

MEMORANDUM OF SUBLEASE

THIS MEMORANDUM OF SUBLEASE, made and entered into this 3rd day of January, 1983, by and between Burger King Corporation, a Florida corporation (hereinafter "Landlord"), whose address is 7360 North Kendall Drive, Miami, Florida 33156, and Burger King Limited Partnership I, a New York limited partnership (hereinafter "Tenant"), whose address is Two World Trade Center, 105th Floor, New York, New York 10048.

Landlord, for and in consideration of the execution and delivery of a certain Sublease dated January 3, 1983, and the rents and covenants specified therein to be paid and performed by Tenant, hereby grants, demises and subleases to Tenant, and Tenant does hereby hire and take as Tenant that certain parcel of real property described in Exhibit "A" attached hereto and made a part hereof ("demised premises").

Tenant shall have and hold the demised premises for a period of ten (10) years, together with two (2) successive terms of five (or approximately five) years each as follows: one term of five years commencing upon the expiration of the original ten year term; one term of approximately five years commencing upon the expiration date of the first extension term and expiring upon the expiration of the original term of the Overlease as described in the Sublease; and then four (4) terms of five (5) years each coincident with the extension terms of the Overlease as described in the Sublease.

Witnesses for Landlord:

Dolly A. Haebl

Marcella S. Ikin

BURGER KING CORPORATION

By: [Signature]
Vice President

Attest: [Signature]
Assistant Secretary

LANDLORD

Witnesses for Tenant:

Norma Delepine

[Signature]

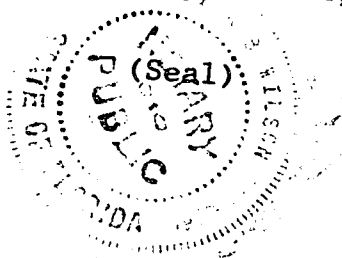
BURGER KING LIMITED PARTNERSHIP I
BY ITS GENERAL PARTNER

[Signature]
TENANT

STATE OF FLORIDA)
COUNTY OF DADE) SS.

3809

The foregoing instrument was acknowledged before me this
January 11, 1983, by Thomas F. Crumme, Vice
President and Joseph T. Meyer, Assistant Secretary,
respectively, of Burger King Corporation, a Florida
corporation, on behalf of the corporation.



Louis B. Wilson
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAR 16 1986
BONDED THRU GENERAL INS. UNDERWRITERS

STATE OF NY)
COUNTY OF NY)

On this 25th day of January, 1983, before me personally
came ROBERT F. GREENWALD, to me personally known, who, being by
me duly sworn, did depose and say that he resides at 6766 108th
Street, New York, New York; that he is the Vice President of
SHEARSON/BK REALTY, INC., the sole general partner of BURGER KING
LIMITED PARTNERSHIP I, the partnership described in and which
executed the within Memorandum of Sublease; and that he signed
his name thereto by authority of such partnership.

Norma Delepine
Notary Public

NORMA DELEPINE
NOTARY PUBLIC, State of New York
No. 31-4765783
Qualified in New York County
Commission Expires March 30, 1984

EXHIBIT "A"LEGAL DESCRIPTIONPARCEL 1:

A parcel of land lying in the Northwest quarter of Section 3, Township 39 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon, being more particularly described as follows:

Starting at the Northwest corner of Section 3, Township 39 South, Range 9 East of the Willamette Meridian; thence South 0°00'30" East along the Westerly boundary of Section 3 and the centerline of Washburn Way 917.42 feet to its intersection with the centerline of South Sixth Street, formerly known as the Dalles-California Highway, at Engineer's Station 9+17.42 on Washburn Way and Engineer's Station 16+14.87 on South Sixth Street, the recorded bearing of the centerline of South Sixth Street being South 55°52'30" East; thence continuing South 0°00'30" East along the West line of said Section 3 and the centerline of Washburn Way 48.32 feet to a point on the South boundary of South Sixth Street which is 40.0 feet distant from, when measured at right angles to, the centerline of South Sixth Street thence South 55°52'30" East parallel to said centerline 125.56 feet to the true point of beginning of this description; thence continuing South 55°52'30" East parallel to said centerline 181.50 feet to a point; thence South 34°07'30" West at right angles to said centerline 160.00 feet to a point; thence North 55°52'30" West 150.27 feet to a point on the Easterly boundary of Washburn Way; thence North 0°00'30" West along the Easterly boundary of Washburn Way 103.29 feet to the beginning of a 49.00 foot radius curve to the right; thence along said 49.00 foot radius curve, the long chord of which bears North 53°51'50" East 79.16 feet, 92.14 feet, more or less, to the true point of beginning.

