L/C: 004-3396

After Recording, Return To: Catherine A. Jama U.S. Legal Department McDONALD'S CORPORATION One McDonald's Plaza Oak Brook, Illinois 60523

AMENDMENT TO COVENANT NOT TO COMPETE

THIS AMENDMENT TO COVENANT NOT TO COMPETE ("Amendment") is entered into as of this 20th day of September, 2000, by McDonald's Corporation, a Delaware corporation ("Declarant").

WITNESSETH

WHEREAS, pursuant to the terms of that certain Covenant Not To Compete dated July 13, 1999 and recorded on July 23, 1999 as document number 99272514 Alameda County Official Records, ("Restrictive Covenant") Declarant restricted that certain real property located in the City of Oakland, County of Alameda, State of California, and more particularly described on Exhibit B attached to the Restrictive Covenant and incorporated herein by this reference (the "Restricted Premises").

WHEREAS, Declarant is the sole beneficiary of the benefits of the certain Restrictive Covenant and Declarant is desirous of amending that certain Restrictive Covenant.

NOW, THEREFORE, in consideration of ten dollars (\$10.00) and other valuable consideration, the Restrictive Covenant is amended as follows:

"Notwithstanding anything contained in the Restrictive Covenant to the contrary, McDonald's hereby waives the restriction with respect to a southern style sit down restaurant and bakery to be located at 2901 68th Street, Oakland, California, provided that such restaurant does not sell any hamburgers."

Other than amended herein, the Restrictive Covenant shall remain in full force and effect.

IN WITNESS WHEREOF, Declarant has executed this Amendment this 20th day of September, 2000.

DECLARANT: McDONALD'S CORPORATION, a Delaware corporation

Bv:

Troy M. Brethauer Senior Counsel

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT McDONALD'S CORPORATION

STATE OF ILLINOIS)
) \$9
COUNTY OF DUPAGE)

On the 20th day of September, 2000, before me, Arlene D. Scarlato, Notary Public, personally appeared Troy M. Brethauer, Senior Counsel of McDonald's Corporation, personally known to me, (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

SIGNATURE OF NOTARY PUBLIC

OFFICIAL SEAL
ARLENE D SCARLATO
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:07/28/03

My commission expires on July 29, 2003

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)	
COUNTY OF) ss)	
Onappeared	, before, me,	, personally
same in his/her/their authorize	s of satisfactory evidence) to be strument and acknowledged to med capacity(ies), and that by his/ e entity upon behalf of which the	he that he/she/they executed the /her/their signatures (s) on the
WITNESS my hand and officia	al seal.	
SIGNATURE OF NOTARY F	UBLIC	