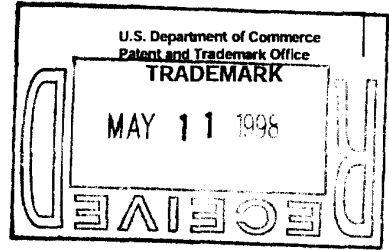


FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

05-19-1998



100715787



MRD 5-11-98

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Marriott International, Inc.

Execution Date
Month Day Year
03/27/98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name New Marriott MI, Inc.

DBA/AKATA _____

Composed of _____

Address (line 1) 10400 Fernwood Road, Bethesda, Maryland 20817

Address (line 2) _____

Address (line 3) Bethesda Maryland 20817
City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
 - Corporation Association
 - Other _____
 - Citizenship/State of Incorporation/Organization Delaware
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/14/1998 DCDATES 00000017 75409639

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
4200.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 1726 FRAME: 0581

FORM PTO-1618B
Expires 06/30/99
OMB 0651-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name Dept.

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/409639"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,207,621"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="see attached schedule"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="see attached schedule"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Elisabeth Escobar
Name of Person Signing

Elisabeth Escobar
Signature

April 27, 1998
Date Signed

Registered U.S. Trademarks

<u>Mark</u>	<u>Registration No.</u>
ALLIE'S PANTRY (STYLIZED)	1,146,542
ALLIE'S	1,514,143
BEAN THERE GRIND THAT	2,050,564
BELLO MONDO	1,165,019
BENETRADE (& DESIGN)	1,232,149
BRIGHTON GARDENS	1,665,313
"C" AND CAMEL DESIGN	1,435,043
CAMELBACK INN	895,667
CAPRICCIO	901,320
CASA MAGNA	1,877,021
CHAMPIONS	1,379,648
CHAPARRAL	1,088,387
COURTYARD BY MARRIOTT W/ DESIGN	1,305,523
COURTYARD BY MARRIOTT	1,329,051
COURTYARD CLUB	1,307,529
COURTYARD CONNECTION	1,305,520
COURTYARD	1,562,811
CYPRESS HARBOUR DESIGN	1,642,285
CYPRESS HARBOUR	1,640,765
DESERT SPRINGS	1,475,484
DESIGNED BY BUSINESS TRAVELERS FOR BUSINESS TRAVELERS	1,624,241
ESCAPE! (SCRIPT DESIGN)	902,356
FAIRFIELD INN	1,496,308
FAIRFIELD INN	742,101
FRIENDSHARE	1,793,867
GAMBIT'S (STYLIZED)	1,162,320
GET AWAY GIFT CERTIFICATE	2,073,228
GETAWAY BOUQUET	2,054,616
GETAWAY WEEKEND BY MARRIOTT	2,083,014
GIVE A MEMORY	2,015,460
GRANDE OCEAN RESORT	1,887,436
GRIFFIN DESIGN	1,685,356
HOME SOLUTIONS	1,943,976
HONORED GUEST	1,405,315
HUNGRY HOUR	1,425,296
IN ALL THE WORLD...ONLY ONE	1,243,327
INNSIDER CLUB	1,453,663
INNSIDERS	1,657,706
LEISURELIFE	1,389,502
M DESIGN	1,774,432
MARRIOTT EMPLOYEES' FEDERAL CREDIT UNION	1,465,817
MARRIOTT IN-FLITE SERVICE (W/DESIGN)	840,991
M LOGO	1,566,496

