

INNSUITES HOSPITALITY TRUST  
Form NT 10-Q  
December 16, 2004

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

**FORM 12b-25**  
NOTIFICATION OF LATE FILING

Commission File Number 001-7062

(Check one):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form N-SAR  Form N-CSR

For Period Ended: October 31, 2004

- Transition Report on Form 10-K
  - Transition Report on Form 20-F
  - Transition Report on Form 11-K
  - Transition Report on Form 10-Q
  - Transition Report on Form N-SAR
- For the Transition Period Ended:

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I REGISTRANT INFORMATION**

InnSuites Hospitality Trust  
Full Name of Registrant

Former Name if Applicable

1615 E. Northern Ave., Suite 102  
Address of Principal Executive Office (*Street and Number*)

Phoenix, Arizona 85020  
City, State and Zip Code

**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

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State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

InnSuites Hospitality Trust (the Trust) respectfully represents that due to (1) the loss of its Controller, whose assistance was integral to the preparation of its periodic reports, and (2) complex accounting issues required to be resolved in connection with the recent filing of its multi-proposal Proxy Statement and the recent Annual Meeting of the Trust's shareholders, the Trust is unable to timely file its Quarterly Report on Form 10-Q for the fiscal quarter ending October 31, 2004 without unreasonable effort or expense prior to the December 15, 2004 due date. The Trust has recently hired someone to fill the vacant Controller position.

The Trust represents that its Quarterly Report on Form 10-Q will be filed no later than the fifth calendar day following the prescribed due date of December 15, 2004.

(Attach extra Sheets if Needed)

SEC 1344 (07-03) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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