

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

INNSUITES HOSPITALITY TRUST

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

[TRUST LOGO]

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2011 Annual Meeting of Shareholders of InnSuites Hospitality Trust will be held in the Kachina Room at the BEST WESTERN PLUS InnSuites Phoenix Hotel & Suites, 1615 E. Northern Avenue, Phoenix, Arizona 85020 (phone: 602-997-6285) on Thursday, July 7, 2011, at 11:00 A.M., local time, for the purpose of considering and acting upon:

1. The election of the two Trustees named in this Proxy Statement and recommended by the Board of Trustees to hold office until the 2014 Annual Meeting of Shareholders and until their successors shall be elected and qualified (listed as Proposal 1 on the Proxy Card); and
2. The transaction of any other business that may properly come before the meeting and any adjournments or postponements thereof.

Shareholders of the Trust of record at the close of business on May 23, 2011 are entitled to vote at the 2011 Annual Meeting of Shareholders and any adjournments or postponements thereof.

By order of the Board of Trustees

MARC E. BERG
Secretary

Phoenix, Arizona
May 25, 2011

Shareholders are requested to complete, date, sign and return the enclosed Proxy Card in the envelope provided, which requires no postage if mailed in the United States.

**Important Notice Regarding the Availability of Proxy Materials
for the Annual Meeting of Shareholders to be held on July 7, 2011:**

The Proxy Statement, Proxy Card and Annual Report on Form 10-K for the year ended January 31, 2011 are available at our Internet website at www.innsuitestrust.com.

[TRUST LOGO]

InnSuites Hotels Centre
1625 E. Northern Avenue
Suite 105
Phoenix, Arizona 85020

PROXY STATEMENT

Proxy Solicitation

The accompanying proxy is solicited by the Trustees of InnSuites Hospitality Trust for use at the 2011 Annual Meeting of Shareholders (the "Annual Meeting") to be held on Thursday, July 7, 2011, and any adjournments or postponements thereof. In addition to the solicitation of proxies by mail, our Trustees, officers and regular employees may also solicit the return of proxies by mail, telephone or personal contact, for which they will not receive additional compensation. We have retained Georgeson Inc., 525 Washington Blvd., 3rd Floor, Jersey City, NJ 07310, to assist in the solicitation of proxies for an estimated fee of \$1,400. We will pay all costs of soliciting proxies and will reimburse brokers or other persons holding our Shares of Beneficial Interest ("Shares") in their names or in the names of their nominees for their reasonable expenses in forwarding proxy material to the beneficial owners of such Shares.

General Information

Shareholders of record at the close of business on May 23, 2011 (the record date) will be entitled to vote at the Annual Meeting and at any adjournments or postponements thereof. As of that date, there were 8,532,437 Shares issued and outstanding. Each outstanding Share is entitled to one vote on all matters that properly come before the Annual Meeting. A majority of the issued and outstanding Shares must be represented at the Annual Meeting in person or by proxy in order to constitute a quorum for the transaction of business.

Shares represented by properly executed proxy cards will be voted in accordance with the specifications made thereon. If no specification is made, proxies will be voted **FOR** the election of the Trustee nominees named herein. The election of each Trustee requires the affirmative vote of the holders of at least a majority of the issued and outstanding Shares entitled to vote present in person or by proxy at the Annual Meeting. Abstentions, but not broker non-votes, will be tabulated in determining the votes present at the Annual Meeting for purposes of determining a quorum. An abstention will have the same effect as a vote against a Trustee, as each abstention will be one less vote for the Trustee nominee.

This Proxy Statement and the accompanying form of proxy are first being mailed to our shareholders on or about June 3, 2011. We are also mailing with this Proxy Statement our Annual Report to Shareholders for the fiscal year ended January 31, 2011.

No appraisal rights are available under Ohio law or under our Declaration of Trust to any shareholder who dissents from the Proposal described below.

A proxy may be revoked at any time before a vote is taken or the authority granted is otherwise exercised. Revocation may be accomplished by the execution of a later proxy with regard to the same Shares, by giving notice in writing to our Secretary, or at the meeting.

Electronic Access to Future Proxy Materials

If you are a registered shareholder and would like to reduce the costs incurred by us in mailing proxy materials, you may consent to accessing all future shareholder communications (*e.g.*, proxy materials, annual reports and interim communications) over the Internet instead of receiving copies in the mail. If you choose electronic access to future shareholder communications by checking the appropriate box on your proxy card, we will discontinue mailing future shareholder communications to you, but you will receive a proxy card in the mail with instructions containing the Internet address to access shareholder communications. If you provide your consent, there is no cost to you for this service other than charges you may incur from your Internet provider, telephone and/or cable company. Once you provide your consent, it will remain in effect until you inform us otherwise. If your Shares are held through a bank, broker, trustee or another nominee, check the information provided by that entity for instructions on how to choose to access future shareholder communications over the Internet.

ELECTION OF TRUSTEES (Proposal 1 on the Proxy Card)

At the Annual Meeting, two Trustees are to be elected to serve for a term of three years expiring at the 2014 Annual Meeting of Shareholders and until their respective successors are duly elected and qualified. Accordingly, Larry Pelegrin and Steven S. Robson will stand for re-election as Trustees to terms expiring at the 2014 Annual Meeting.

Unless a shareholder requests that a proxy would be voted against the nominee for Trustee in accordance with the instructions set forth on the proxy card, Shares represented by proxies solicited hereby will be voted **FOR** the election of Messrs. Pelegrin and Robson as Trustees. Each nominee has consented to being named in this Proxy Statement and to serve if elected. Should either nominee subsequently decline or be unable to accept such nomination or to serve as a Trustee, an event that the current Trustees do not now expect, the persons voting the Shares represented by proxies solicited hereby may vote such Shares for a substitute nominee in their discretion.

