



20060315000120000 1/7 \$30.00  
Shelby Cnty Judge of Probate, AL  
03/15/2006 09:23:13AM FILED/CERT

**Prepared under local supervision by and when recorded, return to:**

Sasan Mehrara, Esq. @ Simpson Thacher & Bartlett LLP  
425 Lexington Ave, NY, NY 10017

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**Site #: 954/ Birmingham, AL**

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**Real property tax bills to be sent to:**

Grantee

**Instrument:**

Limited Warranty Deed

**Dated:**

As of the earliest notary date, but effective as of 1/25/06

**Grantor:**

La Quinta Properties, Inc., a Delaware corporation, successor by merger to Meditrust Corporation, a Delaware corporation, successor by merger to La Quinta Inns, Inc., a Texas corporation, c/o La Quinta Corporation, 909 Hidden Ridge - Suite 600, Irving, TX

**Grantee:**

BRE/LQ Properties L.L.C., a Delaware limited liability company, c/o La Quinta Corporation, 909 Hidden Ridge - Suite 600, Irving, TX

**Nature of Instrument:**

This Instrument is a conveyance from an entity to its wholly-owned subsidiary, and accordingly, there is no change in beneficial interest.

**Witnesseth:**

That the Grantor, in consideration of the sum of \$1 (or as otherwise provided on Schedule of Consideration, if annexed) paid by Grantee, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, convey, transfer, assign and warrant unto Grantee, its successors and assigns, all of its estate, 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.

**To have and to hold:**

The Premises herein conveyed unto the Grantee, its successors and assigns forever.

**Warranty as to the Premises Conveyed Herein:**

Grantor covenants with Grantee that (a) Grantor is lawfully seized of the fee simple title, (b) the fee simple title is free from all encumbrances, except those appearing in the existing Owner's Policy insuring the Grantor's fee simple title, (c) Grantor has a good right and lawful authority to sell and convey the fee simple title, (d) Grantor fully warrants the fee simple title to immediate Grantee only, and (e) Grantor will defend the fee simple title from all lawful claims of immediate Grantee only. The foregoing warranty is for the sole benefit of immediate Grantee only and shall not extend any successor grantee.

**In witness whereof:**

The undersigned, by its duly elected officer(s) and pursuant to proper authority of its board of directors has duly executed, acknowledged and delivered this instrument as of the day and year first above written.

**Grantor:**

La Quinta Properties, Inc., a Delaware corporation



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By:

  
\_\_\_\_\_  
Name: Alan Miyasaki  
Title: Vice President

By:

  
\_\_\_\_\_  
Name: Dennis J. McDonagh  
Title: Secretary

[Signature Page to Deed for Inn #954]



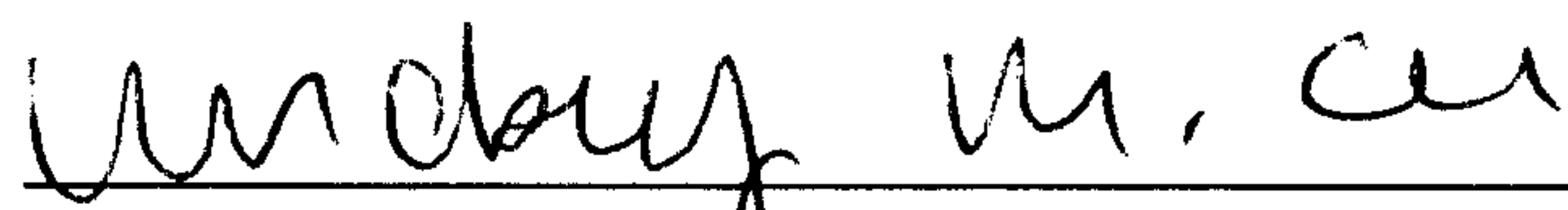
County of NY, State of NY:

**Multi-State Corporate Acknowledgment:**

On 1/25/06, before me, the undersigned officer, personally appeared Alan Miyasaki and Dennis J. McDonagh personally known and acknowledged themselves to me (or proved to me on the basis of satisfactory evidence) to be the Vice President and Secretary of the foregoing executing entity (hereinafter, the "Entity") and that as such officers, being duly sworn, and being authorized to do so pursuant to its bylaws or a resolution of its board of directors, executed, subscribed and acknowledged the due execution of the foregoing instrument for the purposes therein contained, by signing the name of the Entity by their authorized capacity as such officers as their free and voluntary act and deed and the free and voluntary act and deed of said Entity. Witness my hand and official seal.

**If this instrument was executed in NY or CA and affects real property outside NY or CA, the following is the prescribed NY and CA statutory form of acknowledgment and is supplemental to the foregoing acknowledgment, OR if this instrument was executed in NY or CA and affects real property in NY or CA, the following is the prescribed NY and CA statutory form of acknowledgment and supercedes the foregoing acknowledgment, OR if this instrument was executed outside NY or CA and affects real property inside NY or CA, the following is the prescribed NY and CA statutory form of acknowledgment and is supplemental to the foregoing acknowledgment:**

On 1/25/06, before me, the undersigned, a Notary Public in and for said State, personally appeared Alan Miyasaki and Dennis J. McDonagh, personally known to me or proved to me on the basis of satisfactory evidence to be the individuals whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their capacities, and that by their signatures on the instrument, the individuals, or the person upon behalf of which the individuals acted, executed the instrument. Witness my hand and official seal.

  
Notary Public

LINDSEY M. CEI  
Notary Public, State of New York  
No. 01CE6135330  
Qualified in New York County  
Commission Expires October 17, 2009

[Notary Page to Deed for Inn #954]

**Schedule of Consideration:**


The actual monetary consideration is \$ 1

Grantee By:




Name: Alan Miyasaki

Title: Vice President


  
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**Schedule A:**  
See annexed Legal Description of Premises

  
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File No. 25-35541A

  
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Legal Description ( mb 22-125 20051207161754)

**Parcel I.**

**Lot 1, according to the Map and Survey of Hunter & Associates  
Addition to Riverchase, as recorded in Map Book 22 page 125, in the  
Office of the Judge of Probate of Shelby County, Alabama.  
Together with a non-exclusive easement for vehicular and pedestrian  
ingress and egress, roadway and right of way purposes as described in  
that certain ingress and egress easement recorded in the Office of the  
Judge of probate of Shelby County, Alabama in instrument No. 1994-  
20501 1994 20501.**

**Parcel II.**

**Lot 1-A, according to the Map and Survey of Hunter & Associates  
Addition to Riverchase as recorded in Map Book 22 page 125, in the  
Office of the Judge of Probate of Shelby County, Alabama.**

**BEING AND INTENDED TO BE THE SAME PREMISES TRANSFERRED TO THE GRANTOR BY  
DEED RECORDED IN INSTRUMENT NUMBER 1996-17668.**