Registered U.S. Trademarks

<u>Mark</u>	<u>Registration No.</u>
MARRIOTT'S LINCOLNSHIRE RESTAURANT W/DESIGN	1,566,496
MARGATE	1,499,799
MARGATE	1,573,714
MARQUIS	1,544,932
MARQUIS	1,868,692
MARRIOTT (SCRIPT)	904,029
MARRIOTT (SCRIPT)	947,709
MARRIOTT CREDIT UNION (W/DESIGN)	1,098,977
MARRIOTT HOTELS	1,277,442
MARRIOTT HOTEL	1,277,443
MARRIOTT INN	903,633
MARRIOTT MARQUIS W/DESIGN	1,199,969
MARRIOTT MARQUIS	1,305,450
MARRIOTT MARQUIS	1,862,854
MARRIOTT PREFERENCE PLUS	1,310,519
MARRIOTT	1,297,208
MARRIOTT	1,417,839
MARRIOTT	1,576,776
MARRIOTT	899,900
MARRIOTT	909,607
MARRLIN	2,032,097
MARRPAY	1,325,570
MAUI MARRIOTT RESORT & DESIGN	1,200,740
MED*CONNECTION	1,622,872
MEMORIES ARE MADE OF THIS...	2,017,517
MIKADO	2,068,826
MOUNTAIN SHADOWS (STYLIZED)	1,368,265
MOUNTAIN SHADOWS	1,348,686
MULTI-MED WITH DESIGN	1,381,763
NEWPORT BEACH MARRIOTT HOTEL & TENNIS CLUB	1,217,030
NIKKO (SCRIPT)	1,322,693
P.V. I LOVE YOU	1,880,157
PAPPY PARKER	916,882
PITCHERS	1,588,321
QUICK BITES	2,029,385
SCORECARD	1,603,027
SEAVIEW (PINE TREE DESIGN)	1,721,948
SEAVIEW WITH DESIGN	1,660,130
SEAVIEW	1,627,730
SLEEPFREE AWARDS	1,614,438
STIRRUP CUP LOUNGE	837,670
STIRRUP CUP	894,806

Registered U.S. Trademarks

<u>Mark</u>	<u>Registration No.</u>
STRATFORD COURT	1,737,792
SUN & MOON DESIGN	2,008,334
SUNSET CACTUS & DESIGN	1,335,613
SUPER SLUMBER PARTY WEEKEND	1,580,490
TAN-TAR-A DESIGN	1,754,252
TAN-TAR-A	901,307
TEAMS	2,062,706
THE HOTEL DESIGNED BY BUSINESS TRAVELERS	2,035,374
THE ROOM THAT WORKS	1,971,928
TRAVELING'S AN ADVENTURE, WHERE YOU STAY SHOULDN'T BE	2,083,199
WE KNOW WHAT IT'S LIKE TO BE ON THE ROAD	1,305,518
WE MAKE IT HAPPEN FOR YOU	1,835,845
WE SMILE MORE	1,036,453
WHEN MARRIOTT DOES IT, THEY DO IT RIGHT	1,108,980
WHEN YOU'RE COMFORTABLE, YOU CAN DO ANYTHING	1,996,904
WINDJAMMER	1,052,137

Pending Applications for U.S. Trademark Registration

<u>Mark</u>	<u>Application No.</u>
AMBASSADOR	75/409639
BARONY BEACH CLUB	75/341350
BAYFRONT TERRACE	75/072977
CAN'T BEAT FRIDAY	75/385368
COMFORT COLLECTION	75/419576
COMFORT COLLECTION	75/420872
COUNTER POINTS	75/319891
COURTYARD MARRIOTT BUSINESS SERVICES W/ DESIGN	75/451439
EDGEHILL	75/146426
FAIRFIELD SUITES	75/032250
FALDO GOLF INSTITUTE	75/453042
FALDO GOLF INSTITUTE	75/452910
FALDO GOLF INSTITUTE	75/453031
FALDO GOLF INSTITUTE	75/452704
FALDO GOLF INSTITUTE	75/453047
FALDO GOLF INSTITUTE	75/453044
FALDO GOLF INSTITUTE	75/452268
GOLFER LOGO	75/453045
GOLFER LOGO	75/452911
GOLFER LOGO	75/453041
GOLFER LOGO	75/453043
GOLFER LOGO	75/452267
GOLFER LOGO	75/452063
GOLFER LOGO	75/453046
FRIDAY FAMILY FUN	75/281682
GOT A SUITCASE? GOTTA JOIN.	75/414050
HOMESOLUTIONS HOUSES	75/357465
HOMESOLUTIONS	75/271460
HOMESOLUTIONS	75/289478
KEY & LEAF DESIGN	75/242986
KEY & LEAF DESIGN	75/242994
M & STAR DESIGN	75/347831
M & STAR DESIGN	75/347995
M LOGO	75/079608
MARQUIS EVENTS	75/048433
MARRIOTT EXECUTIVE RESIDENCES	75/232219
MARRIOTT EXECUTIVE RESIDENCES	75/232220
MARRIOTT MOUNTAINSIDE	75/409640
MARRIOTT OCEAN POINTE	75/444827
MARRIOTT REWARDS	75/207621
MARRIOTT'S PALM BEACH SHORES	75/341626
MARRIOTT	75/079609
NGH TREE LOGO	75/385367