Our Board of Trustees currently has five members and is divided into three classes, as follows:

- two Trustees in the class whose terms expire at the 2011 Annual Meeting of Shareholders;
- one Trustee in the class whose term expires at the 2012 Annual Meeting of Shareholders; and
- two Trustees in the class whose terms expire at the 2013 Annual Meeting of Shareholders.

Each of the Trustees serves for three years and until his successor is duly elected and qualified. The Board of Trustees has determined that a majority of the Trustees, Messrs. Thoma, Robson and Pelegrin, are "independent" as defined by the NYSE Amex listing standards. We request that all of our Trustees attend our Annual Meetings of Shareholders. All of our Trustees were present at the 2010 Annual Meeting of Shareholders.

Our Board of Trustees recommends that you vote FOR the election of Messrs. Pelegrin and Robson as Trustees.

Nominees, Trustees and Executive Officers

The biographies of Messrs. Pelegrin and Robson, and each of the Trustees whose term in office will continue after the Annual Meeting, are set forth below. The information concerning our Trustees and executive officers set forth below is based in part on information received from the respective Trustees and executive officers and in part on our records. The information below sets forth the name, age, term of office, outside directorships and principal business experience for each nominee for Trustee, continuing Trustee and executive officer of the Trust and includes the specific experience, qualifications, attributes and skills that led to the conclusion that each Trustee should serve on our Board of Trustees, in light of the Trust's business and structure.

<u>Name</u>	Principal Occupations During Past Five Years, Age as of May 23, 2011 and Directorships Held	Trustee Since
Nominees Whose Terms Would Expire in 2014		
Larry Pelegrin ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	Retired marketing executive with an extensive background in travel industry automation systems and call center sales. Director of Sales and Marketing of ARINC, a provider of transportation communications services, from 1994 to 2000. Previous employment included senior marketing positions with Best Western International and Ramada Inns. Age: 73. Mr. Pelegrin has forty years of operational, marketing and sales, management and financial experience in the hotel, airline, travel and computer industries.	August 25, 2005
Steven S. Robson ⁽¹⁾⁽²⁾⁽³⁾⁽⁵⁾	Owner of Scott Homes, residential real estate developers. Age: 55. Mr. Robson has strategic leadership and residential real estate development experience as well as experience in negotiating complex transactions and maintaining mission, vision and values. In addition, Mr. Robson has served on our Board for more than ten years.	June 16, 1998
Trustees Whose Terms Expire in 2013		
James F. Wirth	Chairman, President and Chief Executive Officer of the Trust since January 30, 1998. President and owner (together with his affiliates) of Suite Hotels, LLC, Rare Earth Financial, L.L.C. and affiliated entities, owners and operators of hotels, since 1980. President of Rare Earth Development Company, a real estate investment company owned by Mr. Wirth and his affiliates, since 1973. Age: 65. Mr. Wirth has significant real estate and hotel industry experience and extensive experience with the Trust. He also has a significant investment in our Shares, which we believe provides him with a strong incentive to advance shareholder interests. In addition, Mr. Wirth has served on our Board for more than ten years.	January 30, 1998

Peter A. Thoma⁽¹⁾⁽²⁾⁽³⁾⁽⁶⁾ Owner and operator of A&T Verleih, Hamburg, Germany, a April 13, 1999
hospitality service and rental company, since 1997. Age: 45.

Mr. Thoma brings to us years of experience in the hospitality industry. In addition, Mr. Thoma has served on our Board for more than ten years.

Trustee Whose Term Expires in 2012

Marc E. Berg Executive Vice President, Secretary and Treasurer of the Trust January 30, 1998
since February 10, 1999. Vice President – Acquisitions of the Trust from December 16, 1998 to February 10, 1999. Consultant to InnSuites Hotels since 1989. Self-employed as a Registered Investment Advisor since 1985. Age: 58.

Mr. Berg has in-depth familiarity with the operations of the Trust and extensive experience in property acquisitions. In addition, Mr. Berg has served on our Board for more than ten years.

¹ Member of the Audit Committee.

² Member of the Compensation Committee.

³ Member of the Governance and Nominating Committee.

⁴ Chair of the Audit Committee.

⁵ Chair of the Compensation Committee.

⁶ Chair of the Governance and Nominating Committee.

Other Executive Officers

Anthony B. Waters Chief Financial Officer of the Trust since February 25, 2000. Controller of the Trust from June 17, 1999 to February 25, 2000. Accountant and auditor with Michael Maastricht, CPA from June 16, 1998 to June 15, 1999, performing audits for InnSuites Hotels, Inc. Self-employed, concentrating in computerized accounting and information systems, from 1990 to June 1998. Age: 64.

The Trustees held five meetings during fiscal year 2011. The nominees, Messrs. Pelegrin and Robson, were members of the Board of Trustees during fiscal year 2011.

Trustee Nominations and Qualifications

The Governance and Nominating Committee expects to identify nominees to serve as our Trustees primarily by accepting and considering the suggestions and nominee recommendations made by members of the Board of Trustees and our management and shareholders. Nominees for Trustee are evaluated based on their character, judgment, independence, financial or business acumen, diversity of experience, ability to represent and act on behalf of all of our shareholders, and the needs of the Board of Trustees. As noted above, in accordance with its charter, the Governance and Nominating Committee discusses diversity of experience as one of many factors in identifying nominees for Trustee, but does not have a formal policy of assessing diversity with respect to any particular qualities or attributes and has not identified any specific attributes that the Committee would desire to diversify on the Board. In general, before evaluating any nominee, the Governance and Nominating Committee first determines the need for additional Trustees to fill vacancies or expand the size of the Board of Trustees and the likelihood that a nominee can satisfy the evaluation criteria. The Governance and Nominating Committee would expect to re-nominate incumbent Trustees who have served well on the Board of Trustees and express an interest in continuing to serve. Our

Board of Trustees is satisfied that the backgrounds and qualifications of our Trustees, considered as a group, provide a mix of experience, knowledge and abilities that allows our Board to fulfill its responsibilities.

