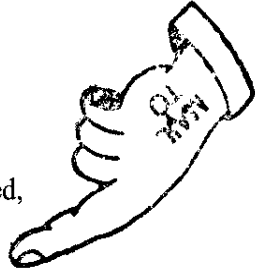


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8



Doc#: 0415518138
Eugene "Gene" Moore Fee: \$42.50
Cook County Recorder of Deeds
Date: 06/03/2004 01:59 PM Pg: 1 of 10

Prepared by and when recorded,
return to:

I. Erwin Dweck, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Ave,
New York, New York 10017

ESA Site # 4206

Real property tax bills to be
sent to Grantee

LIMITED WARRANTY DEED

THIS LIMITED WARRANTY DEED, dated as of the notary date, but effective as of May
11, 2004 by ESA ILLINOIS L.L.C., a Delaware limited liability company, converted from ESA
Illinois, Inc., an Illinois corporation, as evidenced by Certificate of Conversion attached hereto as
Schedule B ("Grantor"), c/o Extended Stay America, Inc. 100 Dunbar Street, Spartanburg, South Carolina
29306, in favor of BRE/ESA PROPERTIES L.L.C., a Delaware limited liability company ("Grantee"),
c/o Blackstone Real Estate Acquisitions IV L.L.C., 745 Park Ave, New York, New York 10154.

This Instrument is a conveyance (a) in which Grantee is a wholly owned affiliate of Grantor, (b)
with no change in beneficial interest, and (c) without monetary consideration of any kind whatsoever
other than the nominal consideration hereinafter recited.

Witnesseth that the Grantor, in consideration of the sum of Ten and No/100 Dollars (\$10.00), the
receipt and sufficiency of which is hereby acknowledged, does hereby grant, transfer, assign, convey 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;

**EXEMPT UNDER THE PROVISIONS OF PARAGRAPH (e), SECTION 31-45 REAL
ESTATE TRANSFER TAX ACT.**

2
10

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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 has duly executed, acknowledged and delivered this instrument as its true act and deed.

Grantor:

ESA ILLINOIS L.L.C., a Delaware limited liability company

By:

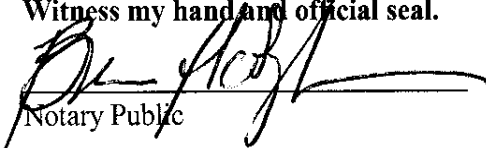

Name: ALAN MIYASAKI
Title: PRESIDENT

State of New York

County of New York

On 5/11 /04, before me, the undersigned, a Notary Public in and for said State, personally appeared ALAN MIYASAKI, as PRESIDENT of ESA ILLINOIS L.L.C., a Delaware limited liability company, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he / she executed the same in his / her capacity, and that by his / her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Witness my hand and official seal.


Notary Public

BRIAN P. MCGUNAGLE
NOTARY PUBLIC, State of New York
No. 01MC6680112
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires September 9, 2006

VILLAGE OF BEDFORD PARK
\$50.00
REAL ESTATE TRANSFER TAX

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Schedule A

The Premises

Address: 7524 State Road, Bedford Park, IL

Property Index Number: 19-20-201-019-0000
19-2

Property of Cook County Clerk's Office



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LOT 2 IN COSTCO SUBDIVISION, BEING A SUBDIVISION OF PART OF THE
NORTHEAST 1/4 OF SECTION 28, TOWNSHIP 38 NORTH, RANGE 13, EAST OF THE
THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

