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RECORDING REQUESTED BY AND  
WHEN RECORDED MAIL TO:

Latham & Watkins  
701 "B" Street, Suite 2100  
San Diego, California  
Attn: Jon Demorest, Esq.

MEMORANDUM OF LEASE

This Memorandum is made by and between HPT CW PROPERTIES TRUST, a Maryland real estate investment trust, (hereinafter "Landlord") and CANDLEWOOD LEASING NO. 1, INC., a Delaware corporation (hereinafter "Tenant") dated the 24 day of December, 1997, and is intended to comply with Sections 35-4-6 and 35-4-51.1. Code of Alabama.

RECITALS:

- 97120010/576/56K
- A. Landlord and Tenant entered into a Lease Agreement dated December \_\_, 1997 (the "Lease") with respect to certain property situated in the City of Hoover, Shelby County, Alabama, more particularly described in Exhibit A (the "Leased Premises");
  - B. Landlord and Tenant desire to enter into this Memorandum of Lease for the purpose of giving public notice of the existence of the Lease.

NOW, THEREFORE, for and in consideration of the premises and for other good and valuable consideration, all as more particularly set forth in the Lease, the receipt, sufficiency and adequacy of which are hereby acknowledged, Landlord and Tenant each intending to be legally bound, do hereby consent and agree as follows:

1. Subject in all respects to the terms and conditions in this Lease, Landlord hereby leases to Tenant, and Tenant hereby rents from Landlord, the Leased Premises, for an initial term of fourteen years from the 24 day of December, 1997 until December 31, 2011.
2. Landlord has granted to Tenant three consecutive fifteen year options to extend the terms of the Lease.
3. As more fully set forth in the Lease, the addresses of Landlord and Tenant for the purposes of notices, payments and other communications required to permitted thereunder are as follows:

Landlord at:

HPT CW Properties Trust  
400 Centre Street  
Newtown, Massachusetts  
Attention: John Murray

Tenant at:

Candlewood Leasing No. 1, Inc.  
9342 East Central  
Wichita, Kansas 67206  
Attention: Pamela Cloud

4. The Leased Premises under the Lease are more particularly described on Exhibit A attached hereto and incorporated by reference.

5. All of the terms, provisions, covenants and agreements contained in the Lease are incorporated herein by reference in the same manner and to the same extent as if all of such terms, provisions, covenants and agreements were expressly set forth herein; and nothing contained in this Memorandum shall be deemed, construed or implied to alter, modify or amend in any manner whatsoever any of the terms, provisions, covenants or agreements contained in the Lease.

6. Landlord and Tenant acknowledge that the information contained herein is true and correct and that they intend to place this Memorandum of record for the purpose of giving public notice of the Lease in accordance with Sections 35-4-6 and 35-4-51.1 Code of Alabama.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease to be executed as of the day and year first above written.

**LANDLORD:**

HPT CW PROPERTIES TRUST, a Maryland real estate investment trust

By: John A. Murray  
Its: President

**TENANT:**

CANDLEWOOD LEASING NO. 1, INC., a Delaware corporation

By: Pamela Cloud  
Its: ASSISTANT SECRETARY

EXHIBIT A

LEGAL DESCRIPTION OF THE PROPERTY

Lot 2D-1, according to the Map of The Resurvey of Lot 2D, Meadow Brook Corporate Park Phase I, as recorded in Map Book 21, page 92, in the Probate Office of Shelby County, Alabama.


COMMONWEALTH OF MASSACHUSETTS  
COUNTY OF SUFFOLK

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that John G. Murray, whose name as President of HPT CW Properties Trust, a Maryland Real Estate Investment Trust, is signed to the foregoing Memorandum of Lease, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, in such capacity and with full authority, executed the same voluntarily for and as the act of said real estate investment trust on the day the same bears date.

GIVEN under my hand and official seal this 24 day of December, 1997.

My commission expires:

Camille Balletto  
Notary Public  
My Commission Expires Sept. 13, 2002

  
Notary Public

[SEAL]

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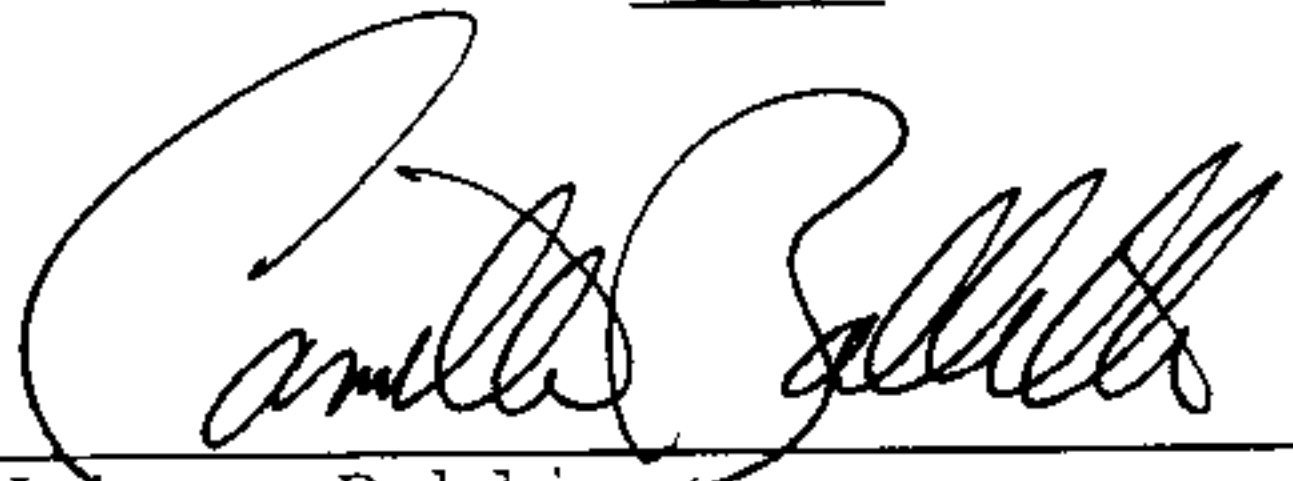
COMMONWEALTH OF MASSACHUSETTS  
COUNTY OF SUFFOLK

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that Pamela Cloud, whose name as Assistant Secretary of Candlewood Leasing No. 1, Inc. is signed to the foregoing Memorandum of Lease, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she, in such capacity and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

GIVEN under my hand and official seal this 24 day of December, 1997.

My commission expires:

Camille Balletto  
Notary Public  
My Commission Expires Sept. 13, 2002

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

[SEAL]

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Inst # 1998-03089

01/29/1998-03089  
03:48 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
343.50