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 8th day of October, 2004.

Notary Public

KATHRYN FORD DALLMEYER
NOTARY PUBLIC, State of New York
No. 01DA6079773
Qualified in New York County
Commission Expires Sept. 3, 2010

My Commission Expires:

Davidson County DEEDQC
Recvd: 11/15/04 14:37 11pgs
Fees:57.00 Taxes:0.00
20041115-0136967

Prepared by: Amy Abbazia, Esq. @ Simpson Thacher & Bartlett
425 Lexington Avenue, NY, NY 10017

Record & Return To: Kristen Simat @ Title Associates
[N04-2733] 825 Third Ave, 12th Fl, NY, NY 10022

Control No.: 92
Property Code: BW

Real property tax bills to be sent to Grantee

Address: c/o The Blackstone Group, 345 Park Avenue, New York, New York 10154, Attn: Tax Department

Map 160, Parcels 183, 208 and 229
Map 171, Parcels 138 and 160

Instrument:
Quitclaim Deed

Dated:
As of the notary date, but effective as of 10/8/04

Grantor:
Prime Hospitality L.L.C., a Delaware limited liability company (f/k/a BREP IV Hotels Acquisition L.L.C., a Delaware limited liability company, successor by merger to Prime Hospitality Corp., a Delaware corporation, successor by merger to Suites of America, Inc., a Delaware corporation) See Exhibit "A" attached certificates of name change and merger

Address: c/o The Blackstone Group, 345 Park Avenue, New York, New York 10154

Grantee:
BRE/AmeriSuites Properties L.L.C., a Delaware limited liability company, c/o The Blackstone Group, 345 Park Ave, New York, New York 10154.

Nature of Conveyance and Consideration:

This Instrument is a conveyance (a) in which Grantee is a wholly owned subsidiary 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 unto Grantee, its successors and assigns, all of Grantor's 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:

202 Summit View Drive, Brentwood, Tennessee 37027

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:

Prime Hospitality L.L.C.,
a Delaware limited liability company (f/k/a BREP IV Hotels Acquisition L.L.C., a Delaware limited liability company, successor by merger to Prime Hospitality Corp., a Delaware corporation, successor by merger to Suites of America, Inc., a Delaware corporation)

By: _____

Name: Alan Miyasaki

Title: Vice President Vice President
Assistant Secretary

State of New York

County of New York

On 10/ 8 /04, before me, the undersigned officer, personally appeared Alan Uyasaki, personally known and acknowledged himself to me (or proved to me on the basis of satisfactory evidence) to be the VP & Asst Sec of Prime Hospitality L.L.C. (the "LLC") and that as such officer, being authorized to do so pursuant to its LLC Agreement, executed, subscribed and acknowledged the foregoing instrument for the purposes therein contained, by signing the name of LLC by himself in his authorized capacity as such officer as his free and voluntary act and deed and the free and voluntary act and deed of said LLC.

(A) To the extent this instrument was executed in the State of New York and affects real property outside the State of New York, the following is the prescribed New York statutory form of acknowledgment and is supplemental to the foregoing acknowledgment, (B) to the extent this instrument was executed in the State of New York and affects real property in the State of New York, the following is the prescribed New York statutory form of acknowledgment and supercedes the foregoing acknowledgment:

On 10 / 8 /04, before me, the undersigned, a Notary Public in and for said State, personally appeared Alan Uyasaki, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Witness my hand and official seal.

Notary Public

KATHRYN FORD DALLMEYER
NOTARY PUBLIC, State of New York
No. 01DA6079773
Qualified in New York County
Commission Expires Sept. 3, 2006

My Commission Expires:

KATHRYN FORD DALLMEYER NOTARY PUBLIC STATE OF NEW YORK

Schedule A

The Premises

Tract One - Fee Property

Being a parcel of land in Nashville, First Civil District, Thirty-Second Councilmanic District, Davidson County, Tennessee, located on the southerly side of Old Hickory Boulevard, between Interstate 65 and Stone Brook Drive being Lot No. 2, as shown on the plan of Section 2 and Resubdivision Section 1, The Summit, as of record in Book 7900, page 2, Register's Office of Davidson County, Tennessee, and being more particularly described as follows according to a survey of Wendell H. Talley, Sr. (Tennessee No. 785) of Barge, Waggoner, Sumner and Cannon dated June 24, 1992 (File No. 4531-11):

BEGIN at a concrete monument in the westerly right-of-way line of Stone Brook Drive, said monument being northerly 140 feet more or less from the centerline, as extended, of Fox Ridge Drive;

THENCE, leaving said right-of-way line with the common line between Lot Nos. 1 and 3 as shown on said plan of The Summit the following calls: N 65°24'34" W 150.09 feet to a concrete monument; N 20°30'00" W 118.55 feet to an iron pin; with a curve to the left 272.90 feet to an iron pin, the true point of beginning of the herein described parcel, said curve having a central angle of 39°35'07", a radius of 395.00 feet, a tangent of 142.15 feet and a chord of N 40°17'35" W 267.51 feet;

THENCE, with the northerly line of said Lot No. 3, with a curve to the left 140.00 feet to an iron pin, said curve having a central angle of 20°18'27", a radius of 395.00 feet, a tangent of 70.74 feet and a chord of N 70°14'22" W 139.27 feet;

THENCE, leaving said line with a common line to Lot No. 1, as shown on said plan of The Summit, N 39°20'33" W 303.03 feet to an iron pin;

THENCE, continuing with said common line with a curve to the right 545.00 feet to an iron pin, said curve having central angle of 46°15'40", a radius of 675.00 feet, a tangent of 288.34 feet and a chord of N 80°37'02" E 530.32 feet;

THENCE, continuing with said line with a curve to the right 10.43 feet to an iron pin, said curve having a central angle of 02°17'58", a radius of 260.00 feet, a tangent of 5.22 feet and a chord of S 75°06'09" E 10.43 feet;

THENCE, continuing with said line S 29°54'50" W 421.35 feet to the point of beginning.

