Address New Owner:	Map-Parcel Numbers:	Send Tax Bills To:
2711 North Haskell Avenue, Suite 1700, Dallas, Texas 75204 Attention: Legal Department	062-00-0-163	Owner
This instrument prepared by: Bradley Arant Boult Cummings LLP (apc) 1600 Division Street, Suite 700, Nashville, TN 37203		

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, BRE/AMERISUITES PROPERTIES L.L.C., a Delaware limited liability company, (the "Grantor") has bargained and sold, and by these presents transfers and conveys to LSREF3/AH Chicago, LLC, a Delaware limited liability company (the "Grantee"), Grantee's successors and assigns, certain land in the City of Nashville, Davidson County, State of Tennessee, being more particularly described in Exhibit A, which is attached hereto and incorporated herein by reference (the "Property").

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to all non-delinquent taxes and assessments; all matters of record; any matters which could be ascertained by a proper inspection or survey of such real property; and all applicable zoning and other land use laws, rules and regulations.

This is improved property, known as 220 Rudy's Circle, Nashville, TN.

TO HAVE AND TO HOLD the Property, with all privileges, tenements, improvements, buildings, easements, appurtenances, estate, title, and interest thereto and all right, title and interest of Grantor in and to any and all roads, alleys and rights-of-way bounding said Property, and all transferable development rights or other entitlements, if any, belonging to the Grantee, Grantee's successors and assigns, forever.

Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by Grantor, except to the extent otherwise set forth herein.

Grantor further covenants and binds itself, to warrant and forever defend the title to the Property to the Grantee, Grantee's successors and assigns against the lawful claims of all persons whomsoever claiming by, through or under Grantor.

Davidson County DEEDWARRSP
Recvd: 11/21/14 08:24 8 pgs
Fees:43.00 Taxes:72517.27
20141121-0107207

STATE OF ILLINOIS

COUNTY OF COOK

I, Kristy Pearson, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that Stephen Sokal, personally known to me to be the Vice President of BRE/AMERISUITES PROPERTIES L.L.C., a limited liability company of the State of Delaware whose name is subscribed to the within instrument, appeared before me this day in person and acknowledged that as such _____ he signed and delivered the said instrument as _____ of said corporation as his free and voluntary act and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

The actual consideration or value, whichever is greater, for this transfer is $ 19,599,262.00.

GIVEN under my hand and Notarial Seal, this 10th day of November, 2014.

Notary Public

My Commission Expires: 12/30/17

OFFICIAL SEAL
KRISTY PEARSON
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:12/30/17

IN WITNESS WHEREOF, the Grantor has executed this Deed this 12th day of November, 2014.

BRE/AMERISUITES PROPERTIES L.L.C.,
a Delaware limited liability company

By: _____
Name: Stephen M Sokal
Its: Vice President

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

I, Kristy Pearson, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY, that Stephen M. Sokal, personally known to me to be the Vice President of BRE/AMERISUITES PROPERTIES L.L.C., a Delaware limited liability company, whose name is subscribed to the within instrument, appeared before me this day in person and acknowledged that as such Vice President he signed and delivered the said instrument as Vice President of said corporation as his free and voluntary act and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

GIVEN under my hand and Notarial Seal, this 6th day of November, 2014.

Notary Public Kristy Pearson

My Commission Expires: 12/30/17

OFFICIAL SEAL
KRISTY PEARSON
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:12/30/17

I, or we, hereby swear and affirm that, to the best of the affiant's knowledge, information, and belief, the actual consideration for this transfer or value of the property transferred, whichever is greater, is $19,599,262.00 which amount is equal or greater than the amount which the property transferred would command at a fair and voluntary sale.

Mark Lee

Affiant

Subscribed and sworn to before me this 20th day of November, 2014.

Michele M. Clark

Notary Public

My Commission Expires: 7/16-2017

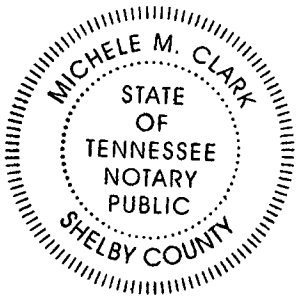


EXHIBIT A

Real property in the City of Nashville, County of Davidson, State of Tennessee, described as follows:

Tract One:

Being Lot 2 as shown on the plat of Rudys Farm of record in Book 7900, page 35, Register's Office for Davidson County, Tennessee, as revised by Agreement of record in Book 8227, page 543, and as amended by Surveyor's Certificate of Correction in Book 8289, page 312, Register's Office for Davidson County, Tennessee, and being more particularly described as follows according to a survey of Barge, Waggoner, Sumner & Cannon, Inc., dated January 10, 1996, revised January 15, 1996.

