

THIS AMENDMENT (the “**Amending Agreement**”) dated December 14, 2015 is made between **A&W TRADE MARKS INC.** (“**TMI**”), and **A & W FOOD SERVICES OF CANADA INC.** (“**Food Services**”) and amends the Amended And Restated Agreement of Limited Partnership dated for reference December 22, 2010 between TMI as general partner, and Food Services, as limited partner (the “**Original Agreement**”).

WHEREAS words and phrases used in this Amending Agreement and defined in the Original Agreement have the meanings respectively provided for in the Original Agreement and references to Sections and subsections without reference to this Amending Agreement are references to Sections and subsections of the Original Agreement;

AND WHEREAS subclause (ii) of Section 6.6(b) of the Original Agreement contemplates a distribution to Food Services calculated by reference to the amount that would have been distributed to Food Services on the Excess LP Units;

AND WHEREAS TMI is amending its Articles to provide for the creation for a new class of “Special Shares”, of which one such Special Share will be issued to Food Services, and in respect of which TMI will be permitted to, and will, make payment of the amount contemplated by subclause (ii) of Section 6.6(b) as a “Special Dividend” by TMI on the Special Share of TMI held by Food Services:

NOW THEREFORE, for valuable consideration paid by each of the parties hereto to the other, Food Services and TMI agree as follows:

1. the Original Agreement is amended, with effect as and from the date hereof:
 - (a) by amending the definition of “Reserves” by deleting the words “and including the payment obligation set out in Section 6.6(b) hereof”; and
 - (b) by deleting subclause (ii) of Section 6.6(b).
2. The parties hereto agree that the Original Agreement is in full force and effect, unamended and unmodified, save as amended by this Amending Agreement, and that the Original Agreement and this Amending Agreement will be read together and will be called the “Agreement”.

IN WITNESS WHEREOF this Agreement is executed the day and year first above written.

A&W TRADE MARKS INC.

By: “Donald T. Leslie”
Title: Chief Financial Officer

A & W FOOD SERVICES OF CANADA INC.

By: “Donald T. Leslie”
Title: Chief Financial Officer