BKC").

W I T N E S S E T H :

THAT WHEREAS as of the date hereof, Optionor has acquired the fee simple title to, or a subleasehold interest in, the parcel of land, located in the City of Greenville, County of Greenville, State of South Carolina, more particularly described in Exhibit A hereto (the "Land") and BKC shall construct or cause to be constructed on behalf of Optionor a Burger King restaurant building and other improvements (together, the "Improvements") on the Land (Optionor's interest in the Land, together with the Improvements shall be hereinafter referred to as the "Property");

WHEREAS, the Property is a Fee Property;

WHEREAS (i) if the Property is a Fee Property, Optionor is the owner of the fee simple title to the Property, or (ii) if the Property is a Ground Leasehold Property, Optionor is the subtenant under a sublease (the "Sublease") from BKC, which holds the lessee's interest in a Ground Lease (the "Ground Lease"), and Optionor is the owner of the Improvements;

WHEREAS Optionor owns or will own fee title to, or has or will have subleasehold interests in, certain other parcels of land, and owns or will own the buildings and improvements thereon (collectively, the "Other Properties" and together with the Property, the "Properties"), all of which are, or will be, subject to other option agreements (collectively, the "Other Option Agreements") substantially in the form of this Agreement;

NOTA -----2 NO17 92 728

RS - BKLP  
5/11/82 - 6th Draft  
#3548 - Greenville, South Carolina  
PAH - 10/1/82

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