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STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

2006 066394

2006 AUG -1 PM 3: 01

MICHAEL A. BROWN
RECORDER

Courtyard, Hammond, Indiana
Hotel #43

Prepared By
~~And After Recording Return To:~~
Courtney G. Capute, Esquire
Venable LLP
1800 Mercantile Bank and Trust Building
Two Hopkins Plaza, Suite 1800
Baltimore, Maryland 21201
(410) 244-7531

MEMORANDUM OF MANAGEMENT AGREEMENT

Document is NOT OFFICIAL!

By and Between

This Document is the property of
RLJ II - CHAMMOND LESSEE, LLC,
a Delaware limited liability company ("Owner")

and

WHITE LODGING SERVICES CORPORATION,
an Indiana corporation, ("Manager")

STOP



Return to:
LandAmerica Financial Group, Inc.
Attn: Dennis Vendetti Asset #43
1015 15th Street NW, Suite 300
Washington, DC, 20005

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MEMORANDUM OF MANAGEMENT AGREEMENT

THIS MEMORANDUM OF MANAGEMENT AGREEMENT (this "Memorandum") is made by and between **RLJ II – C HAMMOND LESSEE, LLC**, a Delaware limited liability company with an address as set forth on Schedule 1 attached hereto (herein called "Owner"), and **WHITE LODGING SERVICES CORPORATION**, an Indiana corporation, with an address as set forth on Schedule 1 attached hereto (herein called "Manager") and is delivered and effective as of the Effective Date set forth on Schedule 1.

WITNESSETH:

Owner and Manager have entered into that certain Management Agreement of even date herewith (the "**Management Agreement**") with respect to management and operation of a Hotel on the premises identified on Schedule 1 and as more particularly described on Exhibit A attached hereto (the "**Property**").

The Management Agreement has an initial term which is as described on Schedule 1, and is subject to renewal terms as described on Schedule 1.

The terms of the Management Agreement include restrictions as to the financing and sale of the Property as well as Owner's ability to sell or transfer interests in itself.

This Memorandum does not in any way alter or modify the terms and conditions of the Management Agreement.

Upon expiration or other termination of the Management Agreement, Manager agrees promptly to execute and deliver to Owner a termination of this Memorandum in form suitable for recording.


[SIGNATURES FOLLOW ON NEXT PAGE]

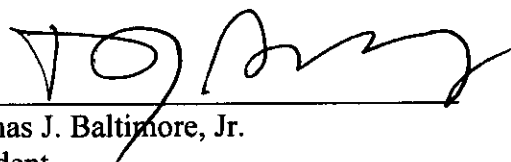
IN WITNESS WHEREOF, the parties have duly executed this Memorandum of Management Agreement under seal as of the date set forth on Schedule 1.

OWNER:

RLJ II – C HAMMOND LESSEE, LLC,
a Delaware limited liability company

WITNESS:

By: 
Print Name: Kristin Howarth

By: 
Thomas J. Baltimore, Jr.
President



MANAGER:

WHITE LODGING SERVICES
CORPORATION,
an Indiana corporation

WITNESS:

By: Michelle Sommer Lawrence E. Burnell
Print Name: MICHELLE SOMMER Lawrence E. Burnell
Chief Operating Officer



NOTARY ACKNOWLEDGMENT

District of Columbia)
) ss.

The foregoing instrument was acknowledged before me this 6th day of June, 2006, by Thomas J. Baltimore, Jr., President of RLJ II – C HAMMOND LESSEE, LLC, on behalf of the Company.

Deborah J. Crouse
Notary Public

Print Name: Deborah J. Crouse

My commission expires: December 14, 2009



EXHIBIT A

LEGAL DESCRIPTION



Exhibit "A"

Property is located in the County of Lake, State of Indiana, and is described as follows:

Lot 2, Whiteco First Addition to the City of Hammond, as per plat thereof, recorded in Plat Book 82, page 95, in Lake County, Indiana

Together with Beneficial Easements set forth in Agreement Concerning Joint Improvements and Use of Easement Areas from Hotel Properties, LLC dated August 4, 1998 and recorded October 22, 1998 as Document Number 98083369 in the Office of the Recorder of Lake County, Indiana.

