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UDUT!	This SMANCING STATEMENT is presented to a Filing Officially
The Debtor is a transmitting utility and defined in ALA CODE 7-9-106(r). No. of Additional Sheets Presented:	This FINANCING STATEMENT is presented to a Filing Office State Ming pursuant to the Uniform Commercial Code.
Jennicopy or recorded original to:	THIS SPACE FOR USE OF FILING OFFICER Prop. # 424 - 4035,
Sulliven & Worcester LL?	166 453
One Post Office Square	
Boston, MA 02109	Birmingham, AL
Pre-paid Acct. #	
Candlewood Leasing No. 1, Inc.	
c/o Candlewood Hotel Company, Inc.	
Lekepoint Office Park	
9342 East Central Wichita, KS 67206	
nachare, me	
Social Security/Tax ID #	
2A. Name and Address of Debtor (IF ANY) (Last Name First if a Person)	
Social Security/Tax ID #	FILED WITH:
Additional debtors on attached UCC-E	
3. NAME AND ADDRESS OF SECURED PARTY) (Lest Name First if a Person)	4. ASSIGNEE OF SECURED PARTY (IF ANY) (Last Name First it a Person)
MYI CW Properties Trust	
c/o Rospitality Properties Trust	
400 Centre Street	
Newton, MA 02158	•
Social Security/Tax ID #	
Additional secured parties on attached UCC-E	
5. The Financing Statement Covers the Following Types (or items) of Property:	
All of the property described on Exhibit B at	``≜ •
related to the real property described on Exi	nible A, Both ade a mart hereof. SA Enter Code(s) From
Exhibits A and B being attached bereto and mo	Back of Form That
	Collateral Covered By This Filing:
	· · · · · · · · · · · · · · · · · · ·
Check X if covered: Products of Colleteral are also covered. 6. This statement is filed without the debtor's signature to perfect a security interest in colleteral	7. Complete only when filing with the Judge of Probate:
(check X, if so) already subject to a security interest in another jurisdiction when it was brought into this state.	The initial indebtedness secured by this financing statement is \$
aiready subject to a security interest in another jurisdiction when debtor's location changed to this state.	Mortgage tax due (15¢ per \$100.00 or fraction thereof) \$
which is proceeds of the original collateral described above in which a security interest is	indexed in the real astate mortgage records (Describe real estate and if debtor does not have an interest of record, give name of record owner in Box 5)
perfected. acquired after a change of name, identity or corporate structure of debtor	Signature(s) of Secured Party(les)
as to which the filing has lapsed.	(Required only if littled without debtor's Signature — see Box 6)
Catidlewood Leasing No. 1, Inc.	Signature(s) of Secured Party(ies) or Assignee
By: Signature(s) of Debtor(s)	
Signature(s) of Debtor(s)	Signature(s) of Secured Party(les) or Assignee.
Type Name of Individual or Business	Type Name of Individual or Business
(1) FILING OFFICER COPY - ALPHABETICAL (2) FILING OFFICER COPY-ACIGNOWLEDGEMENT (2) FILING OFFICER COPY - NUMERICAL (4) PILE COPY - SECURED	STANDARD FORM — UNIFORM COMMERCIAL CODE — FORM UCC-1 (8) PILE COPY DESTOR(3) Approved by The Secretary of State of Alliberta

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EXHIBIT A

Property Description

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.

EXHIBIT B

Description of Personal Property

All of Debtor's right, title and interest in and under or arising out of the Collateral (as hereinafter defined).

As used herein, "Collateral" shall mean all of the Tenant's right, title and interest in and under or arising out of all and any personal property, intangibles and fixtures of any type or description which constitute or arise from the operation, maintenance or repair of the property described on Exhibit A, together with any and all additions, replacements, products and proceeds, including, but not limited to, the following:

- (A) all goods, including, without limitation, the Equipment;
- (B) all of the Leased Intangible Property;
- (C) all Licenses; and
- (D) all other personal property or fixtures of any nature whatsoever which relate to the operation, maintenance or repair of the property described on Exhibit A and all property from time to time described in any financing statement signed by the Tenant naming the Secured Party as secured party.

As used herein, "Equipment" shall mean all structures, improvements, fixtures and items of machinery, equipment and other tangible personal property which constitute, arise from or relate to the operation, maintenance or repair of the property described on Exhibit A, together with all repairs, replacements, improvements, substitutions, extensions or renewals thereof or additions thereto, all parts, additions and accessories incorporated therein or affixed thereto, and all cash and non-cash proceeds therefrom.

As used herein, "Leased Intangible Property" shall mean all hotel licensing agreements and other service contracts, equipment leases, booking agreements and other arrangements or agreements affecting the ownership, repair, maintenance, management, leasing or operation of the property described on Exhibit A and leased to Debtor pursuant to the Lease; all books, records and files relating to the leasing, maintenance, management or operation of the property described on Exhibit A and leased to Debtor pursuant

to the Lease; all transferable or assignable permits, certificates of occupancy, operating permits, sign permits, development rights and approvals, certificates, licenses, warranties and guarantees, rights to deposits, trade names, service marks, telephone exchange numbers identified with the property described on Exhibit A and leased to Debtor pursuant to the Lease; and all other transferable intangible property, miscellaneous rights, benefits and privileges of any kind or character with respect to the property described on Exhibit A and leased to Debtor pursuant to the Lease; other than liquor licenses.

As used herein, "Licenses" shall mean all licenses, permits, rights of use, covenants or rights otherwise benefiting or permitting the use and operation of the property described on Exhibit A or any part thereof pertaining to the operation, maintenance or repair of the property described on Exhibit A.

As used herein, "Lease" shall mean that certain Lease Agreement, dated as of December ___, 1997 by and between Debtor, as tenant, and Secured Party, as landlord.

The security interest hereunder shall attach as soon as Debtor obtains any interests in any of the above-described property, irrespective of whether such above-described property thereafter becomes a fixture or is installed or affixed to other above-described property.

Notice is hereby given that the Secured Party, at its sole cost and expense, shall file, from time to time, Continuation Statements and such other instruments as will continue the effectiveness of the filing of this Financing Statement.

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