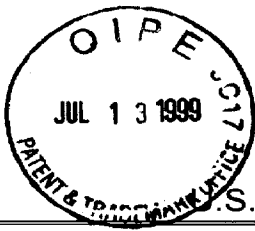


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11-23-1999



101172126

U.S. PATENT AND TRADEMARK OF

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
CAPSTAR HOTEL COMPANY

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State: DELAWARE  
 Other:  
Additional name(s) of conveying party(ies) attached?  
 Yes     No

2. Name and address of receiving party(ies)  
Name: MERISTAR HOTELS & RESORTS, INC.  
Internal Address: SUITE 650  
Street Address: 1010 WISCONSIN AVENUE, N.W.  
City: WASHINGTON    State: DC              ZIP: 20007

Individual(s) citizenship:  
 Association:  
 General Partnership:  
 Limited Partnership:  
 Corporation-State: DELAWARE  
 Other:  
If assignee is not domiciled in the United States, a domestic representative is attached:  Yes     No

(Designation must be separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes     No

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other: To cancel assignment recorded 02/22/99 in which application no. 75/479.926 was cited in error.  
*REEL 1471 FRAME 0174*  
Execution Date:

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):  
75/479,924

B. Trademark registration No.(s)  
75/479924

Additional numbers attached?  Yes     No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: DAVID R. BENNETT  
Internal Address: ROPER & QUIGG  
Street Address: 200 S. MICHIGAN AVENUE, SUITE 1000  
City: CHICAGO    State: ILLINOIS    ZIP: 60604

6. Total number of applications and registrations involved: [ 1 ]

7. Total Fee (37 CFR 3.41)    \$ 40.00  
 Enclosed *over*  
 Authorization to charge any additional fees to deposit account

8. Deposit account number: 18-1942

DO NOT USE THIS SPACE

*CHARGE 40*

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

DAVID R. BENNETT                      *[Signature]*                      6/24/99  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: [ 8 ]

02-22-1999

03-22-1999

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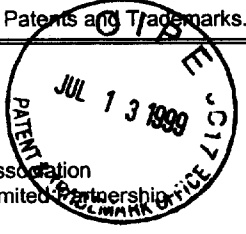
U.S.



OFFICE

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

2/22/99



1. Name of conveying party(ies):

CAPSTAR HOTEL COMPANY

- Individual(s)
- General Partnership
- Corporation-State: DELAWARE
- Other:
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  
 Yes  No

2. Name and address of receiving party(ies)

Name: MERISTAR HOTELS & RESORTS, INC.

Internal Address: SUITE 650

Street Address: 1010 WISCONSIN AVENUE, N.W.

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- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State: DELAWARE
- Other:

If assignee is not domiciled in the United States, a domestic representative is attached:  Yes  No

(Designation must be separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: August 3, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):  
75/479,926

B. Trademark registration No.(s)

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: DAVID R. BENNETT

Internal Address: ROPER & QUIGG

Street Address: 200 S. MICHIGAN AVENUE, SUITE 1000

City: CHICAGO State: ILLINOIS ZIP: 60604

6. Total number of applications and registrations involved: [ 1 ]

7. Total Fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorization to charge any additional fees to deposit account

8. Deposit account number: 18-1942

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

CHRISTOPHER L. BENNETT  
Name of Person Signing

Signature

75/479926  
2/19/99  
Date

Total number of pages including cover sheet, attachments, and document: [ 67 ]

03/22/1999 J. MARTINS 00000025 40.00 CHG

# MeriStar Hotels & Resorts, Inc.

## Shares of Common Stock and Rights to acquire up to 8,400,000 of such shares

MeriStar Hotels & Resorts, Inc. ("MeriStar Hotels" or the "Company") is distributing to holders of record of (a) the common stock, par value \$0.01 per share (the "REIT Common Stock"), of MeriStar Hospitality Corporation, a Maryland corporation operating as a real estate investment trust (the "REIT"), and (b) the units of limited partnership (the "REIT OP Units") of MeriStar Hospitality Operating Partnership, L.P., a Delaware limited partnership (the "REIT Operating Partnership"), other than REIT OP Units held by the REIT or any of its subsidiaries, as of the effective time of the Merger defined below (the "Record Date"), non-transferable rights (the "Rights") to subscribe for and purchase shares of the common stock, par value \$0.01 per share (the "Common Stock"), of MeriStar Hotels, at a subscription price (the "Subscription Price") of \$2.84 per share, which is equal to 95% of the average of the daily high and low prices of the Common Stock on the New York Stock Exchange Inc. ("NYSE") for the period (the "Measurement Period") of five consecutive trading days (a "Trading Day") on the NYSE immediately following the first three Trading Days of the Common Stock on the NYSE.