Pending Applications for U.S. Trademark Registration

<u>Mark</u>	<u>Application No.</u>
NGH	75/385370
NICK'S GRILL	75/347278
NOTHING WORKS LIKE TRAVEL	75/150402
ONLY NEW YORK	75/268401
ONLY NEW YORK	75/270636
PALM BEACH SHORES	75/341627
PATHWAYS TO INDEPENDENCE	75/142869
PORTRAITS OF CARE	75/447166
REACH TO IMPROVE	75/310845
ROOM TO RELAX, ROOM TO WORK, ROOM TO BREATHE	75/305560
SCHUYLER POINT	75/029527
SPEAKING OF SAFETY...	75/344909
SPEAKING OF SAFETY...	75/345749
SPEAKING OF SAFETY...	75/362458
SPIRIT TO SERVE	75/080313
STELLARIS	75/077975
TALK 'N TRANSFER	75/014749
THE FORUM	75/368958
TOGETHER TIME	75/449346
VACATIONS WITH PURPOSE	75/344910
VILLAGE OAKS	75/385366
WE MAKE LIFE SIMPLER	75/270924
WE MAKE LIFE SIMPLER	75/298845
YOU CAN EXPECT MORE	75/424634

F:\GROUPS\IP\EMJ\MISC\EXHIBITA.DOC

**ASSIGNMENT OF TRADEMARK AND SERVICE MARK
APPLICATIONS AND REGISTRATIONS**

This assignment is made and entered into as of the 27th of March, 1998 by and between **Marriott International, Inc.** (to be renamed "Sodexho Marriott Services, Inc."), a corporation organized and existing under the laws of Delaware (hereinafter "Assignor") and **New Marriott MI, Inc.** (to be renamed "Marriott International, Inc."), a corporation organized and existing under the laws of Delaware (hereinafter "Assignee");

WHEREAS, Assignor has adopted and registered or sought to register with the United States Patent and Trademark Office the trademarks and services marks listed on Exhibit A attached hereto (the "Marks");

WHEREAS, Assignee is desirous of acquiring all right, title and interest in and to the Marks together with the registrations and applications thereof, and the goodwill of the business pertaining thereto, as the successor in interest to that portion of Assignor's ongoing and existing business to which the Marks pertain;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title and interest in and to the Marks, including all applications to register and registrations for the Marks, together with the goodwill of the business pertaining thereto.

Assignor assigns the Marks in connection with the transfer to Assignee of that part of Assignor's ongoing and existing business to which the Marks pertain.

MARRIOTT INTERNATIONAL, INC.

By: *Lawrence E. Hyatt*
Name: *Lawrence E. Hyatt*
Title: *Vice President*
Date: *March 27, 1998*

EXHIBIT A TO ASSIGNMENT

I. Registered U.S. Trademarks

<u>Mark</u>	<u>Registration No.</u>
ALLIE'S BAKERY	1,207,621
ALLIE'S PANTRY (STYLIZED)	1,146,542
ALLIE'S	1,514,143
BEAN THERE GRIND THAT	2,050,564
BELLO MONDO	1,165,019
BENETRADE (& DESIGN)	1,232,149
BRIGHTON GARDENS	1,665,313
"C" AND CAMEL DESIGN	1,435,043
CAMELBACK INN	895,667
CAPRICCIO	901,320
CASA MAGNA	1,877,021
CHAMPIONS	1,379,648
CHAPARRAL	1,088,387
COURTYARD BY MARRIOTT W/ DESIGN	1,305,523
COURTYARD BY MARRIOTT	1,329,051
COURTYARD CLUB	1,307,529
COURTYARD CONNECTION	1,305,520
COURTYARD	1,562,811
CYPRESS HARBOUR DESIGN	1,642,285
CYPRESS HARBOUR	1,640,765

EXHIBIT A TO ASSIGNMENT

I. Registered U.S. Trademarks

<u>Mark</u>	<u>Registration No.</u>
DESERT SPRINGS	1,475,484
DESIGNED BY BUSINESS TRAVELERS FOR BUSINESS TRAVELERS	1,624,241
ESCAPE! (SCRIPT DESIGN)	902,356
FAIRFIELD INN	1,496,308
FAIRFIELD INN	742,101
FRIENDSHARE	1,793,867
GAMBIT'S (STYLIZED)	1,162,320
GET AWAY GIFT CERTIFICATE	2,073,228
GETAWAY BOUQUET	2,054,616
GETAWAY WEEKEND BY MARRIOTT	2,083,014
GIVE A MEMORY	2,015,460
GRANDE OCEAN RESORT	1,887,436
GRIFFIN DESIGN	1,685,356
HOME SOLUTIONS	1,943,976
HONORED GUEST	1,405,315
HUNGRY HOUR	1,425,296
IN ALL THE WORLD...ONLY ONE	1,243,327
INNSIDER CLUB	1,453,663
INNSIDERS	1,657,706
LEISURELIFE	1,389,502

