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6789582  
11/13/97 4:02 PM 29.00  
NANCY WORKMAN  
RECORDER, SALT LAKE COUNTY, UTAH  
LANDMARK TITLE  
REC BY: R FRESQUES DEPUTY - WI

After recording please return to:

Thacher Proffitt & Wood  
Two World Trade Center  
New York, New York 10048  
Attention: Peter Mignone, Esq.

29  
6789582

CORPORATE ASSIGNMENT OF SUBORDINATE DEED OF TRUST  
(UTAH)

FOR VALUE RECEIVED, the undersigned hereby grants, sells, assigns, transfers and sets over without recourse to MORGAN STANLEY MORTGAGE CAPITAL, INC., a New York corporation, having a mailing address of 1585 Broadway, New York, New York 10036, all of the undersigned's right, title and beneficial interest under that certain Subordinate Deed of Trust dated November 13, 1997, executed by WEST TEMPLE LODGING ASSOCIATES, L.C.,\* Trustor(s), to LANDMARK TITLE COMPANY, Trustee(s) and SECORE FINANCIAL CORPORATION, as beneficiary, and recorded as instrument No. 6789579 on November 13, 1997, in Book       , Page        of the official records in the County Recorder's Office of Salt Lake County, Utah together with the note or notes therein described or referred to, the money due and to become due therein with interest, all rights accrued or to accrue under said Subordinate Deed of Trust. The subordinate deed of trust affects the following described property located in Salt Lake County,\*\* State of Utah:

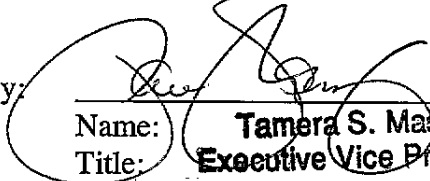
See Exhibit A Attached.

\* and PARKWAY LODGING ASSOCIATES, L.C., as  
\*\* and Utah County

Dated: November 13, 1997

ASSIGNOR:

SECORE FINANCIAL CORPORATION,  
a Pennsylvania corporation

By:   
Name: **Tamera S. Massey**  
Title: **Executive Vice President**

LTC #18504

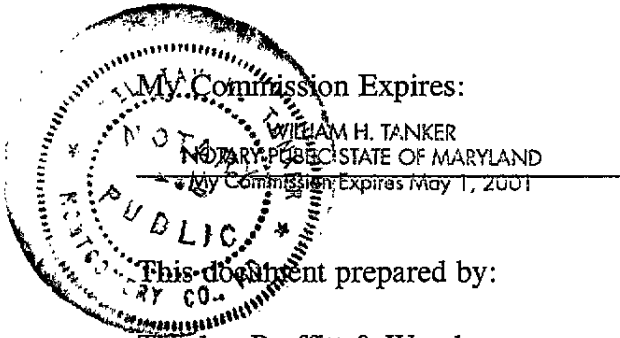
SK 7806 P60400

STATE OF Maryland )  
 : ss.  
COUNTY OF Montgomery )

On the 30<sup>th</sup> day of OCTOBER, 1997, personally appeared before me Tamara S. Massey, who being by me duly sworn, did say that he/she is the Exec. Vice President of SECORE FINANCIAL CORPORATION and that said instrument was signed in behalf of said corporation by authority of its by laws (or of a resolution of its board of directors, as the case may be), and said Tamara S. Massey acknowledged to me that said corporation executed the same.

William H. Tanker  
Notary Public  
Residing at: 1502 Baylon Ave.  
Rockville, Md. 20805

(Notarial Seal)



My Commission Expires:

WILLIAM H. TANKER  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires May 1, 2001

This document prepared by:

Thacher Proffitt & Wood  
Attention: Peter Mignone, Esq.  
Two World Trade Center  
New York, New York 10048

EXHIBIT "A"

UTAH COUNTY LAND

PARCELS 1, 2A, and 2B, inclusive are located in Utah County, State of Utah

Utah County PARCEL 1:

COMMENCING at a point on the East line of 200 West Street, Provo, Utah, said point being 1.0 foot East of the curb, which point is along North 730.96 feet and West 1406.59 feet from the East Quarter corner of Section 36, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence North 2°05'20" East along said street line 93.04 feet; thence South 89°50'40" East 243.14 feet; thence North 0°09'20" East 149.82 feet; thence South 89°50'40" East 34.19 feet; thence South 41°42'10" East along the Southerly right-of-way line of the Provo-Orem Diagonal, 8.70 feet; thence along the said right-of-way line, 249 feet more or less along the arc of a spiral curve, the chord of which bears South 47°53'20" East 248.86 feet; thence South 5°57'02" West 311.60 feet; thence North 89°52'16" West 197.00 feet; thence North 0°09'20" East 231.70 feet; thence North 87°54'40" West 243.02 feet to the point of BEGINNING.

Utah County PARCEL 2A:

An Easement for Ingress, Egress and Joint Parking as established by an instrument entitled AGREEMENT FOR INGRESS AND EGRESS AND JOINT PARKING, recorded October 25, 1995 in Book 3799, Page 868, Entry No. 72634, official records over the following described property.