Property Code: BW
JDE #: 1060
202 Summit View Drive
Brentwood, TN 37027

Containing 119,326 square feet or 2.74 acres more or less.

Being a part of the property conveyed to Fairfield Development III, Inc. from SuiteMark Tennessee Development, Inc., by deed of record in Book 8194, page 184, Register's Office of Davidson County, Tennessee.

Tract Two - Easements

The twenty (20) foot public drainage easement, access easements, slope easements and public utility easements as set forth on the Plat of Section 2 and Resubdivision Section 1 The Summit, of record in Book 7900, page 2, Register's Office for Davidson County, Tennessee, and as set forth in the deed of record in Book 7980, page 608, said Register's Office.

Being the remaining property conveyed to Fairfield Development III, Inc. from SuiteMark Tennessee Development, Inc., by deed of record in Book 8194, page 184, Register's Office for Davidson County, Tennessee.

Being the same property conveyed to Suites of America, Inc. by deed of record in Book 8740, page 780, Register's Office, Davidson County, Tennessee. By Certificate of Ownership and Merger of record in Book 9927,page 281, Register's Office, Davidson County, Tennessee, Suites of America, Inc. merged into Prime Hospitality Corp.

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "BREP IV HOTELS ACQUISITION L.L.C.", CHANGING ITS NAME FROM "BREP IV HOTELS ACQUISITION L.L.C." TO "PRIME HOSPITALITY L.L.C.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF OCTOBER, A.D. 2004, AT 9:34 O'CLOCK A.M.

3840870 8100

040773155

Harriet Smith Windsor

AUTHENTICATION: 3436488

Harriet Smith Windsor, Secretary of State

DATE: 10-26-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:34 AM 10/08/2004
FILED 09:34 AM 10/08/2004
SRV 040726932 - 3840870 FILE

AMENDED AND RESTATED CERTIFICATE OF FORMATION OF BREP IV HOTELS ACQUISITION L.L.C.

THIS Amended and Restated Certificate of Formation of BREP IV Hotels Acquisition L.L.C. (the "LLC"), dated as of October 8, 2004, has been duly executed and is being filed by the undersigned, as an authorized person in accordance with the provisions of 6 Del. C. § 18-208, to amend and restate the original Certificate of Formation of the LLC which was filed on August 10, 2004, with the Secretary of State of the State of Delaware (the "Certificate"), to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

The Certificate is hereby amended and restated in its entirety to read as follows:

1. Name. The name of the limited liability company continued hereby is Prime Hospitality L.L.C.

2. Registered Office. The address of the registered office of the LLC in the State of Delaware is c/o National Registered Agents, Inc., 9 East Loockerman Street, Suite 1B, Dover, Kent County, Delaware 19901.

3. Registered Agent. The name and address of the registered agent for service of process on the LLC in the State of Delaware is National Registered Agents, Inc., 9 East Loockerman Street, Suite 1B, Dover, Kent County, Delaware 19901.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation as of the date first-above written.

Name: Jonathan D. Gray
Authorized Person

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PRIME HOSPITALITY CORP.", A DELAWARE CORPORATION,

WITH AND INTO "BREP IV HOTELS ACQUISITION L.L.C." UNDER THE NAME OF "BREP IV HOTELS ACQUISITION L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF OCTOBER, A.D. 2004, AT 9:16 O'CLOCK A.M.

3840870 8100M

040773142

Harriet Smith Windsor

AUTHENTICATION: 3436486

Harriet Smith Windsor, Secretary of State

DATE: 10-26-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:16 AM 10/08/2004
FILED 09:16 AM 10/08/2004
SRV 040726925 - 3840870 FILE

CERTIFICATE OF MERGER
OF
PRIME HOSPITALITY CORP.
INTO
BREP IV HOTELS ACQUISITION L.L.C.

(Under Section 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Delaware Limited Liability Company Act)

The undersigned limited liability company formed and existing under and by virtue of the Delaware Limited Liability Company Act, 6 Del. C. § 18-101, et seq. (the "LLC Act"),

DOES HEREBY CERTIFY THAT:

FIRST: The name and jurisdiction of organization and formation of each of the constituent entities which is to merge are as follows:

Name	State
Prime Hospitality Corp.	Delaware
BREP IV Hotels Acquisition L.L.C.	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the provisions of (i) Section 264(c) and Section 228 of the General Corporation Law of the State of Delaware, 8 Del. C. §101, et seq., and (ii) Section 18-209 of the LLC Act.

THIRD: The name of the surviving Delaware limited liability company is BREP IV Hotels Acquisition L.L.C.

FOURTH: The merger of Prime Hospitality Corp. with and into BREP IV Hotels Acquisition L.L.C. shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement and Plan of Merger is on file at a place of business of the surviving Delaware limited liability company. The address of such place of business of the surviving Delaware limited liability company is located at 345 Park Avenue, New York, New York 10154.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving Delaware limited liability company, on request and without cost, to any stockholder of Prime Hospitality Corp. or any member of BREP IV Hotels Acquisition L.L.C.

IN WITNESS WHEREOF, BREP IV Hotels Acquisition L.L.C., as the surviving domestic limited liability company, has caused this Certificate of Merger to be signed as of the 8th day of October, 2004.

BREP IV Hotels Acquisition L.L.C.

By: _____
Name: Jonathan D. Gray
Title: Senior Managing Director
and Vice President