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, 2004

My Commission Expires:

Davidson County DEEDQC
Recvd: 11/15/04 14:57 11pgs
Fees:57.00 Taxes:0.00
20041115-0136971

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.: 95
Property Code: NE

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 62, Parcels 107 and 163

Instrument:
Quitclaim Deed

Dated:
As of the notary date, but effective as of 10/6/04

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:

220 Rudy's Circle, Nashville, Tennessee 37214

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 Miyasaki, 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 Miyasaki, 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

My Commission Expires:

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

KATHRYN FORD DALLMEYER NOTARY PUBLIC STATE OF NEW YORK

Schedule A

The Premises

Tract 1:

Being Lot 2 as shown on the plat of Rudys Farm of record in Book 7900, page 35, Register's Office of Davidson County, Tennessee, and being more particularly described as follows according to a survey of Barge, Waggoner, Sumner & Cannon, Inc. dated November 30, 1989 (File No. 11494):

Being a parcel of land in the First Civil District of Nashville, Davidson County, Tennessee, being a portion of Rudy's Farm, located north of McGavock Pike, west of Music Valley Drive and being more particularly described as follows:

BEGINNING at a point in the westerly margin of a proposed road, said point being the southeast corner of the property;

THENCE, leaving said westerly margin of proposed road as follows:

N 74° 38' 36" W, 148.28 feet to a point,

N 29° 38' 36" W, 35.36 feet to a point,

N 74° 38' 36" W, 244.87 feet to a point,

N 15° 17' 04" E, 326.70 feet to a point in the southerly line of Fiddler's Inn, Inc., of record in Book 6351, Page 342, Register's Office for Davidson County, Tennessee;

THENCE, with said southerly line, S 74° 42' 56" E, 265.40 feet to a point;

THENCE, as follows:

S 15° 17' 04" E, 263.46 feet to a point,

S 27° 35' 08" E, 66.35 feet to a point,

S 74° 38' 36" E, 110.00 feet to a point in the westerly margin of the proposed road;

THENCE, with said westerly margin and a curve to the left 41.23 feet, said curve having a central angle of 47° 14' 52", a radius of 50.00 feet and a chord of S 18° 45' 05" W, 40.07 feet to the point of beginning.

Containing 94,090 square feet or 2.16 acres, more or less.

Tract 1: Being the same property conveyed to Suites of America, Inc., by deed of record in Book 8295, page 161, Register's Office, Davidson County, Tennessee.

Property Code: NE
JDE #: 1062
220 Rudy's Circle
Nashville, TN 37214

Tract 2: A ONE-FIFTH (1/5) UNDIVIDED INTEREST ONLY in and to the following described property:

Being Lot 4 as shown on the Plat of Rudys Farm, as of record in Book 7900, page 35, Register's Office for Davidson County, Tennessee, to which plat reference is hereby made for a more complete description.

Being the same property conveyed to Suites of America, Inc., by deed of record in Book 8298, page 966, Register's Office, Davidson County, Tennessee.

INCLUDED in the above-described Tract 2 BUT SPECIFICALLY EXCLUDED therefrom is that parcel of land conveyed to the State of Tennessee by Special Warranty Deed of record in Book 10352, page 790, Register's Office, Davidson County, Tennessee.

By Certificate of Ownership and Merger recorded in Book 9927, page 281, Register's Office, Davidson County, Tennessee, Suites of America, Inc., merged into Prime Hospitality Corp., a Delaware corporation.

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