



State of New Hampshire

Department of State Bureau of Securities Regulation

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10/22/2010

M. Elaine Meyers
Hunton & Williams, LLP
Fountain Place
1445 Ross Ave, Ste 3700
Dallas, TX 75202-2799

Re: Summit Hotel OP, LP ("OP") and Summit Hotel Properties, LLC ("LLC").

Dear Ms. Meyers;

Reference is made to your letter dated 9/15/2010 requesting a no action for a reorganization and plan of merger whereby LLC plans to merge with and into OP, in exchange for units of limited partnership interest in the OP ("OP units") to be issued to the former members of the LLC. The exemption in 421-B:17,II(1) does not specifically reference limited liability companies or limited partnerships. On the basis of the facts set forth in your letter and the attached documents, acting under RSA 421-B:17,II, the Bureau will not recommend any enforcement action if the company merges the above listed entities as stated in your letter wherein you describe one New Hampshire investor being offered to exchange his LLC memberships for OP Units in the merger transaction so long as the merger transaction is lawful in the jurisdictions of the two merged entities OP and LLC.

Because this position is based on the representations made in your letter, as well as the attached documents, it should be noted that any different fact or condition might require a different conclusion. The staff's position is applicable only so long as the transaction proceeds exactly as set out in your letter. Different facts or circumstances might, and often would, require a different response. Further, this reply should not be interpreted as the Bureau's ruling on the accuracy or completeness of the information submitted. This response only expresses the Bureau's position on enforcement action and does not purport to express any legal conclusions on the questions presented nor any opinion or conclusion concerning any aspect of the contemplated transactions.

If you have any questions, please feel free to contact me.

Sincerely,

Jeffrey Spill
Deputy Director

cc:file