TA#175
ESA#4206
7524 State Road, Bedford Park, IL

Property of Cook County Clerk's Office

UNOFFICIAL COPY

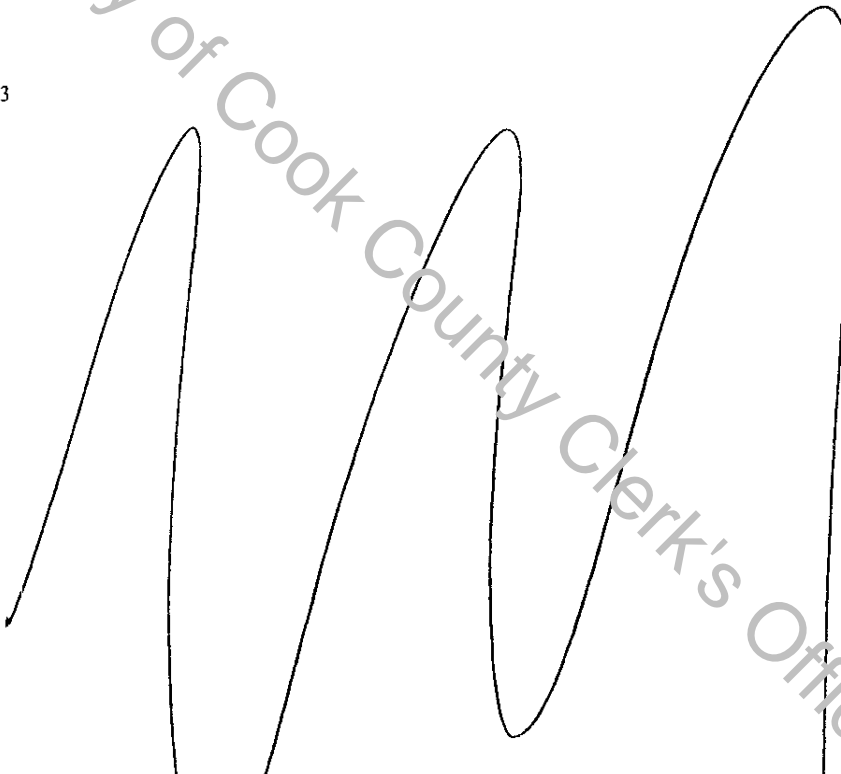
Schedule B

Certificate of Conversion

See Attached

NGEDOCs :1018633.3

Property of Cook County Clerk's Office



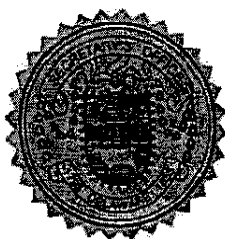
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A ILLINOIS CORPORATION UNDER THE NAME OF "ESA ILLINOIS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ESA ILLINOIS, INC." TO "ESA ILLINOIS L.L.C.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MAY, A.D. 2004, AT 10:16 O'CLOCK A.M.



3801522 8100V

040340857

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3102786

DATE: 05-11-04

UNOFFICIAL COPY

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
ESA ILLINOIS, INC.
TO
ESA ILLINOIS L.L.C.**

This Certificate of Conversion to Limited Liability Company, dated as of May 11 2004, is being duly executed and filed by ESA Illinois, Inc., an Illinois corporation (the "Company") and Jonathan D. Gray, as an authorized person, to convert the Company to ESA Illinois L.L.C., a Delaware limited liability company (the "LLC"), under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*).

1. The Company's name when it was originally incorporated was ESA Illinois, Inc., and immediately prior to the filing of this Certificate of Conversion to Limited Liability Company the Company's name was ESA Illinois, Inc.
2. The Company filed its original articles of incorporation with the Secretary of State of the State of Illinois and was first incorporated in the State of Illinois on June 8, 1998 and was incorporated in the State of Illinois immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
3. The name of the LLC in which the Company shall be converted as set forth in its certificate of formation is ESA Illinois L.L.C.
4. The conversion of the Company to an LLC shall be effective upon the filing of this Certificate of Conversion to Limited Liability Company and a certificate of formation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

ESA ILLINOIS, INC.

By: _____

Name: Jonathan D. Gray
Title: President

Name: Jonathan D. Gray
Authorized Person of ESA Illinois
L.L.C.