EXHIBIT A TO ASSIGNMENT

I. Registered U.S. Trademarks

<u>Mark</u>	<u>Registration No.</u>
M DESIGN	1,774,432
MARRIOTT EMPLOYEES' FEDERAL CREDIT UNION	1,465,817
MARRIOTT IN-FLITE SERVICE (W/DESIGN)	840,991
M LOGO	1,566,496
MARRIOTT'S LINCOLNSHIRE RESTAURANT W/DESIGN	1,566.496
MARGATE	1,499,799
MARGATE	1,573,714
MARQUIS	1,544,932
MARQUIS	1,868,692
MARRIOTT (SCRIPT)	904,029
MARRIOTT (SCRIPT)	947,709
MARRIOTT CREDIT UNION (W/DESIGN)	1,098,977
MARRIOTT HOTELS	1,277,442
MARRIOTT HOTEL	1,277,443
MARRIOTT INN	903,633
MARRIOTT MARQUIS W/DESIGN	1,199.969
MARRIOTT MARQUIS	1,305,450
MARRIOTT MARQUIS	1,862,854
MARRIOTT PREFERENCE PLUS	1,310,519

EXHIBIT A TO ASSIGNMENT

I. Registered U.S. Trademarks

<u>Mark</u>	<u>Registration No.</u>
MARRIOTT	1,297,208
MARRIOTT	1,417,839
MARRIOTT	1,576,776
MARRIOTT	899,900
MARRIOTT	909,607
MARRLIN	2,032,097
MARRPAY	1,325,570
MAUI MARRIOTT RESORT & DESIGN	1,200,740
MED*CONNECTION	1,622,872
MEMORIES ARE MADE OF THIS...	2,017,517
MIKADO	2,068,826
MOUNTAIN SHADOWS (STYLIZED)	1,368,265
MOUNTAIN SHADOWS	1,348,686
MULTI-MED WITH DESIGN	1,381,763
NEWPORT BEACH MARRIOTT HOTEL & TENNIS CLUB	1,217,030
NIKKO (SCRIPT)	1,322,693
P.V. I LOVE YOU	1,880,157
PAPPY PARKER	916,882
PITCHERS	1,588,321
QUICK BITES	2,029,385

EXHIBIT A TO ASSIGNMENT

I. Registered U.S. Trademarks

<u>Mark</u>	<u>Registration No.</u>
SCORECARD	1,603,027
SEAVIEW (PINE TREE DESIGN)	1,721,948
SEAVIEW WITH DESIGN	1,660,130
SEAVIEW	1,627,730
SLEEPFREE AWARDS	1,614,438
STIRRUP CUP LOUNGE	837,670
STIRRUP CUP	894,806
STRATFORD COURT	1,737,792
SUN & MOON DESIGN	2,008,334
SUNSET CACTUS & DESIGN	1,335,613
SUPER SLUMBER PARTY WEEKEND	1,580,490
TAN-TAR-A DESIGN	1,754,252
TAN-TAR-A	901,307
TEAMS	2,062,706
THE HOTEL DESIGNED BY BUSINESS TRAVELERS	2,035,374
THE ROOM THAT WORKS	1,971,928
TRAVELING'S AN ADVENTURE, WHERE YOU STAY SHOULDN'T BE	2,083,199
WE KNOW WHAT IT'S LIKE TO BE ON THE ROAD	1,305,518
WE MAKE IT HAPPEN FOR YOU	1,835,845

EXHIBIT A TO ASSIGNMENT

I. Registered U.S. Trademarks

<u>Mark</u>	<u>Registration No.</u>
WE SMILE MORE	1,036,453
WHEN MARRIOTT DOES IT, THEY DO IT RIGHT	1,108,980
WHEN YOU'RE COMFORTABLE, YOU CAN DO ANYTHING	1,996,904
WINDJAMMER	1,052,137