Together with Benefits set forth in Covenants and Restrictions for Whiteco First Addition by Whiteco Industries, Inc. dated July 10, 1997 and recorded August 16, 1997, as Document Number 97053364 and corrected by Certificate of Correction recorded August 27, 1997 as Document Number 97056547.



SCHEDULE 1

1. Effective Date: June 14, 2006

2. Address of the Parties:

a. Owner: RLJ II – C Hammond Lessee, LLC
c/o RLJ Development, LLC
3 Bethesda Metro Center, Suite 1000
Bethesda, Maryland 20814
Attn: Thomas J. Baltimore, Jr.
Phone: (301) 280-7777
Fax: (301) 280-7750

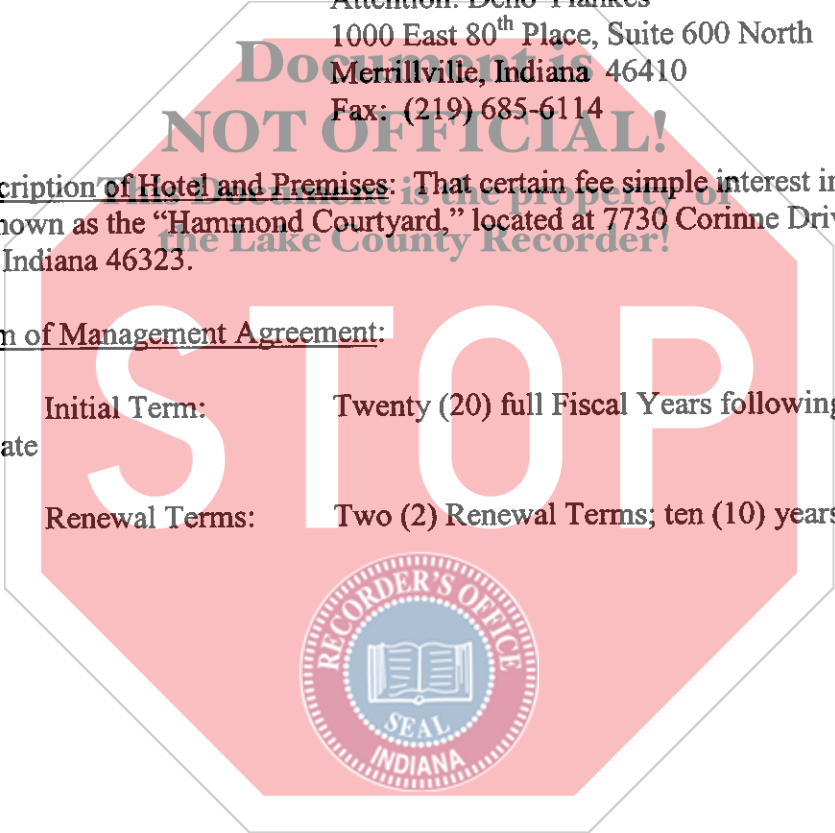
b. Manager: White Lodging Services Corporation.
Attention: Deno Yiankes
1000 East 80th Place, Suite 600 North
Merrillville, Indiana 46410
Fax: (219) 685-6114

3. Description of Hotel and Premises: That certain fee simple interest in the land and hotel known as the "Hammond Courtyard," located at 7730 Corinne Drive, Hammond, Indiana 46323.

4. Term of Management Agreement:

a. Initial Term: Twenty (20) full Fiscal Years following the Effective Date

b. Renewal Terms: Two (2) Renewal Terms; ten (10) years each.



In accordance with IC 36-2-11-15, I affirm, under penalty of perjury, that I have taken reasonable care to redact each Social Security number in this document, unless required by law.

Courtney G. Capute
Signature of Preparer

COURTNEY G. CAPUTE
Printed Name of Preparer