The Governance and Nominating Committee will consider shareholder recommendations for Trustee nominees. A shareholder who wishes to suggest a Trustee nominee for consideration by the Governance and Nominating Committee should send a resume of the nominee's business experience and background to Peter Thoma, Chairman of the Governance and Nominating Committee, InnSuites Hospitality Trust, 1625 E. Northern Avenue, Suite 105, Phoenix, Arizona 85020. The mailing envelope and letter must contain a clear notation indicating that the enclosed letter is a "Shareholder-Board of Trustees Nominee."

Leadership Structure of the Board of Trustees

Our Second Amended and Restated Declaration of Trust, as amended, provides that the Trustees shall annually elect a Chairman who shall be the principal officer of the Trust. James F. Wirth has served as Chairman of our Board of Trustees and our President and Chief Executive Officer since January 30, 1998. Our Board of Trustees has determined that the Trust has been well-served by this structure of combined Chairman and Chief Executive Officer positions and that this structure facilitates strong and clear leadership, with a single person setting the tone of the organization and having the ultimate responsibility for all of the Trust's operating and strategic functions, thus providing unified leadership and direction for the Board of Trustees and the Trust's executive management. Our Chairman also has a significant investment in our Shares, which we believe provides him with a strong incentive to advance shareholder interests.

The Trust does not have a lead independent Trustee, but receives strong leadership from all of its members. Our Board Committees consist of only independent members, and our independent Trustees meet at least annually in executive session without the presence of non-independent Trustees and management. In addition, our Trustees take active and substantial roles in the activities of our Board of Trustees at the full Board meetings. Our Trustees are able to propose items for Board meeting agendas, and the Board's meetings include time for discussion of items not on the formal agenda. Our Board believes that this open structure, as compared to a system in which there is a designated lead independent trustee, facilitates a greater sense of responsibility among our Trustees and facilitates active and effective oversight by the independent trustees of the Trust's operations and strategic initiatives, including any risks.

The Board's Role in Risk Oversight

Our management devotes significant attention to risk management, and our Board of Trustees is engaged in the oversight of this activity, both at the full Board and at the Board Committee level. Our Board leadership structure supports such oversight by combining the Chairman position with the Chief Executive Officer position (the person with primary corporate responsibility for risk management).

Our Board's role in the Trust's risk oversight process includes receiving reports from members of senior management on areas of material risk to the Trust, including operational, financial, legal and regulatory and strategic risks. The Board of Trustees requires management to report to the full Board (or an appropriate Committee) on a variety of matters at regular meetings of the Board and on an as-needed basis, including the performance and operations of the Trust and other matters relating to risk management. The Audit Committee also receives regular reports from the Trust's independent registered public accounting firm on internal control and financial reporting matters. In addition, pursuant to its charter, the Audit Committee is tasked with reviewing with the Trust's counsel major litigation risks as well as compliance with applicable laws and regulations, discussing with management its procedures for monitoring compliance with the Trust's code of conduct, and discussing significant financial risk exposures and the steps management has taken to monitor, control and report such exposures. These reviews are conducted in conjunction with the Board's risk oversight function and enable the Board to review and assess any material risks facing the Trust.

Our Board of Trustees also works to oversee risk through its consideration and authorization of significant matters, such as major strategic, operational and financial initiatives and its oversight of management's implementation of those initiatives. The Board periodically reviews with management its strategies, techniques, policies and procedures designed to manage these risks. Under the overall supervision of our Board of Trustees, management has implemented a variety of processes, procedures and controls to address these risks.

Communications with the Board of Trustees

Shareholders and other interested parties who wish to communicate with the Board of Trustees or any individual member thereof may do so by writing to the Secretary, InnSuites Hospitality Trust, 1625 E. Northern Avenue, Suite 105, Phoenix, Arizona 85020. The mailing envelope and letter must contain a clear notation indicating that the enclosed letter is an "Interested Party-Board of Trustees Communication." The Secretary will review all such correspondence and regularly forward to the Board of Trustees a log and summary of all such correspondence and copies of all correspondence that, in the opinion of the Secretary, deals with the functions of the Board of Trustees or Committees thereof or that he otherwise determines requires their attention. Trustees may at any time review a log of all correspondence received by us that is addressed to members of the Board of Trustees and request copies of any such correspondence. Concerns relating to accounting, internal controls or auditing matters are immediately brought to the attention of our accounting department and handled in accordance with procedures established by the Audit Committee for such matters.

BOARD COMMITTEES

All incumbent Trustees attended at least 75% of the aggregate number of meetings held by the Board of Trustees and the Committees on which the Trustee served during fiscal year 2011. The independent Trustees meet at least annually in executive session without the presence of non-independent Trustees and management.

Audit Committee

The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of our independent auditors, including reviewing the scope and results of audit and non-audit services. The Audit Committee also reviews internal accounting controls and assesses the independence of our auditors. In addition, the Audit Committee has established procedures for the receipt, retention and treatment of any complaints received by us regarding accounting, internal controls or auditing matters and the confidential, anonymous submission by our employees of any concerns regarding accounting or auditing matters. The Audit Committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties. The Audit Committee met six times during fiscal year 2011.

All members of the Audit Committee are "independent," as such term is defined by the Securities and Exchange Commission ("SEC") rules and NYSE Amex listing standards. The Board of Trustees has determined that Mr. Pelegrin, a member of our Audit Committee, qualifies as an "audit committee financial expert" under applicable SEC rules. We have posted our Amended and Restated Audit Committee Charter on our Internet website at www.innsuitestrust.com.

Audit Committee Report

The Audit Committee of the Board of Trustees has reviewed and discussed the audited financial statements of the Trust for the fiscal year ended January 31, 2011 with the management of the Trust. In

addition, the Audit Committee has discussed with Moss Adams LLP ("Moss Adams"), the independent registered public accounting firm of the Trust, the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1 AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. The Audit Committee has also received and reviewed the written disclosures and the letter from Moss Adams required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence, and has discussed with Moss Adams its independence from the Trust, including the compatibility of any non-audit services with Moss Adams' independence. The Audit Committee has also pre-approved the fees to be charged to the Trust by its independent auditors for audit and non-audit services.

