

CONFIDENTIALITY AGREEMENT

AMERICAS BEST VALUA INN
3901 Houston Hwy, Victoria. TX 77901

In connection with the possible sale (the "Proposed Transaction") of the property known as Americas Best Value Inn , MARATHON REAL ESTATE will provide certain information which is either non-public, confidential or proprietary (the "Evaluation Material") to the undersigned purchaser ("Purchaser") for evaluation. Purchaser agrees to treat the Evaluation Material as confidential.

Purchaser agrees that the Evaluation Material will be used solely to evaluate the Proposed Transaction, and that the Evaluation Material will be kept confidential by Purchaser and its affiliates. Purchaser will not disclose the Evaluation Material to any other party, provided, however, that it may be disclosed to Purchaser's directors, officers, employees, financing sources, affiliates, and advisors (collectively "Representatives"), as may be necessary in order for Purchaser to evaluate the Proposed Transaction.

The Evaluation Material shall continue to be your property and shall not be duplicated without prior written consent of Owner, except for internal use by Purchaser or its Representatives in evaluating the Proposed Transaction.

If Purchaser is served with a subpoena or order of any court or regulatory agency seeking disclosure of any Evaluation Material, Purchaser shall immediately notify Marathon Real Estate & Investment.

This agreement shall be binding upon Purchaser's successors and assigns and shall insure to the benefit of and be enforceable by your successors and assigns.

This agreement shall be governed by the laws of the state of Texas.

Signed and agreed by: _____

Name _____

Company Name _____