

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Prime Hospitality Corp.		10/08/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BREP IV Hotels Acquisition L.L.C.
Street Address:	345 Park Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10154
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	2270768	AMERISUITES CLUB
Registration Number:	1341731	AMERISUITES
Registration Number:	1386340	AMERISUITES
Registration Number:	1523902	AMERICA'S AFFORDABLE ALL-SUITE HOTEL
Registration Number:	2067349	A AMERISUITES AMERICA'S AFFORDABLE ALL-SUITE HOTELS
Registration Number:	2395486	A AMERISUITES
Registration Number:	2413997	HOME FOR THE HOLIDAYS YOUR GUESTHOUSE BY AMERISUITES
Registration Number:	2404273	HOME FOR THE HOLIDAYS
Registration Number:	2447997	MAKE A BREAK FOR IT
Registration Number:	2467752	MAKE A BREAK FOR IT GREAT FAMILY WEEKENDS BY AMERISUITES
Registration Number:	2656125	DON'T DOWNSIZE. AMERISIZE.
Registration Number:	2360311	A
Registration Number:	1799827	TCB

OP \$565.00 2270768

Registration Number:	2173828	TCB SUITES
Registration Number:	2177476	TCB SUITE
Registration Number:	2177474	TAKING CARE OF BUSINESS SUITES
Registration Number:	2177475	TAKING CARE OF BUSINESS SUITE
Registration Number:	2453010	IT TAKES 2 ROMANTIC GETAWAYS BY AMERISUITES
Registration Number:	2180477	A.S.A.P. AMERISUITES SPECIAL ACCOUNTS PROGRAM
Registration Number:	1426959	WHY SETTLE FOR JUST A ROOM?
Registration Number:	2312821	SUITES THAT WORK
Registration Number:	2179588	SUITE YEARS

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-3098
Email: LLevy@stblaw.com
Correspondent Name: Noah Leibowitz, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	010396/0742
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NAME OF SUBMITTER:	Lea B. Levy
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Total Attachments: 4
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source=Merger#page4.tif

Delaware

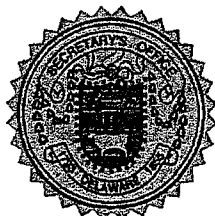
PAGE 1

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.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3840870 8100M

040726925

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3400645

DATE: 10-08-04

TRADEMARK
REEL: 002981 FRAME: 0155

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:

<u>Name</u>	<u>State</u>
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.

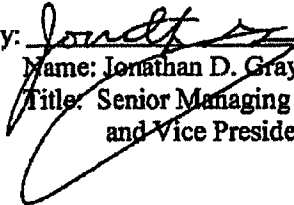
FOURTH: The merger of Prime Hospitality Corp. with and into BREP IV Hotels Acquisition L.L.C. shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

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

Schedule A

<u>MARK</u>	<u>REG. NO.</u>
AMERISUITES CLUB	2,270,768
AMERISUITES	1,341,731
AMERISUITES	1,386,340
AMERICA'S AFFORDABLE ALL-SUITE HOTEL	1,523,902
A AMERISUITES- AMERICA'S AFFORDABLE ALL SUITE HOTEL	2,067,349
A AMERISUITES	2,395,486
HOME FOR THE HOLIDAYS Your Guesthouse by AmeriSuites	2,413,997
HOME FOR THE HOLIDAYS	2,404,273
MAKE A BREAK FOR IT	2,447,997
MAKE A BREAK FOR IT Great Family Weekends by AmeriSuites	2,467,752
DON'T DOWNSIZE, AMERISIZE	2,656,125
A	2,360,311
TCB	1,799,827
TCB SUITES	2,173,828
TCB SUITE	2,177,476
TAKING CARE OF BUSINESS SUITES	2,177,474
TAKING CARE OF BUSINESS SUITE	2,177,475
IT TAKES 2 ROMANTIC GETAWAYS BY AMERISUITES	2,453,010
A.S.A.P. AMERISUITES SPECIAL ACCOUNTS PROGRAM	2,180,477
WHY SETTLE FOR JUST A ROOM?	1,426,959
SUITES THAT WORK	2,312,821
SUITE YEARS	2,179,588