EXHIBIT A TO ASSIGNMENT

II. Pending Applications for U.S. Trademark Registration

<u>Mark</u>	<u>Application No.</u>
AMBASSADOR	75/409639
BARONY BEACH CLUB	75/341350
BAYFRONT TERRACE	75/072977
CAN'T BEAT FRIDAY	75/385368
COMFORT COLLECTION	75/419576
COMFORT COLLECTION	75/420872
COUNTER POINTS	75/319891
COURTYARD MARRIOTT BUSINESS SERVICES W/ DESIGN	AWAIT FILING RECEIPT
EDGEHILL	75/146426
FAIRFIELD SUITES	75/032250
FALDO GOLF INSTITUTE International Class 9	AWAIT FILING RECEIPT
FALDO GOLF INSTITUTE International Class 16	AWAIT FILING RECEIPT
FALDO GOLF INSTITUTE International Class 18	AWAIT FILING RECEIPT
FALDO GOLF INSTITUTE International Class 24	AWAIT FILING RECEIPT
FALDO GOLF INSTITUTE International Class 25	AWAIT FILING RECEIPT
FALDO GOLF INSTITUTE International Class 28	AWAIT FILING RECEIPT

EXHIBIT A TO ASSIGNMENT

II. Pending Applications for U.S. Trademark Registration

<u>Mark</u>	<u>Application No.</u>
FALDO GOLF INSTITUTE International Class 41	AWAIT FILING RECEIPT
GOLFER LOGO International Class 9	AWAIT FILING RECEIPT
GOLFER LOGO International Class 16	AWAIT FILING RECEIPT
GOLFER LOGO International Class 18	AWAIT FILING RECEIPT
GOLFER LOGO International Class 24	AWAIT FILING RECEIPT
GOLFER LOGO International Class 25	AWAIT FILING RECEIPT
GOLFER LOGO International Class 28	AWAIT FILING RECEIPT
GOLFER LOGO International Class 41	AWAIT FILING RECEIPT
FRIDAY FAMILY FUN	75/281682
GOT A SUITCASE? GOTTA JOIN.	75/414050
HOMESOLUTIONS HOUSES	75/357465
HOMESOLUTIONS	75/271460
HOMESOLUTIONS	75/289478
KEY & LEAF DESIGN	75/242986
KEY & LEAF DESIGN	75/242994
M & STAR DESIGN	75/347831

EXHIBIT A TO ASSIGNMENT

II. Pending Applications for U.S. Trademark Registration

<u>Mark</u>	<u>Application No.</u>
M & STAR DESIGN	75/347995
M LOGO	75/079608
MARQUIS EVENTS	75/048433
MARRIOTT EXECUTIVE RESIDENCES	75/232219
MARRIOTT EXECUTIVE RESIDENCES	75/232220
MARRIOTT MOUNTAINSIDE	75/409640
MARRIOTT OCEAN POINTE	75/444827
MARRIOTT REWARDS	75/207621
MARRIOTT'S PALM BEACH SHORES	75/341626
MARRIOTT	75/079609
NGH TREE LOGO	75/385367
NGH	75/385370
NICK'S GRILL	75/347278
NOTHING WORKS LIKE TRAVEL	75/150402
ONLY NEW YORK	75/268401
ONLY NEW YORK	75/270636
PALM BEACH SHORES	75/341627
PATHWAYS TO INDEPENDENCE	75/142869
PORTRAITS OF CARE	AWAIT FILING RECEIPT
REACH TO IMPROVE	75/310845

EXHIBIT A TO ASSIGNMENT

II. Pending Applications for U.S. Trademark Registration

<u>Mark</u>	<u>Application No.</u>
ROOM TO RELAX, ROOM TO WORK, ROOM TO BREATHE	75/305560
SCHUYLER POINT	75/029527
SPEAKING OF SAFETY...	75/344909
SPEAKING OF SAFETY...	75/345749
SPEAKING OF SAFETY...	75/362458
SPIRIT TO SERVE	75/080313
STELLARIS	75/077975
TALK 'N TRANSFER	75/014749
THE FORUM	75/368958
TOGETHER TIME	AWAIT FILING RECEIPT
VACATIONS WITH PURPOSE	75/344910
VILLAGE OAKS	75/385366
WE MAKE LIFE SIMPLER	75/270924
WE MAKE LIFE SIMPLER	75/298845
YOU CAN EXPECT MORE	75/424634