Based on the foregoing, the Audit Committee recommended that such audited financial statements be included in the Trust's Annual Report for the fiscal year ended January 31, 2011. The Trust's Annual Report on Form 10-K was filed with the SEC on April 29, 2011.

By the Audit Committee of the Board of Trustees:

*Larry Pelegrin, Chairman
Steven S. Robson
Peter A. Thoma*

Compensation Committee

The Compensation Committee has the responsibility of determining the compensation of the Chief Executive Officer and all of our other officers, advising the Board of Trustees on the adoption and administration of employee benefit and compensation plans and administering our 1997 Stock Incentive and Option Plan. A description of the Compensation Committee's processes and procedures for the consideration and determination of executive officer compensation is included in this Proxy Statement under "Compensation of Trustees and Executive Officers – Compensation Discussion and Analysis." The Compensation Committee met two times during fiscal year 2011.

All members of the Compensation Committee are "independent," as such term is defined by the SEC rules and NYSE Amex listing standards. We have posted our Compensation Committee Charter on our Internet website at www.innsuitestrust.com.

Governance and Nominating Committee

The Governance and Nominating Committee has the responsibility of screening and nominating candidates for election as Trustees and recommending Committee members for appointment by the Board of Trustees. See "Election of Trustees – Trustee Nominations and Qualifications" above for more information on how shareholders can nominate Trustee candidates, as well as information regarding how Trustee candidates are identified and evaluated. The Governance and Nominating Committee also advises the Board of Trustees with respect to governance issues and trusteeship practices, including determining whether Trustee candidates and current Trustees meet the criteria for independence required by the NYSE Amex and the SEC. The Governance and Nominating Committee met two times during fiscal year 2011.

All members of the Governance and Nominating Committee are "independent," as such term is defined by SEC rules and NYSE Amex listing standards. We have posted our Governance and Nominating Committee Charter on our Internet website at www.innsuitestrust.com.

COMPENSATION OF TRUSTEES AND EXECUTIVE OFFICERS

Compensation Discussion and Analysis

The following discussion and analysis relates to the compensation paid to our executive officers listed in the Summary Compensation Table set forth below during fiscal year 2011.

Overview of the Compensation Committee

The Compensation Committee of the Board of Trustees is comprised of three independent Trustees. The Committee sets the principles and strategies that serve to guide the design of the compensation programs for our executive officers. The Committee annually evaluates the performance of our Chief Executive Officer, our Chief Financial Officer and our Executive Vice President (our executive officers). Taking into consideration the factors set forth below, the Committee then approves their compensation levels, including equity-based compensation, if any, and cash bonuses. The Committee does not use an independent compensation consultant to assist it with its responsibilities. The Committee does consider input from the Chief Executive Officer when determining compensation for the other executive officers.

Compensation Philosophy and Objectives

Under the supervision of the Compensation Committee, we have developed and implemented compensation policies, plans and programs that seek to enhance our ability to recruit and retain qualified management and other personnel. In developing and implementing compensation policies and procedures, the Compensation Committee seeks to provide rewards for the long-term value of an individual's contribution to the Trust. The Compensation Committee seeks to develop policies and procedures that offer both recurring and non-recurring, and both financial and non-financial, incentives.

Our executive compensation program is designed to (i) attract, as needed, executives with the skills necessary for us to achieve our business plan priorities, (ii) reward our executives fairly over time, (iii) retain those executives who continue to perform at or above expected levels of performance, and (iv) align the compensation of our executives with our performance.

Compensation for our executive officers has two main monetary components, salary and bonus, as well as a benefits component. Each executive officer receives a base salary. In addition, each executive officer is eligible to receive a bonus. The bonus can consist of a grant of restricted Shares or cash. During fiscal year 2011, our executive officers received cash bonuses. In fiscal year 2011, we did not grant any bonuses in the form of equity compensation. This decision was a result of discussions with our executive officers regarding the sufficiency of each executive officer's current Share ownership and the restrictions upon transfer of Shares held by our executive officers due to their affiliate status. Our 1997 Stock Incentive and Option Plan (the "Plan") also permits the granting of stock options. However, beginning in the second quarter of fiscal year 2006, the Compensation Committee decided to utilize other types of awards available under the Plan. As a result, we accepted the voluntary surrender of all outstanding stock options from our executive officers, Trustees and employees. The options were surrendered in order to reduce accounting and overall costs and simplify our reporting and compliance obligations under the rules of the SEC and the NYSE Amex. We made no payments to the holders of the options for their surrender and we have no obligation, explicit or implied, for the surrender of the options, including but not limited to the reissuance of options at some time in the future. Therefore, none of our executive officers or Trustees owns any stock options. In establishing future executive officer compensation packages, the Compensation Committee may utilize other types of awards available under the Plan, and/or adopt additional long-term incentive and/or annual incentive plans to meet the needs of changing employment markets and economic, accounting and tax conditions.

The Plan provides for accelerated benefits to participants in the event of a change in control. Generally, a change in control will be deemed to have occurred if (i) certain corporate reorganizations take place where the existing shareholders do not retain more than two-thirds of the combined voting power of our outstanding securities, (ii) any person or group becomes the beneficial owner of 15% or more of the combined voting power of our outstanding securities, (iii) there is a change in the majority of our Board of Trustees during any period of two consecutive years, or (iv) we announce that a change in control has occurred or will occur in the future pursuant to a then-existing contract or transaction. We chose these change in control triggers based on an evaluation of market practices at the time we implemented the Plan. In the event of a change in control, each outstanding restricted Share award becomes fully vested as of the day before the event occurs.

Our compensation program does not rely to any significant extent on broad-based benefits or perquisites. The benefits offered to our executive officers are those that are offered to all of our full-time employees. We do not offer our executive officers any perquisites.