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VILLAGE OF BEDFORD PARK

REAL ESTATE TRANSFER TAX

[] DECLARATION

EXEMPTION

INSTRUCTIONS:

1. This form must be filled out completely, signed by at least one of the grantees (buyers), signed by at least one of the grantors (sellers), and presented to the Village Clerk, 6701 S. Archer, Bedford Park, Illinois, or other designated agent, at the time of purchase of real estate transfer stamps as required by the Bedford Park Real Estate Transfer Tax Ordinance No. 96-977. The stamps must be affixed to the deed, and this form attached, when the title is recorded.
2. The full actual amount of consideration of the transaction is the amount upon which the tax is to be computed. Both the full actual consideration of the transaction and the amount of the tax stamps required must be stated on the declaration.
3. An inspection of the premises, prior to closing, must be completed by the Village Building Inspector so to insure that there is compliance with all building code ordinances. Copies of said ordinances are attached for your convenience.
4. For additional information, please call:

Village Hall - 458-2067, Monday - Friday, 8:30 A.M. - 4:30 P.M.

Address of Property 7524 State Road

Permanent Property Index No. 19-28-202-011

Date of Deed 5/04

Type of Deed Limited Warranty Deed

Full Actual Consideration (Include amount of mortgage and value of liabilities assumed)	\$ <u>0.00</u>
Amount of Tax: Fifty (\$50.00) Dollars	\$ <u>50.00</u>

*Paid
5-6-04
\$50.00
CHK 213201*

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NOTE: The Village of Bedford Park Real Estate Transfer Tax Ordinance specifically exempts certain transaction from taxation. These exemptions are enumerated in Section 2D of the Ordinance. To claim one of these exemptions, complete the appropriate blanks below:

I hereby declare that this transaction is exempt from taxation under the Bedford Park Real Estate Transfer Tax Ordinance No. 96-977 by paragraph(s) 3 of Section 2D of said Ordinance.

Details of exemption claimed: (explain) (a) grantee wholly owned affiliate of grantor, (b) no change in beneficial ownership, and (d) without monetary consideration

We hereby declare the full actual consideration and above facts contained in this declaration to be true and correct.

GRANTOR: (Seller) (Please Print)

ESA ILLINOIS LLC 100 Dunbar, Spartanburg SC 29306
Name Address Zip Code

Signature: [Signature] Date Signed: 5/4/04
Seller or Agent

GRANTEE: (Buyer) (Please Print)

BRE/ESA PROPERTIES LLC 345 Park Ave NY NY 10154
Name Address Zip Code

Signature: [Signature] Date Signed: 5/4/04
Buyer or Agent

* Per discussion with Steve Edwards, an inspection is not required due to the nature of this transaction

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STATEMENT BY GRANTOR AND GRANTEE

The **Grantor** or his Agent affirms that, to the best of his knowledge, the name of the **Grantee** shown on the Deed or Assignment of Beneficial Interest in a land trust is either a natural person, an Illinois corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire title to real estate under the laws of the State of Illinois.

Dated _____, 20____

Signature: _____

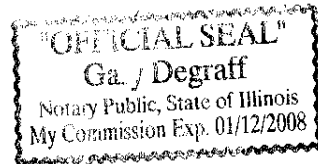
[Handwritten Signature]
Grantor or Agent

Subscribed and sworn to before me

by the said

this 3 day of June, 2004

Notary Public *[Handwritten Signature]*



The **Grantee** or his Agent affirms and verifies that the name of the **Grantee** shown on the Deed or Assignment of Beneficial Interest in a land trust is either a natural person, an Illinois corporation or foreign corporation authorized to do business or acquire and hold title to real estate in Illinois, a partnership authorized to do business or acquire and hold title to real estate in Illinois, or other entity recognized as a person and authorized to do business or acquire and hold title to real estate under the laws of the State of Illinois.

Dated _____, 20____

Signature: _____

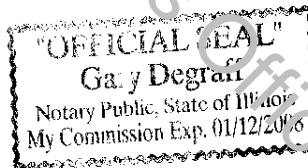
[Handwritten Signature]
Grantee or Agent

Subscribed and sworn to before me

by the said

this 3 day of June, 2004

Notary Public *[Handwritten Signature]*



Note: Any person who knowingly submits a false statement concerning the identity of a **Grantee** shall be guilty of a Class C misdemeanor for the first offense and of a Class A misdemeanor for subsequent offenses.

(Attached to Deed or ABI to be recorded in Cook County, Illinois, if exempt under the provisions of Section 4 of the Illinois Real Estate Transfer Tax Act.)

Revised 10/02-cp