Beginning at an iron pin in the westerly terminus or Rudy Circle, said iron pin being westerly with the southerly right of way line of said Rudy Circle 555.07 feet from the westerly terminus of a curve return to the westerly right of way line of Music Valley Drive;

Thence, leaving said right of way line of Rudy Circle with a northerly line of Lot No. 3 as shown on the plan of Resubdivision of Lot Nos. 1 and 3, as of record in Book 7990, page 54, said Register's Office, the following calls:

N 74 deg. 38' 36" W, 148.28 feet to an iron pin;
N 29 deg. 38' 36" W, 35.36 feet to an iron pin;
N 74 deg. 38' 36" W, 244.87 feet to an iron pin;

Thence, with an easterly line of said Lot No. 3, N 15 deg. 17' 04" E, 326.70 feet to an iron pin in the southerly line of Grand Old Golf Subdivision as of record in Book 6250, page 760, Register's Office for said County;

Thence, with said line S 74 deg. 42' 56" E, 265.40 feet to an iron pin;

Thence, leaving said line with the westerly line of Lot No. 5 as shown on the Plan of Resubdivision of Lots 1 and 3, Rudy's Farm as of record in Book 7900, page 54, Register's Office for said County, S 15 deg. 17' 04" W, 263.46 feet to an iron pin;

Thence, with the southerly line of said Lot No. 5 S 27 deg. 35' 08" E, 66.35 feet to an iron pin;

Thence, continuing with said line S 74 deg. 38' 36' E, 110.00 feet to an iron pin in the westerly right of way line of Rudy Circle;

Thence, with said right of way line with a curve to the left 41.23 feet to the point of beginning, said curve having a central angle of 47 deg. 14' 52", a radius of 50.00 feet, a tangent of 21.87 feet and a chord of S 18 deg. 45' 05" W, 40.07 feet;

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

Tract Two:

All right, title and interest in and to a one-fifth (1/5) undivided interest in certain land in Davidson County, Tennessee, being more particularly described as follows:

Being Lot 4 as shown on the Plat of Rudys Farm, as of record in Book 7900, page 35, as revised by Agreement of record in Book 8227, page 543, and as amended by Surveyor's Certificate of Correction in

Book 8289, page 312, Register's Office for Davidson County, Tennessee, described as follows according to survey of Barge, Waggoner, Sumner & Cannon dated January 10, 1996 and revised January 15, 1996.

Beginning at an iron pin at the point of intersection of the easterly right of way line of Music Valley Drive and the westerly right of way line of Briley Parkway;

Thence, with said westerly right of way line S 10 deg. 20' 20" E, 297.43 feet to an iron pin;

Thence, continuing with said right of way line S 02 deg. 31' 24" W, 18.02 feet to an iron pin;

Thence, leaving said right of way line with the northerly line of Lot No. 2 as shown on the plan of Rudy's Corner, Section Five, as of record in Book 6200, page 259, said Register's Office, N 74 deg. 38' 36" W, 93.59 feet to an iron pin in the easterly right of way line of Music Valley Drive;

Thence, with said right of way line with a curve to the left 291.83 feet to the point of beginning, said curve having a central angle of 30 deg. 57' 52" a radius of 540.00 feet, a tangent of 149.57 feet and a chord of N 07 deg. 30' 44" E, 288.29 feet.

Containing 10,181 square feet or 0.23 acre, more or less.

INCLUDED in the above described property, but EXCLUDED THEREFROM is that tract conveyed to the State of Tennessee by deed of record in Book 10352, page 790, said Register's Office described as follows:

Beginning at the point of intersection of the existing west margin of SR 155 and the north boundary of the Music Valley Inns, Inc. property; thence with said boundary north 74 degrees 40' 27" west 29.65' to a point; thence with the proposed west margin of said road north 06 degrees 38' 50" west 183.73' to a point, said point being 91.71' feet left of SR 155 proposed centerline station 433-29.40; thence with the existing west margin southerly 336' more or less to the point of beginning containing 0.127 acres.

APN: 062-00-0-163

PROPERTY ADDRESS: 220 RUDY'S CIRCLE

IMPROVED PROPERTY

Being the same property conveyed to BRE/AmeriSuites Properties, L.L.C., a Delaware limited liability company, by Deed from 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, successors by merger to Suites of America, Inc., a Delaware corporation), of record in Instrument No. 200411150136971, Register's Office for Davidson County, Tennessee.

True Copy Certification

I, Mark Lee, do hereby make oath that I am a licensed attorney and/or the custodian of the electronic version of the attached document tendered for registration therewith and that this is a true and correct copy of the original documents executed and authenticated according to law.

Mark Lee

Signature

State of Tennessee

County of Shelby

Personally appeared before me, Michele M. Clark, a notary public for this county and state, Mark Lee who acknowledges that this certification of an electronic document is true and correct and whose signature I have witnessed.

Michele M. Clark

Notary's Signature

My Commission Expires: 7-16-2017

Notary Seal:

