

95-28042  
Shelby

After recording, return this document to:  
Kimberly S. Perini, Esq.  
Marriott International Inc.  
Department 52.923  
10400 Fernwood Road  
Bethesda, Maryland 20817

TERMINATION OF SUBORDINATION, NON-DISTURBANCE AND ATTORNMENT AGREEMENTS

**THIS TERMINATION OF SUBORDINATION, NON-DISTURBANCE AND ATTORNMENT AGREEMENTS**, made as of March 21, 1996, between THE SANWA BANK LIMITED, a Japanese banking corporation acting by and through its NEW YORK BRANCH (the "Bank"), having an address at Park Avenue Plaza, 55 East 52nd Street, New York, New York 10055 and RESIDENCE INN BY MARRIOTT, INC. (the "Manager"), a Delaware corporation, having an address at 10400 Fernwood Road, Bethesda, Maryland 20058.

The Bank and the Manager are parties to those certain Subordination, Non-Disturbance and Attornment Agreements (collectively, the "SNDA's") listed on Exhibit A attached hereto and made a part hereof. Marriott Residence Inn II Limited Partnership (the "Owner"), the fee owner of each parcel of land and the improvements located thereon encumbered by the SNDA's, has as of the date hereof fully paid and satisfied its obligations to the Bank, and the Bank has released the lien of its security interests in and claims upon the Owner's property, including the property encumbered by the SNDA's.

**WHEREFORE**, the Bank and the Manager do hereby terminate, release and discharge the SNDA's and waive all rights and obligations that either of them may have under the SNDA's.

**IN WITNESS WHEREOF**, the Bank and the Manager have caused this instrument to be executed as of the date first above written.

Signed and acknowledged in the presence of:

**THE SANWA BANK LIMITED, NEW YORK BRANCH**

Witnessed:

By: [Signature]  
Tony Choi  
Vice President

By: Anne Adams Rablin

**RESIDENCE INN BY MARRIOTT, INC.**

Witnessed:

By: [Signature]  
Name David J. Grissen  
Title President

By: Kimberly S. Perini

05/24/1996 10:22 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
006 MCD 21.00


Inst # 1996-16893

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK )

ss: Multistate Acknowledgment

Know all men by these presents that before me, the below-named Notary Public in and for the State and County named above duly commissioned to take acknowledgments, there personally appeared Tony Choi who is personally known to me to be a person named in and who signed the legal instrument to which this acknowledgment is attached and which was produced to me in the State and County aforesaid, and being by me first duly sworn did acknowledge, depose and say to me that he resides at 305 East 40th Street, New York, NY 10016, that he is a Vice President of The Sanwa Bank Limited, a banking corporation organized under the laws of Japan and one of the parties to the aforementioned legal instrument; that after being duly informed of the contents and import of such legal instrument he had signed such legal instrument as the Vice President of such entity indicated above; that he had signed the same in the name of and on behalf of such entity by the authority, order and resolution thereof; that he had signed his name thereto on behalf of said entity by like order; that the execution of said legal instrument was his free and voluntary act and deed of said entity for the consideration, purposes, and uses set forth in such legal instrument; that he had delivered such legal instrument to the other parties thereto as such; and that on behalf of said entity he had received a true copy of such legal instrument without charge.

**IN WITNESS WHEREOF**, I have signed and imprinted my official notarial seal on this acknowledgment in the State and County named above on the 7 day of March, 1996.

