STATE OF NEW YORK
COUNTY OF NEW YORK

The actual consideration for this transfer is $0.00

Affiant

Subscribed and sworn to before me this 11 day of MAY, 2004.

Notary Public

My Commission Expires:

BRIAN P. MCGUINNESS
NOTARY PUBLIC, State of New York
No. 01MC6080118
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires September 28, 2006

Davidson County DEEDQC
Recvd: 05/21/04 08:07 5pgs
Fees:27.00 Taxes:0.00
20040521-0059704

Document prepared by: I. Erwin Dweck, Esq. @ Simpson Thacher & Barlett LLP
425 Lexington Ave, NY, NY 10017
Record and Return to: Attn: Richard King / N04-2659
Title Associates Inc.
825 Third Ave., 12th Fl., New York, NY 10022

ESA Site #:
305

Real property tax bills to be sent to Grantee

c/o Blackstone Real Estate Acquisitions IV L.L.C., 345 Park Avenue, New York, New York 10154, Attn: Tax Department

Instrument
Quitclaim Deed

Dated:
As of the notary date, but effective as of 5 / 11 /04

Grantor:
ESA 0305, INC., a Tennessee corporation, c/o Extended Stay America, Inc. 100 Dunbar Street, Spartanburg, South Carolina 29306

Grantee:
BRE/ESA PROPERTIES L.L.C., a Delaware limited liability company, c/o Blackstone Real Estate Acquisitions IV L.L.C., 345 Park Ave, NY, NY 10154

Map 118-D Parcels 13-15 (Williamson Co.)

1008759.1

Nature of Instrument:

This Instrument is a conveyance (a) in which Grantee is a wholly owned affiliate of Grantor, (b) with no change in beneficial interest, and (c) without monetary consideration of any kind whatsoever other than the nominal consideration recited hereinafter.

Witnesseth:

That the Grantor, in consideration of the sum of $1, the receipt and sufficiency of which are hereby acknowledged, does hereby quitclaim and convey unto Grantee, its successors and assigns, all of Grantor's estate, right, title and interest in and to that certain plot, piece or parcel of land (together with the buildings and improvements thereon erected) described on Schedule A hereto (the "Premises").

Together with:

All right, title and interest (if any) of Grantor in and to any streets and roads abutting the Premises to the center line thereof, as well as any gaps, strips or gores on, around or within the Premises;

Together with:

All right, title and interest (if any) of Grantor in and to any hereditaments and appurtenances, and all of the estate and rights of Grantor;

This is improved property known as:

9020 Church Street East, Brentwood, Tennessee

In Witness Whereof:

The undersigned, by its duly elected officer and pursuant to proper authority has duly executed, acknowledged and delivered this instrument as its true act and deed.

Grantor:

ESA 0305, INC.,
a Tennessee corporation

By: _____
Name: Alan Miyasaki
Title: Vice President

State of NY

County of NY

Multi-State Corporate Acknowledgment:

On 5/11/04, before me, personally appeared Alan Miyasaki personally known and acknowledged himself / herself to me (or proved to me on the basis of satisfactory evidence) to be the Vice President of Grantor and that, as such officer, being informed of the contents, duly sworn, and authorized to do so pursuant to its bylaws or a resolution, executed, subscribed and acknowledged the due execution of the foregoing instrument for the purposes therein contained, by signing the name of Grantor by himself / herself in his / her authorized capacity as such officer as his / her free and voluntary act and deed and the free and voluntary act and deed of said Grantor.

If this instrument was executed in NY and affects real property outside NY, the following is the prescribed NY statutory form of acknowledgment and is supplemental to the foregoing acknowledgment, OR if this instrument was executed in NY or CA and affects real property in NY or CA, the following is the prescribed NY & CA statutory form of acknowledgment and supercedes the foregoing acknowledgment:

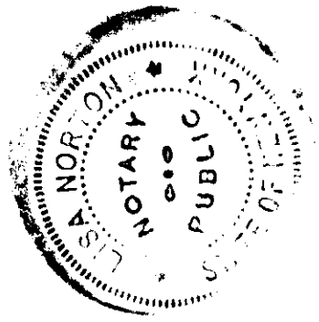
On 5/11/04, before me, the undersigned, a Notary Public in and for said State, personally appeared Alan Miyasaki, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his / her / their capacity(ies), and that by his / her / their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Witness my hand and official seal.

Notary Public

My Commission Expires:

LISA NORTON
NOTARY PUBLIC, State of New York
No. 01NO6105640
Qualified in Kings County
Commission Expires August 8, 2008



Schedule A

The Premises

- see annexed –

Being the same property conveyed to Grantor by deed of record in Book 1015 page 622 Book 1377, pg 781 ROWC, Jr, ~~instrument number _____~~, ROD C, Jr. Register's Office for said County.

Schedule A

Being that piece, parcel or tract of land located in both Davidson and Williamson Counties in the City of Nashville and Brentwood, Tennessee.

Beginning at an iron pin found at the southeastern corner of Lot 3 of the Martha Marr Subdivision at the southwestern corner of Kelso property and running with the northern right-of-way of Church Street East for five calls-to-wit: N. 87 deg. 49'28" W. for 138.29 feet to an iron pin found; thence, N. 87 deg. 15'04" W. for 138.04 feet to an iron pin found; thence S. 08 deg. 40'14" E. for 5.43 feet to a point; thence a curve to the left with a chord bearing of S. 74 deg. 49'35" W for 61.50 feet (R=271.49 feet; L=61.63 feet; Delta=13-00-25) to a point; thence a curve to the right with a chord bearing of N. 71 deg. 32'11" W for 32.23 feet (R=25.00 feet; L=35.02 feet; Delta=80-15-43) to a point on the eastern right-of-way of Summit View Place (a.k.a. Church Court) for three calls-to-wit: N. 31 deg. 23'08" W. for 21.28 feet to a point (passing iron pin set at 17.63 feet); thence a curve to the right with a chord bearing of N. 15 deg. 22' 08" W. for 117.93 feet (R=213.73 feet; L=119.48; Delta=32-01-50) to an iron pin set; thence N. 03 deg. 35'43" E. for 201.39 feet to a point; thence leaving Summit View Place and running with property of Brentwood Villa Phase Two and the northern boundary of lots 1, 2 and 3 of Martha Marr Subdivision S. 87 deg. 04'31" E. for 414.61 feet to an iron pin set; thence with property of Kelso (D.B. 1010, page 126) S. 03 deg. 30' 55" W. for 312.92 feet to an iron pin found which is the Point of Beginning, according to survey made by Freeland - Clinkscales & Associates, Inc. RLS No. TN 1640, dated September 29, 1995, revised November 17, 1995..

Property consists of Lots 1, 2 and 3 of the Martha Marr Subdivision less a portion on the western boundary of Lot 1 transferred to the City of Brentwood plus a portion on the southern boundary of Lot 1 transferred to Beasley and Cramer by the City of Brentwood.

Being the same property conveyed to ESA 0305, Inc., a Tennessee corporation, by deed from Kent C. Cramer and Elisabeth G. Beasley and Ed A. Beasley, Jr., of record in Book 1377, page 781, Register's Office, Williamson County, Tennessee, and in Book 10154, page 622, Register's Office, Davidson County, Tennessee.

TA#392
ESA#305
9020 Church St. East, Brentwood, TN