The Company has been spun off (the "Spin-Off") by CapStar Hotel Company, which was a Delaware corporation ("CapStar"), and certain of its affiliates, as further described below, to become the lessee, manager and operator of various hotel assets, including those which were owned, leased and managed by CapStar and its affiliates. CapStar transferred or caused to be transferred certain assets and liabilities constituting the hotel management and leasing business operated by CapStar and its subsidiaries to MeriStar Hotels, which was a wholly owned subsidiary of CapStar. CapStar distributed, on a share-for-share basis, to its stockholders of record as of the effective time of the Merger (the "Spin-Off Record Date") all of the outstanding capital stock of MeriStar Hotels in the Spin-Off. The Spin-Off provided the stockholders of CapStar as of the Spin-Off Record Date with the opportunity to participate in the benefits of both the real estate operations of the REIT, and the leasing and management operations of MeriStar Hotels.

Pursuant to an Agreement and Plan of Merger, dated as of March 15, 1998 (the "Merger Agreement"), among American General Hospitality Corporation, a Maryland corporation operating as a real estate investment trust ("AGH"), American General Hospitality Operating Partnership, L.P., a Delaware limited partnership ("AGH Operating Partnership"), CapStar, CapStar Management Company, L.P., a Delaware limited partnership, ("CapStar Management"), and CapStar Management Company II, L.P., a Delaware limited partnership ("CapStar Management II"), as amended, CapStar after spinning-off MeriStar Hotels merged with and into AGH (the "Merger"), with the result that (a) AGH was the surviving corporation operating under the name MeriStar Hospitality Corporation and (b) each outstanding share of common stock, par value \$0.01 per share, of CapStar ("CapStar Common Stock") was converted into 1.0 share of REIT Common Stock, and each outstanding share of common stock, par value \$0.01 per share, of AGH ("AGH Common Stock") was converted into 0.8475 shares of REIT Common Stock.

Immediately following the Spin-Off and the effective date of the Merger, the Company acquired 100% of the partnership interests in the third-party lessee of most of the hotels owned by AGH and substantially all of the assets and certain liabilities of the third-party manager of most of the hotels owned by AGH, pursuant to an Acquisition Agreement, dated as of March 15, 1998 (the "Lessee-Manager Acquisition Agreement"). See "The Merger and the Spin-Off—The Lessee-Manager Acquisition Agreement."

*(Continued on next page)*

**Prior to deciding to exercise the Rights, Rightholders should carefully consider the material risks set forth under "Risk Factors" beginning on page 12 hereof.**

**THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

	Subscription Price	Proceeds to Company (1)(2)(3)(4)
Per Share .....	\$2.84	\$2.81
Total .....	\$23,856,000	\$23,617,440

- (1) The Company has agreed to indemnify Lehman Brothers Inc. (the "Dealer Manager") against certain liabilities, including liabilities under the Securities Act of 1933, as amended. See "Plan of Distribution."
- (2) The Company has agreed to pay the Dealer Manager a fee equal to the greater of (a) 1% of the aggregate Subscription Price for all Shares sold in the Rights Offering, or (b) \$50,000. The Company has also agreed to reimburse the Dealer Manager for its expenses in connection with its services as Dealer Manager. See "Plan of Distribution."
- (3) Before deducting expenses payable by the Company estimated at \$250,000.
- (4) Assumes the sale of all of the 8,400,000 shares offered hereby.

**LEHMAN BROTHERS**

Dealer Manager

August 12, 1998

**TRADEMARK**

REEL: 001965 FRAME: 0478

No dealer, salesperson or any other person has been authorized to give any information or to make any representation not contained in this Prospectus, and, if given or made, such information or representation must not be relied upon as having been authorized by the Company or the Dealer Manager. This Prospectus does not constitute an offer of any securities other than those to which it relates or an offer to sell, or solicitation of an offer to buy, to any person in any jurisdiction where such offer or solicitation would be unlawful. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that the information contained herein is correct as of any time subsequent to the date hereof.

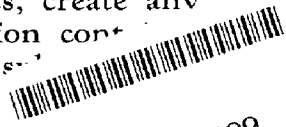


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# MeriStar Hotels & Resorts, Inc.

Shares of Common Stock and Rights to Acquire 3,400,000 of such shares

**Prospectus**  
**August 12, 1998**

Until September 6, 1998 (25 days after the date of this Prospectus), all dealers effecting transactions in the common stock distributed pursuant hereto, whether or not participating in this distribution, may be required to deliver a Prospectus. This is in addition to the obligation of dealers to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

**LEHMAN BROTHERS**

Dealer Manager