

CH REALTY VI/H FRANKLIN COOL SPRINGS, L.L.C.
3819 Maple Avenue
Dallas, Texas 75219

October 3, 2018

Via Overnight Delivery

City Administrator
City of Franklin
Office of the Mayor and City Administrator
109 Third Avenue South
Franklin, Tennessee 37064

Via Overnight Delivery

County Mayor
Williamson County
1320 West Main Street, Suite 125
Franklin, Tennessee 37064

Re: Conference Center Operating Agreement dated October 15, 1997 (as amended and assigned, the "**Operating Agreement**"), between the City of Franklin, Tennessee, and Williamson County, each a political subdivision of the state of Tennessee (collectively, the "**Municipalities**"), and CH Realty VI/H Franklin Cool Springs, L.L.C., a Delaware limited liability company ("**Operator**"), as successor-in-interest to Stormont Trice Management Corporation, a Georgia corporation, regarding property located in the City of Franklin, Williamson County, Tennessee; Capitalized terms used herein but not defined shall have the meaning set forth in the Operating Agreement

Ladies and Gentlemen:

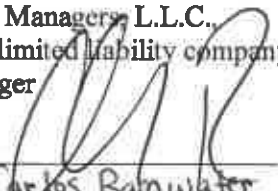
The purpose of this letter is to provide the Municipalities with notice of Operator's proposed sale its interest in the Hotel (the "**Sale**") to Chartwell Hospitality, LLC, a Delaware limited liability company, or its assigns ("**Buyer**") pursuant to an Agreement of Purchase and Sale dated September 6, 2018, between Operator and Buyer (the "**Purchase Agreement**"). The closing of the Sale (the "**Closing**") is currently scheduled for November 1, 2018, and pursuant to the Purchase Agreement, Operator intends to assign its interest in the Operating Agreement to Buyer on this date. Accordingly, Operator hereby requests assignment of the Operating Agreement to Buyer upon Closing.

Please feel free to contact Carlos Rainwater (214-661-8113 or crainwater@crowholdings.com) regarding any assignment requirement in Section 12.1 of the Operating Agreement that remains outstanding.

Sincerely,

CH REALTY VI/H FRANKLIN COOL SPRINGS, L.L.C.,
a Delaware limited liability company

By: Fund VI Managers, L.L.C.,
a Texas limited liability company
its manager

By: 
Name: Carlos Rainwater
Title: Vice President