

**AMENDMENT TO
A&W TRADE MARKS LIMITED PARTNERSHIP
AMENDED AND RESTATED AGREEMENT OF LIMITED PARTNERSHIP**

This Agreement dated as of February 10, 2011 between **A&W Trade Marks Inc.** (the “Company”) and **A & W Food Services of Canada Inc.** (“Food Services”).

WHEREAS:

- A. The Company, as general partner, and Food Services, as limited partner, entered into an Amended and Restated Agreement of Limited Partnership (the “LP Agreement”), dated December 22, 2010;
- B. The LP Agreement amended and restated the Amended and Restated Limited Partnership Agreement made as of January 23, 2009 between the Company and Food Services (the “Original Partnership Agreement”);
- C. The Company and Food Services wish to amend the LP Agreement as set out herein to clarify the terms thereof as well as the terms of the Original Partnership Agreement.

NOW THEREFORE:

1. Addition of Section 6.10

- 1.1 The following is hereby added as Section 6.10, effective as of January 23, 2009:

“6.10 Allocations and Distributions to the General Partner

For the purposes of any economic allocations or distributions from the Partnership to the Partners pursuant to the terms of this Agreement, the 999 GP Units held by the General Partner shall be the equivalent of 14,290,018 Partnership Units.”

2. Amendment to Section 6.1

- 2.1 Section 6.1 is hereby amended by the addition of “, subject to Section 6.10” to the end of the last sentence of Section 6.1, effective as of January 23, 2009.

3. Amendment of Section 6.2

- 3.1 Section 6.2 is hereby amended by the addition of “Subject to Section 6.10,” to the beginning of the first sentence of Section 6.2, effective as of January 23, 2009.

4. Amendment of Section 6.3

- 4.1 Section 6.3 is hereby amended by replacing “Subject to Section 10.5,” with “Subject to Sections 6.10 and 10.5,” at the beginning of the first sentence of Section 6.3, effective as of January 23, 2009.

5. Amendment to Section 10.5

5.1 Section 10.5 is hereby amended by the addition of “, subject to Section 6.10” to the end of the last sentence of Section 10.5, effective as of January 23, 2009.

6. Confirmation of the LP Agreement

6.1 The parties hereto confirm that all other provisions of the LP Agreement are hereby confirmed and remain in full force and effect.

IN WITNESS WHEREOF this Agreement has been executed as of the date set out above.

A&W TRADE MARKS INC.

A & W FOOD SERVICES OF CANADA INC.

Per: “Donald T. Leslie”
Authorized Signatory

Per: “Paul F.B. Hollands”
Authorized Signatory