COMMENCING at a point on the East line of 200 West Street, Provo, Utah, said point being 1.0 foot East of the curb, which point is also North 824.69 feet and West 1395.08 feet from the East quarter corner of Section 36, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence North 2°05'20" East along the East line of 200 West Street, 150.00 feet; thence South 89°50'40" East 238.11 feet; thence South 0°09'20" West 149.82 feet; thence North 89°50'40" West 243.14 feet to the point of BEGINNING.

Utah County PARCEL 2B:

An Easement for Ingress, Egress and Joint Parking as established by an instrument entitled DECLARATION AND AGREEMENT FOR INGRESS AND EGRESS AND CROSS PARKING, recorded December 7, 1995, in Book 3834, Page 603, Entry No. 84641, official records over the following described property.

COMMENCING at a point on the East line of 200 West Street, Provo, Utah said point being 1.0 foot East of the curb, which point is also North 491.09 feet and West 1414.36 feet from the East quarter corner of Section 36, Township 6 South, Range 2 East, Salt Lake Base and Meridian; thence North 1°48'20" East along the East line of 200 West Street, 197.91 feet; thence North 2°05'20" East along said street line, 42.09 feet; thence South 87°54'40" East 243.02 feet; thence South 0°09'20" West 232.46 feet; thence North 89°40'11" West 250.00 feet to the point of BEGINNING.

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EXHIBIT "B"

SALT LAKE COUNTY LAND

PARCELS 1 through 5, inclusive, are located in Salt Lake County, State of Utah

Salt Lake County PARCEL 1:

BEGINNING at the Southwest corner of Lot 2, Block 50, Plat "A", Salt Lake City Survey, and running thence North 89°58'00" East 115.50 feet; thence North 00°01'10" West 330.00 feet; thence South 89°58'00" West 115.50 feet; thence South 00°01'10" East 330.00 feet to the point of BEGINNING.

Salt Lake County PARCEL 2:

BEGINNING at the Southeast corner of Lot 3, Block 50, Plat "A", Salt Lake City Survey, and running thence South 89°58'00" West 64.00 feet to the East face of a brick building; thence North 00°06'00" East 62.30 feet along said East face to the brick building corner; thence North 00°01'10" West 102.70 feet; thence South 89°58'00" West 48.63 feet; thence North 00°01'10" West 164.25 feet; thence North 89°58'00" East 4.50 feet; thence North 00°01'10" West 0.75 feet; thence North 89°58'00" East 108.00 feet; thence South 00°01'10" East 330.00 feet to the point of BEGINNING.

Salt Lake County PARCEL 3:

BEGINNING at a point that is 7 rods South and North 89°58'00" East 165.00 feet from the Northwest corner of Lot 4, Block 50, Plat A, Salt Lake City Survey; thence North 00°01'10" West 67.5 feet; thence North 89°58'00" East 52.5 feet; thence South 00°01'10" East 67.5 feet; thence South 89°58'00" West 52.5 feet to the point of BEGINNING.

Salt Lake County PARCEL 4:

BEGINNING at a point 4 rods South of the Northwest corner of Lot 4, Block 50, Plat "A", Salt Lake City Survey, and running thence South 3 rods; thence East 10 rods; thence North 3 rods; thence West 10 rods to the place of BEGINNING.

Salt Lake County PARCEL 5:

BEGINNING at a point 4 rods South of the Northeast corner of Lot 4, Block 50, Plat "A", Salt Lake City Survey, and running thence West 10 rods; thence North 2 rods; thence East 68 feet, more or less, to the Southwest corner of property described in Warranty Deed recorded in the office of the County Recorder of Salt Lake County, Utah, as Entry No. 988433; thence following South line of property described in said Deed, East 97 feet, more or less, to point due North of beginning; thence South 2 rods to the place of BEGINNING.

LESS AND EXCEPTING THEREFROM the following described property:

BEGINNING at a point that is 2 rods South from the Northwest corner of Lot 4, Block 50, Plat "A", Salt Lake City Survey; thence North 89°58'00" East 68.00 feet; thence South 00°01'10" East 1.65 feet; thence North 89°58'00" East 97.00 feet; thence South 00°01'10" East 13.35 feet; thence South 89°58'00" West 165.00 feet; thence North 15.00 feet to the point of BEGINNING.

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THE COMBINED PERIMETER description of Salt Lake County PARCELS 1 through 5, inclusive, is as follows:  
BEGINNING at a point that is 48.00 feet South from the Northwest corner of Lot 4, Block 50, Plat "A", Salt Lake City Survey; and running thence North 89°58'00" East 217.00 feet; thence North 0°01'10" West 47.25 feet; thence North 89°58'00" East 4.50 feet; thence North 0°01'10" West 0.75 feet; thence North 89°58'00" East 263.50 feet; thence South 0°01'10" East 330.00 feet to the South line of Lot 2; thence South 89°58'00" West 179.50 feet; thence North 0°06'00" East 62.30 feet; thence North 0°01'10" West 102.70 feet; thence South 89°58'00" West 48.63 feet; thence North 0°01'10" West 49.50 feet; thence South 89°58'00" West 217.00 feet to the West line of Lot 4; thence North 0°01'10" West 67.50 feet to the point of BEGINNING.

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