

GENERAL SERVICES ADMINISTRATION PUBLIC BUILDINGS SERVICE SUPPLEMENTAL LEASE AGREEMENT		SUPPLEMENTAL AGREEMENT No. 2 TO LEASE NO. GS-04B-59163	DATE <u>11/17/10</u> PAGE 1 of 2
ADDRESS OF PREMISES 2002 Papa John's Louisville, KY 40299-2367			
<p>THIS AGREEMENT, made and entered into this date by and between Papa John's USA, Inc.</p> <p>whose address is 2002 Papa John's Louisville, KY 40299-2367</p> <p>hereinafter called the Lessor, and the UNITED STATES OF AMERICA, hereafter called the Government:</p> <p>NOW THEREFORE, these parties for the considerations hereinafter mentioned covenant and agree that the said Lease is amended, effective <u>October 25, 2010</u>, as follows:</p> <p>This Supplemental Lease Agreement serves as the Lessor's <i>Full Notice to Proceed (FNTP)</i>, upon execution by both parties for the construction of 1) Tenant Improvements in the space leased by the Government at the above listed address and 2) Government portion for construction of a parking structure in Louisville, Kentucky. The Lessor is authorized to expend the total bid amount of, <u>\$1,107,498.25</u>, which is inclusive of the initial authorized amount stated in SLA 1, plus an additional <u>\$60,427.00</u> for approved Change Orders (Appendix A); the total amount the Lessor is authorized to expend equates to <u>\$1,167,925.25 ONLY</u>. All work shall be completed in accordance with the specifications set forth in the following documents:</p> <ol style="list-style-type: none"> 1. Construction Drawings dated 05-07-10, with authorized revisions 2. US Government Lease GS-04B-59163 3. US Government Solicitation for Offer, 9KY2028, including any Amendment(s) 4. Initial TI Bid Proposal submitted by Schaefer Construction, final approved by Papa John's USA, Inc on July 27, 2010. 5. Initial Parking Structure Proposal submitted by Kelley Construction Inc., final approved by Papa John's USA, Inc on July 27, 2010. 6. Items stated on the CSI format sheet, Uniformat II -- GSA revised version (July 22, 2002) level 4 and/or level 5. <p>The Government hereby agrees to reimburse the Lessor for the construction of tenant improvements and parking structure modifications in the amount of <u>\$1,167,925.25</u>, of which <u>\$305,100.00</u> will be amortized over 60 months at 8.0% interest payable monthly in arrears as a component of total rent and the remaining <u>\$862,825.25</u> will be paid in a lump-sum payment after completion of the work and acceptance by the Government.</p> <p>All other terms and conditions of the Lease shall remain in force and effect. IN WITNESS WHEREOF, the parties subscribed their names as of the above date.</p>			
LESSOR: Papa John's USA, Inc. BY  (Signature)		DON GRAHAM VP DEVELOPMENT (Title)	
IN PRESENCE OF  (Signature)		SCOTT EVOLA DIRECTOR OF DEVELOPMENT (Signature)	
		2002 Papa John's Blvd. (Address)	
UNITED STATES OF AMERICA BY  (Signature)		CONTRACTING OFFICER GENERAL SERVICES ADMINISTRATION (Official Title)	

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<p>All systems installed, prior to or included in the Tenant build-out shall be maintained, as stated in SFO 9KY2028.</p> <p>This FNTP is 'Fixed and Firm' for all items noted in the above items/documents, including any low-voltage wiring, window-film, etc...</p> <p>Title to items for which the Government makes a lump sum payment shall vest in the Government. These items can be removed by the Government at any time. Lessor waives and restoration in connection with these items. Unless the Government has removed the item(s) from the premises, Lessor shall remain responsible for maintenance, repair and replacement of all items provided by the Lessor under this lease. If after the lease term and any extended, renewal or succeeding lease term, the Government elects to abandon any items in place, title shall pass to the Lessor.</p> <p>All invoices shall be sent to: U.S. General Services Administration, Finance Division – 7BCP, 819 Taylor Street, Fort Worth, Texas 76102-0181 with the following PS# 0018041. Upon said payment, all removable non-structural fixtures shall become the property of the Government and may be changed, relocated and/or removed from the leased premises by the Government.</p> <p>Except as modified in this Agreement, all terms and conditions of the Lease shall remain in full force and effect, and in the event that any of the terms and conditions of this Agreement conflict with any terms and conditions of the Lease or any previous supplemental lease agreements, the terms and conditions of this Agreement shall control and govern.</p> <p>Lessor shall provide proper invoice, referencing this PS# 0018041, per instructions stated below:</p> <p>An invoice for payment must be submitted as follows:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <u>COPY</u> General Services Administration Property Acquisition & Realty Services (SPEA) 77 Forsyth Street, Room 500 Atlanta, GA 30303 </td> <td style="width: 50%; vertical-align: top;"> <u>ORIGINAL</u> General Services Administration Greater Southwest Finance Center (7BCP) P. O. Box 17181 Fort Worth, TX 76102 </td> </tr> </table> <p style="text-align: center;">-OR-</p> <p>Submit invoices electronically through the Finance Web-site at www.finance.gsa.gov. When submitting the initial invoice, you will need to register for a "Password." This web-site will also allow vendors to research the payment on-line.</p> <p>A proper invoice must include:</p> <ul style="list-style-type: none"> •Name of your Business Concern, Invoice Date, and original signature. •Lease Contract No., Supplemental Agreement No., and building location •Description, Price, and quantity of property and services actually delivered •You must note the "Payment Document (PS) Number" on your invoice prior to sending the original copy of the Invoice to GSA-Fort Worth, TX, or submitting the invoice electronically. •Tax ID No. of the approved Payee under the Lease that will receive the payment <p>If the invoice is not submitted on company letterhead, it must be signed by the person(s) with whom the lease contract is made.</p>			<u>COPY</u> General Services Administration Property Acquisition & Realty Services (SPEA) 77 Forsyth Street, Room 500 Atlanta, GA 30303	<u>ORIGINAL</u> General Services Administration Greater Southwest Finance Center (7BCP) P. O. Box 17181 Fort Worth, TX 76102
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