

**LESSOR CONSENT TO THAT CERTAIN
ASSIGNMENT AND ASSUMPTION OF CONFERENCE CENTER LEASE
AGREEMENT**

WHEREAS, JHQ - SAN MARCOS DEVELOPMENT, LLC, a Missouri limited liability company ("Assignor") has agreed to sell, assign, transfer and convey to JDHQ HOTELS LLC, a Delaware limited liability company ("Assignee"), and Assignee has agreed to assume all of Assignor's right title and interest under that certain Conference Center Lease Agreement, dated as of September 10, 2007, by and between Assignor, as lessee, and THE CITY OF SAN MARCOS, TEXAS, a municipal corporation of the State of Texas and a home rule city, as lessor ("Lessor"), as amended from time to time (the "Conference Center Agreement").

Lessor hereby consents to the assignment of all of Assignor's right title and interest under the Conference Center Agreement to Assignee pursuant to the Assignment and Assumption of Conference Center Agreement ("Assignment") to which this consent ("Consent") is attached and confirms that the Conference Center Agreement shall continue in full force and effect as assigned to Assignee pursuant to the Assignment.

Except as expressly set forth in this Consent, this Consent shall not impose any additional liabilities or obligations on Lessor or otherwise affect any of the rights or remedies of Lessor under the Conference Center Agreement.

This Consent shall not constitute Lessor's consent to any further assignment, subletting or other transfer which requires Lessor's consent under the Conference Center Agreement.

Please send all future notices and correspondence related to the Ground Lease to the following address:

JDHQ HOTELS LLC
c/o Atrium Holding Company
2398 E. Camelback Road, Suite 1000
Phoenix, Arizona 85016
Attention: President

with a copy to:

JDHQ HOTELS LLC
c/o Atrium Holding Company
1144 Avenue of the Americas, 39th Floor
New York, NY 10036
Attn: General Counsel

and a copy to:

Kirkland & Ellis LLP
300 North LaSalle

Chicago, IL 60654
Attention: Andrew Small, P.C.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

Executed as of this ____ day of _____, 2018.

THE CITY OF SAN MARCOS, TEXAS,
a municipal corporation of the State of Texas

By: _____

Name: _____

Title: _____

