

## **ASSIGNMENT AND ASSUMPTION OF CONTRACTS**

THIS ASSIGNMENT AND ASSUMPTION OF CONTRACTS, made as of September 6, 2007 (this "Assignment"), by and between ACCOR NORTH AMERICA, INC., a Delaware corporation, having an address at 4001 International Parkway, Carrollton, Texas 75007 ("Assignor") and RED ROOF INNS, INC., a Delaware corporation, having an address at 4001 International Parkway, Carrollton, Texas 75007 ("Assignee").

WHEREAS, IBL Limited, LLC (the "Seller") and WRRH Investments LP (the "Buyer") have entered into the Stock Purchase Agreement dated as of April 23, 2007, as amended by the First Amendment to Stock Purchase Agreement dated as of June 27, 2007, as further amended by the Second Amendment to Stock Purchase Agreement dated as of August 28, 2007 (as amended, the "Purchase Agreement"), pursuant to the terms of which the Seller has agreed to sell all of the shares of Assignee to the Buyer.

WHEREAS, pursuant to the terms of the Purchase Agreement, Assignor desires to assign to Assignee, and Assignee desires to accept such assignment from Assignor, all of the Assignor's right, title and interest in and to the Contracts identified on Schedule A attached hereto (collectively, "Contracts"), to the extent same are assignable.

NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which hereby are acknowledged, Assignor and Assignee hereby agree as follows:

1. On the date hereof, Assignor hereby irrevocably transfers and assigns to Assignee all of Assignor's right, title and interest in, under and to all of the Assigned Contracts. Except as otherwise expressly set forth in this Assignment, this Assignment is made without warranty or representation by, or recourse against, Assignor of any kind whatsoever.
2. On the date hereof, Assignee hereby assumes all of Assignor's duties, liabilities and obligations under the Assigned Contracts in accordance with their respective terms and agrees to pay and perform all obligations thereunder.
3. The terms and conditions of the Assigned Contracts shall be binding upon and shall inure to the benefit of Assignee upon the execution and delivery of this Agreement by Assignor and Assignee.
4. Each party agrees to execute such other and further instruments and documents as may be reasonably necessary or proper in order to consummate the transaction contemplated by this Assignment.
5. This Assignment shall be binding upon and inure to the benefit of each of the parties hereto and their successors and assigns.
6. This Assignment may be executed in counterparts which when taken together shall constitute a single original.

7. THIS ASSIGNMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAW OF THE STATE OF NEW YORK, WITHOUT GIVING EFFECT TO THE CONFLICTS OR CHOICE OF LAW PRINCIPLES OF SUCH STATE, EXCLUDING THE PROVISIONS OF NEW YORK GENERAL OBLIGATIONS LAW §5-1401.

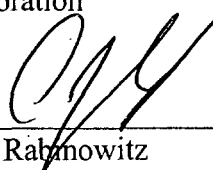
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IN WITNESS WHEREOF, the parties hereto have signed this Assignment as of the date first above written.

**ASSIGNOR:**

ACCOR NORTH AMERICA, INC., a  
Delaware corporation

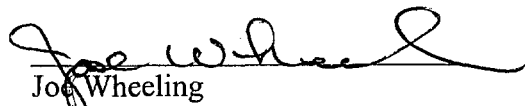
By:

  
\_\_\_\_\_  
Alan J. Rabinowitz  
Executive Vice President, General Counsel and  
Secretary

**ASSIGNEE:**

RED ROOF INNS, INC., a  
Delaware corporation

By:

  
\_\_\_\_\_  
Joe Wheeling  
Executive Vice President & Chief Operating Officer

## Schedule A

### Contracts

1. Master Agreement (Products and Services) by and between Federal Heath Sign Company ("Federal") and ANA dated November 1, 2004, as amended by the Amendment to the Master Agreement by and between Federal and ANA dated September 19, 2005.
2. Cellular Telephone Antenna Site Agreement, dated October 1, 1992 between Accor North America, Inc. as successor in interest to Richmond Hotel, as landlord, and Chicago SMSA Limited Partnership, as tenant, as amended by First Amendment to Cellular Telephone Antenna Site Agreement dated March 1, 2004 with respect to Red Roof Inn #7281.
3. Site Access Telecommunications Lease, dated July 1, 2002 between Accor North America, Inc. formerly known as Accor Economy Lodging, Inc., , as landlord, and VoiceStream PCS III Corporation, as tenant, with respect to Red Roof Inn #7304.