Our management and the Compensation Committee work in a cooperative fashion. Management advises the Compensation Committee on compensation developments, compensation packages and our overall compensation program. The Compensation Committee then reviews, modifies if necessary and approves the compensation packages for our executive officers.

Elements of Compensation

In setting the compensation for each executive officer, the Compensation Committee considers (i) the responsibility and authority of each position relative to other positions within the Trust, (ii) the individual performance of each executive officer, (iii) the experience and skills of the executive officer, and (iv) the importance of the executive officer to the Trust.

Base Salary

We pay base salaries to our executive officers in order to provide a level of assured compensation reflecting an estimate of the value in the employment market of the executive officer's skills, the demands of his position and the relative size of the Trust. In establishing base salaries for our executive officers, the Compensation Committee considers our overall performance and the performance of each individual executive officer, as well as market forces and other general factors believed to be relevant, including time between salary increases, promotion, expansion of responsibilities, advancement potential, and the execution of special or difficult projects. Additionally, the Compensation Committee will take into account the relative salaries of the executive officers and determine what it believes are appropriate compensation level distinctions between and among the executive officers, including between the Chief Executive Officer and the Chief Financial Officer and among the other executive officers. While the Compensation Committee considers our financial performance, there is no specific relationship between achieving or failing to achieve budgeted estimates or our Share or financial performance and the annual salaries determined by the Compensation Committee for any of our executive officers. No specific weight is attributed to any of the factors considered by the Compensation Committee; the Compensation Committee considers all factors and makes a subjective determination based upon the experience of its members and the recommendations of our management.

Based upon a review of Mr. Wirth's performance and upon the recommendation of the Compensation Committee, for fiscal years 2011, 2010 and 2009, Mr. Wirth's, our Chairman, President and Chief Executive Officer's, annual base salary was set at \$153,000. The Compensation Committee does not rely on any particular set of financial or non-financial factors, measures or criteria when determining the compensation offered to Mr. Wirth. The Compensation Committee does consider Mr. Wirth's substantial Share ownership when setting his base salary. During fiscal year 2010, Mr. Wirth voluntarily reduced his

salary to \$116,978, and during fiscal year 2011, Mr. Wirth further voluntarily reduced his salary to \$104,746, in both cases by reducing the number of hours worked per year due to the economic environment.

For fiscal years 2011, 2010 and 2009, the Compensation Committee set Mr. Waters' base salary at \$153,000 and Mr. Berg's base salary at \$98,000. During fiscal years 2011 and 2010, Mr. Waters' salary was reduced to \$137,700 and \$136,987, respectively, and Mr. Berg's salary was reduced to \$67,092 and \$79,741, respectively, in each case by reducing the number of hours worked per year due to the economic environment.

For fiscal years 2012, 2011 and 2010, the Compensation Committee froze base salaries for Mr. Wirth, Mr. Waters and Mr. Berg at fiscal year 2009 levels. This decision was based on the impact of the weak economic conditions on our business and our industry generally. We expect that, in response to the economic environment, our executive officers will further reduce the number of hours worked per year, thus receiving lesser salaries in fiscal year 2012 than in fiscal year 2011.

Bonuses

Our executive officers are eligible to receive cash bonuses under the General Manager Bonus Plan equal to 10% of the aggregate cash bonuses received by the general managers of all of our hotels, regardless of region. The general managers receive a bonus based on the achievement of budgeted gross operating profit (total revenues less operating expenses) ("GOP") at their hotel on a quarterly and annual basis. Under the plan, if the hotel's actual quarterly and annual GOP exceeds the budgeted GOP, each general manager is eligible for a potential maximum annual bonus of \$20,000, consisting of a potential maximum quarterly bonus of \$2,000 per quarter and a potential maximum year-end bonus of \$12,000.

Quarterly General Manager GOP Bonus Potential:

<u>Percentage of Budgeted Quarterly GOP Achieved</u>	<u>Cash Bonus</u>
Less than 95%	\$0
95%	\$500
98%	\$1,000
102%	\$1,500
106% or more	\$2,000

Year-End General Manager GOP Bonus Potential:

<u>Percentage of Budgeted Annual GOP Achieved</u>	<u>Cash Bonus</u>
Less than 95%	\$0
95%	\$1,000
98%	\$2,000
102%	\$5,000
106%	\$9,000
108% or more	\$12,000

In fiscal year 2011, each of our executive officers received an annual cash bonus equal to 10% of the aggregate cash bonuses received by the general managers of all of our hotels, regardless of region. The general manager aggregate cash bonuses for fiscal year 2011 were:

<u>Period</u>	<u>GM Aggregate Cash Bonus</u>
First Quarter	\$ 4,500
Second Quarter	\$ 3,500
Third Quarter	\$ 3,500
Fourth Quarter	\$ 8,500
Year End	\$ 15,000

Accordingly, each of our executive officers received \$3,500 for fiscal year 2011.

Our executive officers are also eligible to receive bonuses in the form of equity compensation under the Plan at the discretion of the Compensation Committee. The Plan was established to provide an incentive for employees, including our executive officers, and to align our executive officers' interests with those of our shareholders. The Plan permits our Board of Trustees or the Compensation Committee to grant restricted Shares to employees, including our executive officers, on such terms as our Board of Trustees or the Compensation Committee may determine. The bonuses are used as a means of additional compensation, rather than a long-term incentive. For this reason, the vesting periods for these awards are relatively short, usually one year or less. In fiscal year 2011, we did not grant any bonuses in the form of equity compensation. This decision was a result of discussions with our executive officers regarding the sufficiency of each executive officer's current Share ownership and the restrictions upon transfer of Shares held by our executive officers due to their affiliate status. The Compensation Committee may decide to grant bonuses in the form of equity compensation in future years.

