

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/08/2004

CONVEYING PARTY DATA

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

RECEIVING PARTY DATA

Name:	BREP IV Hotels Acquisition L.L.C.
Street Address:	345 Park Avenue 31st Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10154
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Registration Number:	2207053	WELLESLEY CLUB
Registration Number:	2447804	WELLESLEY INN & SUITES
Registration Number:	2588413	WELLESLEY INNS & SUITES
Registration Number:	2591497	WELLESLEY INNS & SUITES
Registration Number:	2752345	WELLESLEY INNS & SUITES
Registration Number:	1947411	WELLESLEY INN & SUITES
Registration Number:	2417443	WELLESLEY INN & SUITES VALUE NEVER LOOKED THIS GOOD!
Registration Number:	2343393	
Registration Number:	2611728	WELLESLEY WEEKENDER
Registration Number:	2446251	WELLESLEY INN
Registration Number:	2718919	WELLESLEY INN
Registration Number:	1528973	WELLESLEY INNS

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Registration Number:	2718966	WELLESLEY SUITES
Registration Number:	2736210	WELLESLEY SUITES
Registration Number:	2820296	WELLESLEY SUITES
Registration Number:	1801255	VALUE NEVER LOOKED THIS GOOD
Registration Number:	2838240	THE BEST VALUE GOING. OR COMING BACK.
Registration Number:	2506259	STAY AT HOME AWAY WITH WELLESLEY INN & SUITES
Registration Number:	2313466	EXTRAORDINARY INNS AT AFFORDABLE PRICES
Registration Number:	2863391	PRIME HOTEL & CONFERENCE CENTER
Registration Number:	1788615	PRIME HOSPITALITY CORP.
Registration Number:	1879029	P
Registration Number:	2845822	PRIME HOTELS & RESORTS
Registration Number:	2845823	P PRIME HOTELS & RESORTS
Serial Number:	76587513	P
Serial Number:	76589595	P PRIME HOTEL & SUITES
Serial Number:	76591412	PRIME HOTEL
Serial Number:	76414390	PRIME HOTELS
Serial Number:	76414389	PRIME SUITES
Serial Number:	76454366	P PRIME SUITES
Serial Number:	76454367	P PRIME HOTEL
Serial Number:	76459667	YOUR TIME IS PRIME

CORRESPONDENCE DATA

Fax Number: (305)416-3190
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 305-416-3180
Email: dl@lydeckerwadsworth.com
Correspondent Name: Deborah Lee
Address Line 1: 1201 Brickell Avenue Suite 200
Address Line 4: Miami, FLORIDA 33131

NAME OF SUBMITTER:	Deborah Lee
Signature:	/deborah lee/
Date:	03/22/2005

Total Attachments: 3
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Delaware

PAGE 1

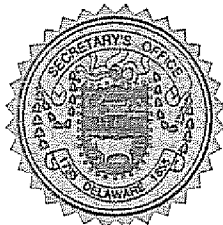
The First State

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: 003050 FRAME: 0512

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