

CONFIDENTIALITY AGREEMENT

The undersigned has been advised that the owner, 342 Hotel Associates, LLC ("Owner") through its agents SVN Interstate Auction and SVN Hamm & Company ("Agents") will provide certain information ("Confidential Information") in connection with the auction of and potential investment in the hotel property located at 8000 Virginia Smith Drive, Calcium (Watertown), NY 13616 ("Property").

The undersigned hereby acknowledges that it is a principal or investment advisor in connection with the possible purchase of the Property.

The Owner through its Agents may make such Confidential Information available to the undersigned upon execution of this Confidentiality Agreement. The Confidential Information is intended solely for your own limited use in considering whether to pursue bidding or negotiations for this transaction. This is not an agreement to sell the Property nor an offer of sale. No agreement binding upon the Owner or its Agents or any of its associated or affiliated companies, shall be deemed to exist, at law or equity, until the Owner of the Property enters into a formal binding agreement.

The Confidential Information contains detailed information pertaining to the business and affairs of the Property primarily from information supplied by the Owner. It does not purport to be all-inclusive or to contain all the information which a prospective purchaser may desire. Owner and its Agents makes no representation or warranty, expressed or implied, as to the accuracy or completeness of the Confidential Information and no legal liability is assumed or to be implied with respect thereto.

By executing this Confidentiality Agreement, you agree that the information provided is confidential, that you will hold and treat it in the strictest of confidence, and that you will not disclose or permit anyone else to disclose the information to any person, firm or entity without prior written authorization of the Owner or its Agents, except that the information may be disclosed to a registered prospect, employees, legal counsel and lenders or pursuant to a court order. You expressly agree not to contact any staff member at the Property unless by prior arrangement through the Agents or Owner. Owner and its Agents expressly reserve the right in their sole discretion to reject any or all proposals or expressions of interest in the Property and to terminate discussions with any party at any time with or without notice. If you do not wish to pursue negotiations, you hereby agree to return the Confidential Information to Owner's Agents.

Buyer agrees to submit any and all offers, purchase agreements and or lease agreements for the Property from Buyer or its affiliates directly to SVN Interstate Auction and SVN Hamm & Company. Buyer shall not contact the Owner directly or act either directly, indirectly, through any third parties including affiliates, clients, or other Brokers to circumvent the purpose of this Agreement or deprive Agents of their fees. Agents may solicit, represent, and accept offers for the Property from other potential buyers without obligation to Buyer.

ACCEPTED AND AGREED TO THIS ____ DAY OF _____, 2016.

Buyer's Signature: _____

Thomas M. Hamm
Thomas M. Hamm & Company, Inc.
d/b/a Sperry Van Ness/Hamm & Company
PO Box 16853
Stamford, CT 06905
Phone/ Fax: (203) 968-1800 / (203)329-9678
Email: Hammt@svn.com

Buyer's Name (Printed): _____

Company/Title: _____

Address: _____

City/State/Zip: _____

Phone: _____

Fax: _____

Email: _____

John L Johnson
SVN Interstate Auction Company
3300 Holcomb Bridge Rd, Ste 240
Norcross, GA 30092
Phone/Fax: 404-303-1232) / 404-303-7997
Email: Johnsonj@svn.com

Buyer's Broker Signature: _____

Buyer's Broker Name (Printed): _____

Company/Title: _____ Phone: _____ Email: _____

Address: _____ City/State/Zip: _____