Benefits and Other Compensation

We maintain broad-based benefits that are provided to all employees, including health and dental insurance, life insurance and a 401(k) plan. We also have a mandatory matching contribution for our 401(k) plan. We do not have a pension plan. Our executive officers are eligible to participate in all of our employee benefit plans, in each case on the same basis as other employees.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis that appears in this Proxy Statement. Based on such review and discussions, the Compensation Committee recommended to the Board of Trustees that the Compensation Discussion and Analysis be included in this Proxy Statement.

By the Compensation Committee of the Board of Trustees:

Steven S. Robson, Chairman

Larry Pelegrin

Peter A. Thoma

Fiscal Year 2011 Trustee Compensation

The table below shows individual compensation information for our non-employee Trustees for our fiscal year ended January 31, 2011. Compensation information for Messrs. Wirth and Berg, who do not receive additional compensation for their service as Trustees, is included in the Summary Compensation Table.

<u>Name</u>	<u>Fees Earned or Paid in Cash (\$)</u>	<u>Stock Awards (\$)(1)</u>	<u>Total (\$)</u>
Larry Pelegrin	\$0	\$16,200	\$16,200
Steven S. Robson	0	16,200	16,200
Peter A. Thoma	0	16,200	16,200

(1) The dollar amounts shown in the Stock Awards column reflect the aggregate grant date fair value of restricted Shares computed in accordance with the Financial Accounting Standards Board Accounting Standards Codification Topic 718. For a discussion of assumptions we made in valuing restricted Shares, see Note 2, "Summary of Significant Accounting Policies – Stock-Based Compensation," in the notes to our consolidated financial statements contained in our Annual Report on Form 10-K for the fiscal year ended January 31, 2011 and Note 2, "Summary of Significant Accounting Policies – Stock-Based Compensation," in the notes to our consolidated financial statements contained in our Annual Report on Form 10-K for the fiscal year ended January 31, 2010.

On January 30, 2010, we issued 12,000 restricted Shares to each Trustee, other than Messrs. Wirth and Berg, as compensation for services rendered during fiscal year 2011. The aggregate grant date fair value of these Shares is shown in the table above. These restricted Shares vested in equal monthly amounts during our fiscal year 2011. As of January 31, 2011, Messrs. Thoma, Pelegrin and Robson did not hold any unvested Shares. As compensation for our fiscal year 2012, on February 1, 2011, we issued 12,000 additional restricted Shares (with the aggregate grant date fair value of \$17,280 per grant) to each Messrs. Thoma, Pelegrin and Robson, which Shares will vest in equal monthly amounts during the twelve-month period ending on January 31, 2012. We do not pay our Trustees an annual cash retainer, per meeting fees or additional compensation for serving on a Committee or as a Committee Chair.

Summary Compensation Table

The table below shows individual compensation information for our executive officers for our fiscal years ended January 31, 2011 and January 31, 2010:

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation \$(1)	Total (\$)
James F. Wirth, President and Chief Executive Officer	2011	\$ 104,746	\$ 0	\$ 3,500	\$ 500	\$ 108,746
	2010	116,978	0	2,050	500	119,528
Anthony B. Waters, Chief Financial Officer	2011	137,700	0	3,500	0	141,200
	2010	136,987	0	2,050	500	139,537
Marc E. Berg, Executive Vice President	2011	67,092	2,750	3,500	0	73,342
	2010	79,741	3,500	2,350	500	86,091

(1) Matching contributions made under our 401(k) plan to our executive officers.

During fiscal years 2011 and 2010, we did not issue any Shares to our executive officers and did not grant any stock options. During the second quarter of fiscal year 2006, we accepted the voluntary surrender of all outstanding stock options. As a result, none of our executive officers owned any stock options, or had any outstanding unvested Shares, as of January 31, 2011.

For fiscal years 2011 and 2010, each of our executive officers received a cash bonus of \$3,500 and \$2,050, respectively. For fiscal year 2010, as a regional manager of five of our hotels, Mr. Berg received an additional cash bonus of \$300 pursuant to our General Manager Bonus Plan, which bonus was equal to 10% of the aggregate cash bonuses received by the general managers of the hotels in his region. We eliminated the regional manager positions effective February 1, 2010. In fiscal years 2011 and 2010, Mr. Berg also received cash bonuses of \$2,750 and \$3,500, respectively, for refinancing hotel properties, which are reported in the Summary Compensation Table above in the "Bonus" column.

Potential Payments Upon Change in Control

We do not have employment agreements with our executive officers. Upon a change in control, our 1997 Stock Incentive and Option Plan provides for the acceleration of vesting of restricted Shares. The change in control triggers are described in "Compensation Discussion and Analysis – Compensation Philosophy and Objectives." This plan does not discriminate as to scope or terms in favor of our executive officers. All terms are generally applicable to all participants in this plan. If a change in control had occurred on January 31, 2011, none of our executive officers would have received any payment under the Plan upon a change in control because none had any awards outstanding as of that date.

CERTAIN TRANSACTIONS

Management and Licensing Agreements

Under its management agreements, InnSuites Hotels, our wholly-owned subsidiary, provides personnel for three hotels owned by affiliates of Mr. Wirth, our Chairman, President and Chief Executive Officer, the expenses of which are reimbursed at cost, and manages the hotels' daily operations. In fiscal year 2011, InnSuites Hotels received 2.5% of room revenue (aggregate fees of \$238,922) from these hotels (reduced to three from four hotels as of July 28, 2010) in exchange for management services and an additional annual accounting fee of \$27,000, payable at a rate of \$1,000 per month with an additional payment of \$15,000 due at year-end for annual accounting closing activities.

In exchange for use of the "InnSuites" trademark during fiscal year 2011, InnSuites Hotels received from the hotels owned by Mr. Wirth's affiliates aggregate licensing fees of \$36,384 and aggregate advertising fees of \$9,076. These fees were based on a per-room calculation, with fees equal to \$10 per month per room for the first 100 rooms, and \$2 per month per room for the amount above 100 rooms.

