

Purchase and Sale Agreement
Hilton San Diego Resort
1775 East Mission Bay Road

IN WITNESS WHEREOF, the undersigned have duly executed and delivered this Agreement as of the date first above written.

By: _____ EXHIBIT – DO NOT SIGN

Name: _____

Title: _____

By: _____ EXHIBIT – DO NOT SIGN

Name: _____

Title: _____

By: _____
Name: _____
Title: _____

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SCHEDULE A

1. Rate: \$0.22 per pound.

2. Term: The term of this Agreement (the "Term") shall be for ninety (90) days following the Close of Escrow, as that term is defined in the Purchase and Sale Agreement by and between LHO Mission Bay Rosie Hotel, L.P., a Delaware limited partnership and Hilton San Diego Corporation, a California corporation, dated October 31, 2005. Company acknowledges that the Term will in no event be renewed or extended.