



# **FORM 25-NSE**

**INNKEEPERS USA TRUST/FL - KPA**

**Filed: July 06, 2007 (period: )**

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 25**

**NOTIFICATION OF REMOVAL FROM LISTING AND/OR  
REGISTRATION UNDER SECTION 12(b) OF THE SECURITIES  
EXCHANGE ACT OF 1934.**

Commission File Number 001-12201

Issuer: INNKEEPERS USA TRUST/FL  
Exchange: NEW YORK STOCK  
EXCHANGE INC

(Exact name of Issuer as specified in its charter, and name of Exchange where security is listed and/or registered)

Address: 340 Royal Poinciana Way  
Palm Beach,  
FLORIDA  
33480

Telephone number: (561) 835-1800

(Address, including zip code, and telephone number, including area code, of Issuer's principal executive offices)

Common Shares of Beneficial Interest

(Description of class of securities)

Please place an X in the box to designate the rule provision relied upon to strike the class of securities from listing and registration:

17 CFR 240.12d2-2(a)(1)

17 CFR 240.12d2-2(a)(2)

17 CFR 240.12d2-2(a)(3)

17 CFR 240.12d2-2(a)(4)

Pursuant to 17 CFR 240.12d2-2(b), the Exchange has complied with its rules to strike the class of securities from listing and/or [withdraw registration on the Exchange](#).<sup>1</sup>

Pursuant to 17 CFR 240.12d2-2(c), the Issuer has complied with its rules of the Exchange and the requirements of 17 CFR 240.12d-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

Pursuant to the requirements fo the Securities Exchange Act of 1934, NEW YORK STOCK EXCHANGE INC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing the Form 25 and has caused this notification to be signed on its behalf by the undersigned duly authorized person.

2007-07-06	By Paras Madho	Director
Date	Name	Title

<sup>1</sup> Form 25 and attached Notice will be considered compliance with the provisions of 17 CFR 240.19d-1 as applicable. [See](#) General Instructions.

NOTIFICATION OF THE REMOVAL FROM LISTING AND REGISTRATION OF THE STATED SECURITIES The New York Stock Exchange hereby notifies the SEC of its intention to remove the entire class of the stated securities from listing and registration on the Exchange at the opening of business on July 16, 2007, pursuant to the provisions of Rule 12d2-2 (a). [ X ] 17 CFR 240.12d2-2(a)(3) That on June 29, 2007 the instruments representing the securities comprising the entire class of this security came to evidence, by operation of law or otherwise, other securities in substitution therefore and represent no other right except, if such be the fact, the right to receive an immediate cash payment. The merger between Innkeepers USA Trust and Grand Prix Acquisition Trust, a wholly-owned subsidiary of Grand Prix Holdings LLC, which is controlled by Apollo Investment Corporation became effective on June 29, 2007. Each Common Share of Beneficial Interest of Innkeepers USA Trust was converted into \$17.75 in cash per share. The Exchange also notifies the Securities and Exchange Commission that as a result of the above indicated conditions this security was suspended from trading on July 2, 2007.

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