In addition, in fiscal year 2011, InnSuites Hotels received aggregate reservation fees of \$23,654 from the hotels owned by Mr. Wirth's affiliates. These fees were based on a set dollar amount per reservation for reservations taken at the InnSuites Hotels reservations center for the hotels owned by Mr. Wirth's affiliates.

The fee structure for the agreements discussed above is expected to remain the same in fiscal year 2012. These agreements have no expiration date and may be cancelled by either party with 12-months written notice or 90-days written notice in the event the applicable property changes ownership.

Restructuring Agreements

Albuquerque Suite Hospitality Restructuring Agreement

On July 22, 2010, our Board of Trustees unanimously approved, with Mr. Wirth abstaining, for RRF Limited Partnership, our subsidiary (the "Partnership"), to enter into an agreement with Rare Earth Financial, LLC ("Rare Earth"), an affiliate of Mr. Wirth, to sell units in Albuquerque Suite Hospitality, LLC, our subsidiary (the "Albuquerque entity"), which owns and operates the Albuquerque, New Mexico property. Under the agreement, Rare Earth agreed to either purchase or bring in other investors to purchase at least 51% of the membership interests in the Albuquerque entity, and the parties agreed to restructure the current operating agreement of the Albuquerque entity. A total of 400 units were available for sale for \$10,000 per unit, with a two unit minimum subscription. On October 29, 2010, the parties revised the operating agreement.

Under the new operating agreement, Rare Earth became the administrative member of the Albuquerque entity, in charge of the day-to-day management of the company. Additionally, the membership interests in the Albuquerque entity were allocated to three classes with differing distribution preference rights. Class A units are owned by unrelated third parties and have first priority for distributions, Class B units are owned by the Trust and/or the Partnership and have second priority for distributions, and Class C units are owned by Rare Earth or other affiliates of Mr. Wirth and have the lowest priority for distributions from the Albuquerque entity. Rare Earth also earned a formation fee equal to \$320,000, which was payable in 32 Class C units in the Albuquerque entity for the sale of at least 160 units. After all investors have received their initial capital plus a 7% per annum simple return, any additional profits will be allocated 50% to Rare Earth, with the remaining 50% allocated proportionately to all unit classes. InnSuites Hotels will continue to provide management, licensing and reservation services to the property.

On July 29, 2010, the Partnership sold approximately 11% of its sole membership interest in the Albuquerque entity for \$400,000 to Rare Earth. The price paid reflects the net assets of the Albuquerque entity calculated using the third-party appraisal value for the hotel property and the carrying cost of all other assets and liabilities. Subsequently, Rare Earth received an additional 32 units, or approximately 8%, worth \$320,000 as a formation fee resulting in Rare Earth having a total ownership interest of approximately 19% as of January 31, 2011. During the fiscal year ended January 31, 2011, the Partnership sold an additional approximately 47% of its membership interests for \$1,754,000 to unrelated third parties and approximately 1% for \$20,000 to Mr. Lawrence Pelegrin, who is a member of our Board of Trustees. As of January 31, 2011, the Partnership holds a 33.32% ownership interest in the Albuquerque entity, Mr. Wirth and his affiliates hold a 19.25% interest, and other parties hold a 47.43% interest.

Tucson Hospitality Properties Restructuring Agreement

At the January 31, 2011 Board of Trustees meeting, the Board authorized our management to enter into a contract to sell up to 49% of the Partnership's ownership in Tucson Hospitality Properties, LP (the "Tucson entity"), which owns and operates our Tucson Oracle (Tucson Foothills) property and is wholly-owned by the Partnership. On February 17, 2011, the Trust and Partnership entered into a restructuring agreement with Rare Earth to allow for the sale of minority interest units in the Tucson entity. Under the agreement, Rare Earth agreed to either purchase or bring in other investors to purchase up to 232 units of the Tucson entity for \$10,000 per unit, and the parties agreed to restructure the limited partnership agreement of the Tucson entity.

Under the restructured limited partnership agreement, Rare Earth became a general partner of the Tucson entity along with the Partnership. Rare Earth will relinquish its status as a general partner if it fails to sell at least 160 units in the Tucson entity. Additionally, the partnership interests in the Tucson entity were allocated to three classes with differing distribution preference rights. Class A units will be owned by unrelated third parties and will have first priority for distributions, Class B units will be owned by the Trust and/or the Partnership and will have second priority for distributions, and Class C units will be owned by Rare Earth or other affiliates of Mr. Wirth and will have the lowest priority for distributions from the Tucson entity. Rare Earth is also entitled to a formation fee equal to \$320,000, payable in either cash or units in the Tucson entity, if at least 160 units are sold. After all investors have received their initial capital plus a 7% per annum simple return, any additional profits will be allocated 50% to Rare Earth, with the remaining 50% allocated proportionately to all unit classes. InnSuites Hotels will continue to provide management, licensing and reservation services to the property.

Guarantees

On November 23, 2010, the Trust established a new revolving bank line of credit, with a credit limit of \$500,000 and the original maturity date of May 23, 2011. Mr. Wirth is a guarantor on this line of credit, which we have extended through May 23, 2012. The line of credit bears interest at the prime rate plus 1.0% per year with a 6.0% rate floor and has no financial covenants. The line is secured by a junior security interest in the Yuma, Arizona property and trade receivables. As of January 31, 2011, the Trust had drawn no funds under the line of credit.

Mr. Wirth has also guaranteed 100% of our Tucson St. Mary's mortgage note payable of \$5,585,098 as of January 31, 2011. The note is due in variable monthly installments (\$29,776 as of January 31, 2011), including interest at prime rate (3.25% as of January 31, 2011), through January 28, 2015, plus a balloon payment of \$4,874,612 in January 2015. The note is secured by our Tucson St. Mary's property with a carrying value of \$8 million as of January 31, 2011.

