

**Mr. Douglas Edgelow
Windsor Gateway, L.L.C.
2701 E. Camelback Road, Suite 175
Phoenix, AZ 85016**

Re: Hilton Garden Inn Phoenix

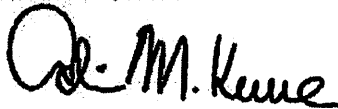
Dear Mr. Edgelow:

We have accepted the franchise application in lieu of a formal notice of intent to appoint Tristar Investment Company LLC I as the management company and our approval is based on this request. We are pleased to advise you that, as of the date hereof, the appointment of Tristar Investment Company LLC I (the "Management Company"), as the Management Company for the proposed Hilton Garden Inn hotel project referenced above (the "Hotel"), is hereby approved by Hilton Inns, Inc. ("Hilton Inns") on the express condition that a designated member of the Operations Support staff for Tristar Investment Company, LLC I and the General Manager (as approved by Hilton Inns), assigned to the Hotel attend and successfully complete Hilton Garden Inn University prior to opening of the Hotel. In connection with this approval, Hilton Inns hereby consents to Windsor Gateway, L.L.C. entering into a management agreement with the Management Company.

Please note that this approval is considered an endorsement by Hilton Inns and may be revoked at any time by Hilton Inns for failure by the Management Company to comply with the terms of the License Agreement to be entered into with respect to the Hotel or the Hilton Inns Operating Manual.

Very truly yours,

HILTON INNS, INC.



**By: _____
Adrian M. Kurre
Senior Vice President-Brand Management**

**Cc: Bill Fortier
Greg Francois
Dawn Beghi
Chris Wilroy
Alan Roberts
Patrick Dandino
Eileen Silver
Dawn Brannan**