PARCEL 2 - a non-exclusive easement for ingress, egress, parking and utilities over the unconstructed portions of the following described property:

A parcel of land lying in the Northwest quarter of Section 3, Township 39 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon, being more particularly described as follows:

Starting at the Northwest corner of said Section 3; thence South 00°00'30" East along the Westerly boundary of Section 3 and the centerline of Washburn Way, 917.42 feet to the intersection with the present centerline of Sixth Street, formerly known as the Dalles-California Highway, recorded bearing South 55°52'30" East, at Engineer's Station 9+17.42 feet on Washburn Way and Engineer's Station 16+14.87 feet on Sixth Street present centerline, and continuing thence along said boundary and centerline 48.32 feet to Engineer's Station 9+65.74 feet on South boundary of Sixth Street, which is distant 40 feet at right angles Southwesterly from centerline of Sixth Street at Engineer's Station 16+41.99 feet; thence South 55°52'30" East parallel to said centerline 463.02 feet to the true point of beginning of this description; thence from said true beginning point continuing South 55°52'30" East parallel to said centerline 795.36 feet; thence at right angles South 34°07'30" West, 204 feet; thence South 55°52'30" East parallel to Sixth Street 145.00; thence at right angles South 34°07'30" West, 183.80 feet; more or less, to Northerly right of way line of the Oregon, California and Eastern Railroad; thence North 66°57'30" West along said line 982.45 feet, more or less, to a point on the Easterly right of way line of Washburn Way which is 40.00 feet Easterly of said centerline; thence North 00°00'30" West, along said right of way line 503.39 feet; thence South 55°52'30" East, 306.22 feet; thence North 34°07'30" East, 160.00 feet to the true point of beginning.

3811

PARCEL 3 - a non-exclusive easement for ingress, egress, parking and utilities over the unconstructed portions of the following described property:

A parcel of land lying in the Northwest quarter of Section 3, Township 39 South, Range 9 East of the Willamette Meridian, in the County of Klamath, State of Oregon, being more particularly described as follows:

Starting at the Northwest corner of said Section 3; thence South 00°00'30" East along the Westerly boundary of Section 3 and the centerline of Washburn Way, 917.42 feet to the intersection with the present centerline of Sixth Street, formerly known as the Dalles-California Highway, recorded bearing South 55°52'30" East, at Engineer's Station 9+17.42 feet on Washburn Way and Engineer's Station 16+14.87 feet on Sixth Street present centerline, and continuing thence along said boundary and centerline of Sixth Street, which is distant 40 feet at right angles Southwesterly to Engineer's Station 9+65.74 feet on South boundary of Sixth Street, which is distant 40 feet at right angles Southwesterly from centerline of Sixth Street at Engineer's Station 16+41.99 feet, to the true point of beginning; thence South 55°52'30" East parallel to said centerline 463.02 feet; thence South 34°07'30" West 160.00 feet; thence North 55°52'30" West 306.22 feet to the East right of way of Washburn Way; thence North to the point of beginning.

EXCEPT THEREFROM that portion deeded to State of Oregon more particularly described as follows:

A parcel of land lying in Tract 44, ENTERPRISE TRACTS, situated in Section 3, Township 39 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon; the said parcel being described as follows:

Beginning at the Northwest corner of Section 3, Township 39 South, Range 9 East of the Willamette Meridian; thence South 00°00'30" East 977.8 feet along the Westerly line of said Section 3, to a point 50 feet Southwesterly of (when measured at right angles to) the centerline of the Dalles-California Highway (also known as South Sixth Street), as the same is now located and constructed; thence South 55°52'30" East parallel with said centerline 36.2 feet, more or less, to a point 30 feet Easterly of (when measured at right angles to) the centerline of the relocated Midland Highway (also known as Washburn Way), which point is marked by a railroad spike with a cross on top, embedded in the pavement and is the true point of beginning; thence South 00°00'30" East, parallel with said last mentioned centerline 227.83 feet to a point 30 feet Easterly of (when measured at right angles to) said last mentioned centerline at Engineer's Station 12+26; thence North 89°59'30" East 10 feet; thence North radius curve right, thence Northeasterly along said 49 foot radius curve right to a point South 55°52'30" East 64.26 feet from the true point of beginning; thence North 55°52'30" West 64.26 feet to the true point of beginning.

EXCEPT THEREFROM Parcel 1 above.

RETURN TO:
Burger King Corp
P.O. Box 520783
General Mail Facility
Miami, Florida 33152

STATE OF OREGON; COUNTY OF KLAMATH; ss.

Filed for record

On 14th day of March A.D. 19 83 at 10:58 clock A.M. and
fully recorded in Vol. M83 of Deeds on page 3808

By Evelyn Biehn, County Clerk
Fee \$16.00