Review, Approval or Ratification of Transactions with Related Parties

We have established procedures for reviewing transactions between us and our Trustees and executive officers, their immediate family members and entities with which they have a position or relationship. These procedures help us evaluate whether any related person transaction could impair the independence of a Trustee or presents a conflict of interest on the part of a Trustee or executive officer. First, the related party transaction is presented to our executive management, including our Chief Financial Officer. Our Chief Financial Officer will discuss the transaction with our outside counsel or our independent registered public accountants, if appropriate. Lastly, the members of the Board of Trustees who do not have an interest in the transaction will review the transaction and, if they approve, will pass a resolution authorizing the transaction.

CERTAIN INFORMATION CONCERNING THE TRUST

Ownership of Shares

The following table shows the persons who were known to us to be beneficial owners of more than 5% of our outstanding Shares as of May 23, 2011, together with the number of Shares owned beneficially by each Trustee, nominee and executive officer, and the Trustees, nominees and executive officers as a group. The percentages in the table are based on 8,532,437 Shares issued and outstanding as of May 23, 2011. Unless otherwise specified, each person has sole voting and investment power of the Shares he beneficially owns.

Greater-than-Five-Percent Beneficial Owners and Beneficial Ownership of Trustees, Nominees and Executive Officers

<u>Trustees, Nominees and Executive Officers</u>	<u>Shares Beneficially Owned</u>	<u>Percentage of Outstanding Shares</u>
James F. Wirth(1)	5,089,632	59.7%
Marc E. Berg	60,225	*
Steven S. Robson	272,723	3.2%
Peter A. Thoma	117,900	1.4%
Larry Pelegrin(2)	79,870	*
Anthony B. Waters	23,000	*
Trustees, Nominees and Executive Officers as a group (six persons)	5,643,350	66.1%

- (1) All Shares are owned jointly by Mr. Wirth and his spouse, except for 1,838,476 Shares that are voted separately by Mr. Wirth and 1,239,078 Shares that are voted separately by Mrs. Wirth. Mr. Wirth has pledged 1,258,340, and Mrs. Wirth has pledged 300,000, of these shares as security. Mr. Wirth and his spouse also own all 3,407,938 issued and outstanding Class B limited partnership units in RRF Limited Partnership, the conversion of which is restricted and permitted only at the discretion of our Board of Trustees. Mr. Wirth's business address is 1625 E. Northern Avenue, Suite 105, Phoenix, Arizona 85020.
- (2) Mr. Pelegrin has shared voting power and shared investment power with respect to all of his Shares.

* Less than one percent (1.0%).

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our Trustees, executive officers and holders of more than 10% of our Shares to file with the SEC initial reports of ownership and reports of subsequent changes in ownership. Such persons are required by the regulations of the SEC to furnish us with copies of all Section 16(a) reports they file with the SEC. The SEC has established specific due dates for these reports and we are required to disclose in this Proxy Statement any late filings or failures to file.

Based solely on our review of the copies of such forms (and amendments thereto) furnished to us and written representations from reporting persons that no additional reports were required, we believe that all our Trustees, executive officers and holders of more than 10% of the Shares complied with all Section 16(a) filing requirements during the fiscal year ended January 31, 2011.

Selection of Independent Auditors

Our consolidated financial statements as of and for the fiscal year ended January 31, 2011 were audited by Moss Adams. The Audit Committee has appointed Moss Adams to serve as our independent registered public accountants for the fiscal year ending January 31, 2012.

Representatives of Moss Adams are expected to be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions.

Audit Fees & Services

Audit Fees

The aggregate fees for professional services rendered by Moss Adams for the audit of our annual financial statements for the fiscal years ended January 31, 2011 and January 31, 2010 and review of our interim financial statements included in our quarterly reports on Form 10-Q filed during the fiscal years ended January 31, 2011 and 2010 were \$146,425 and \$155,762, respectively.

Audit-Related Fees

The aggregate fees for audit-related services rendered by Moss Adams, such as assistance with and review of quarterly press releases containing earnings information, for the fiscal years ended January 31, 2011 and January 31, 2010 were \$18,500 and \$0, respectively.

Tax Fees

The aggregate fees for tax compliance, tax advice and tax planning services rendered by Moss Adams for the fiscal years ended January 31, 2011 and January 31, 2010 were \$41,343 and \$52,283, respectively.

All Other Fees

Moss Adams did not render other services, and there were no other fees to Moss Adams, for fiscal years ended January 31, 2011 and January 31, 2010.

Our Audit Committee has considered and determined that the provision of these services, other than the audit of our annual financial statements and the review of our interim financial statements, is compatible with Moss Adams maintaining its independence from us.

The Audit Committee pre-approves all fees for services performed by Moss Adams. Unless a type of service Moss Adams provided received general pre-approval, it will require specific pre-approval by the Audit Committee. Any proposed services exceeding pre-approved cost levels will require specific pre-approval by the Audit Committee. The term of any pre-approval is 12 months from the date of pre-approval, unless the Audit Committee specifically provides for a different period.

Since May 6, 2003, the effective date of the SEC's rules requiring Audit Committee pre-approval of audit and non-audit services performed by our independent auditors, all of the services provided by our independent auditors were approved in accordance with the policies and procedures described above.

OTHER MATTERS

The Trustees know of no matters to be presented for action at the Annual Meeting other than those described in this Proxy Statement. Should other matters come before the meeting, the Shares represented by proxies solicited hereby will be voted with respect thereto in accordance with the best judgment of the proxy holders.

OTHER INFORMATION

Shareholder Proposals

If a shareholder intends to present a proposal at the 2012 Annual Meeting of Shareholders, it must be received by us for consideration for inclusion in our proxy statement and form of proxy relating to that meeting on or before February 4, 2012. A shareholder who wishes to present a proposal at the 2012 Annual Meeting, but does not wish to have that proposal included in our proxy statement and form of proxy relating to that meeting, must notify us of the proposal before April 19, 2012. If notice of the proposal is not received by us by that date, then the proposal will be deemed untimely and we will have the right to exercise discretionary voting authority and vote proxies returned to us with respect to that proposal.

By order of the Board of Trustees

MARC E. BERG
Secretary

May 25, 2011