  
\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

Notary Seal

Print Name: \_\_\_\_\_

ELLEN WARREN  
Notary Public, State of New York  
No. [REDACTED]  
Qualified in New York County  
Commission Expires July 31, 1997

This instrument was prepared by:

Stephen R. Senie, Esq.  
Rosenman & Colin LLP  
575 Madison Avenue  
New York, New York 10022

STATE OF MARYLAND )  
 ) ss: Multistate Acknowledgment  
COUNTY OF MONTGOMERY )

Know all men by these presents that before me, the below-named Notary Public in and for the State and County named above duly commissioned to take acknowledgments, there personally appeared David J. Grissen who is personally known to me to be a person named in and who signed the legal instrument to which this acknowledgment is attached and which was produced to me in the State and County aforesaid, and being by me first duly sworn did acknowledge, depose and say to me that s/he resides at Silver Spring, MD, that s/he is a [Vice] President of Residence Inn by Marriott, Inc., a Delaware corporation and one of the parties to the aforementioned legal instrument; that after being duly informed of the contents and import of such legal instrument s/he had signed such legal instrument as the [Vice] President of such entity indicated above; that s/he had signed the same in the name of and on behalf of such entity by the authority, order and resolution thereof; that s/he had signed his/her name thereto on behalf of said entity by like order; that the execution of said legal instrument was his/her free and voluntary act and deed of said entity for the consideration, purposes, and uses set forth in such legal instrument; that s/he had delivered such legal instrument to the other parties thereto as such; and that on behalf of said entity s/he had received a true copy of such legal instrument without charge.

IN WITNESS WHEREOF, I have signed and imprinted my official notarial seal on this acknowledgment in the State and County named above on the 29<sup>th</sup> day of March, 1996.

Susan Levenson  
Notary Public

My commission expires: \_\_\_\_\_

Notary Seal

~~Susan Levenson  
Notary Public, State of Maryland  
My Commission Expires October 18, 1994~~

Print Name: \_\_\_\_\_

SUSAN LEVENSON  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires October 18, 1998

## EXHIBIT A

1. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Shelby County, Alabama at Book 220 Page 252 on January 3, 1989.
2. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Los Angeles County, California as Instrument No. 89-545850 on April 7, 1989.
3. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Orange County, California as Instrument No. 89-322426 on June 19, 1989 and re-recorded as Instrument No. 89-438320 on August 17, 1989.
4. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Orange County, California as Instrument No. 89-004552 on January 4, 1989.
5. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Palm Beach County, Florida at Official Records Book 5928 Page 1386 on January 6, 1989.
6. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Duval County, Florida at Official Records Book 6635 Page 2229 on January 4, 1989.
7. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Escambia County, Florida at Official Records Book 2645 Page 139 on January 3, 1989.
8. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Pinellas County, Florida at Official Records Book 6911 Page 1872 on January 5, 1989.
9. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn By Marriott, Inc. recorded in Lake County, Illinois at 2776540 on March 27, 1989.
10. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn By Marriott, Inc. recorded in Bossier Parish, Louisiana at 486042 on January 12, 1989.

11. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Essex County, Massachusetts at Book 10097 Page 8 on August 2, 1989.
12. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Kalamazoo County, Michigan at Liber 1421 Page 435 on August 3, 1989.
13. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in the First Judicial District of Hinds County, Mississippi at Book 3556 Page 660 on January 3, 1989.
14. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Clark County, Nevada at Book 890327 Inst 00224 on March 27, 1989.
15. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Santa Fe County, New Mexico at Book 636 Page 020 on January 4, 1989.
16. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Mecklenburg County, North Carolina at Book 5943 Page 96 on January 9, 1989.
17. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Guilford County, North Carolina at Book 3711 Page 2058 on January 4, 1989.
18. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Summit County, Ohio at Official Record Volume 176, Page 724 as Document No. 469827 on January 3, 1989.
19. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Chester County, Pennsylvania at Book 1393 Page 562 on January 4, 1989.
20. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Richland County, South Carolina at Book D-920 Page 68 on January 10, 1989.
21. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank

Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Spartanburg County, South Carolina at REM 1308 Page 577 on January 3, 1989.

22. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Shelby County, Tennessee as Instrument AW 1503 on January 3, 1989.
23. Subordination, Non-Disturbance and Attornment Agreement between The Sanwa Bank Limited, New York Branch and Residence Inn by Marriott, Inc. recorded in Lubbock County, Texas at \_\_\_\_\_ on January \_\_, 1989.

Inst # 1996-16893

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