

Final Agreement

SETTLEMENT AGREEMENT AND MUTUAL RELEASES

THIS AGREEMENT entered into this 16th day of November, 1982, by and between OHIO INNS, INC., ("Ohio Inns"), DOUGLAS C. RUTH ("Ruth"), ASSOCIATED INN-VESTORS MANAGEMENT, INC., INNTEX, THE COLLVER-MILLER COMPANY, and OHIO DEPARTMENT OF NATURAL RESOURCES ("ODNR").

WHEREAS, each party has asserted claims and counterclaims against the other including but not limited to litigation pending in the Franklin County Common Pleas Court under Case Number C82-CV-07-4484; and

WHEREAS, Ohio Inns operates certain state park lodge facilities under contracts with ODNR and is desirous of assigning said contracts to CANTEEN CORPORATION ("Canteen"); and

WHEREAS, the parties are desirous of a complete resolution of their claims, counterclaims and contracts;

1. Upon the date that ODNR executes the assignments of the contracts for Hueston Woods, Burr Oak and Shawnee State Parks from Ohio Inns to Canteen, Ohio Inns shall pay to ODNR the sum of One Hundred Seventy-Seven Thousand Dollars (\$177,000.00) either by paying that sum directly to ODNR by certified check or by releasing said sum from the various guarantee and advance deposit funds which have been set up pursuant to the state park lodge contracts presently or previously held by Ohio Inns, and the orders of the Geauga County Court of Common Pleas in Case No. 80 M 335. In the event that the amount of such guarantee and deposit funds exceeds One Hundred Seventy-Seven Thousand Dollars (\$177,000.00), any such funds in excess of said amount shall be promptly returned to Ohio Inns.

2. Upon ODNR's receipt of the One Hundred Seventy-Seven Thousand Dollars (\$177,000.00) from Ohio Inns referred to in paragraph 1, the pending litigation in the Franklin County Common Pleas Court and/or Ohio Court of Claims captioned State of Ohio, et al. vs. Ohio Inns, Inc., et al. (#C82-CV-08-4484 and 82-05745-PR) shall be dismissed with prejudice as to all claims and counterclaims of each party.

3. Upon execution by all parties of the contract assignments to Canteen Corporation, ODNR shall release, waive and hold harmless Ohio Inns and Douglas C. Ruth from any and all claims relating to Ohio Inns' operations as Concessionaire under the various state contracts except that all of the following claims are not waived:

- a. Claims for rent owed by Ohio Inns to ODNR for the month of October, 1982 for operations under any contract.
- b. Claims for any rent owed by Ohio Inns to ODNR for that portion of the month of November, 1982, prior to the time that Canteen takes possession of the facilities pursuant to the assignments of the contracts.
- c. Claims for improper administration of the Maintenance and Repair Funds at the various facilities for the month of October, 1982 and that portion of the month of November, 1982 prior to the time that Canteen takes possession of the facilities pursuant to the assignments of the contracts.
- d. Any unfulfilled obligation of Ohio Inns under any of the contracts arising subsequent to September 30, 1982 and prior to the time that Canteen takes possession of the facilities pursuant to the assignments of the contracts.

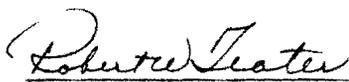
e. Any claims that originate by the filing of an action by a third party against ODNR and/or Ohio Inns.

4. That subject to paragraph 3 the parties hereby mutually release, waive, and hold harmless any claim, counterclaim, cause of action which any party has or has ever had against the other or any of their agents, servants, and employees. Such claims are forever barred and released.

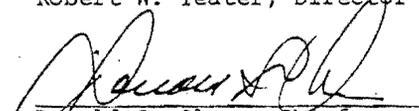
5. This Agreement shall be binding upon each party and their heirs, successors and assigns.

Ohio Department of Natural Resources

Ohio Inns, Inc.


Robert W. Teater, Director


Douglas C. Ruth, President


Donald G. Olson, Chief
Division of Parks


Douglas C. Ruth
Individually

APPROVED AS TO FORM:

Associated Inn-vestors Management, Inc.

WILLIAM J. BROWN
ATTORNEY GENERAL OF OHIO

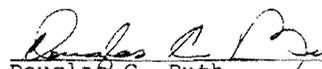

Douglas C. Ruth

BY: 
STEPHEN P. SAMUELS
Assistant Attorney General

Inntex


Douglas C. Ruth

The Collver-Miller Company


Douglas C. Ruth