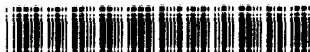


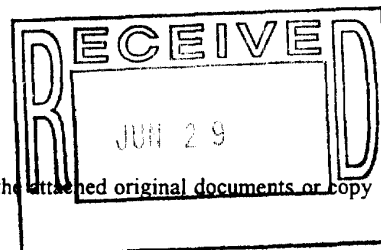
Client Code: DOUBLTR.005T

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100759104

Record the attached original documents or copy

TO THE HONORABLE COMMISSIONER OF
thereof.

MRD 6-29-98

1. Name of conveying party(ies): (If multiple assignors, list numerically)

Lexington Services, Ltd.

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State
- Other:

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):

Name: Doubletree Hotels Corporation
Internal Address:
Street Address: 410 North 44th Street, Suite 700
City: Phoenix State: Arizona ZIP: 85008

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation - State: Arizona
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) and address(es) attached?
 Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: (If multiple assignors, list execution dates in numerical order corresponding to numbers indicated in 1 above)
June 4, 1998

4. Application number(s) or registration number(s):

- a. Trademark Application No(s):
75/344,279
- b. Trademark Registration No(s):

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Joseph F. Jennings
KNOBBE, MARTENS, OLSON & BEAR, LLP
Internal Address: Sixteenth Floor
Street Address: 620 Newport Center Drive
City: Newport Beach State: CA ZIP: 92660

7. Total fee (37 CFR 3.41): \$40

- Enclosed
- Authorized to be charged to deposit account

6. Total number of applications and registrations involved: 1

07/08/1998 DNGUYEN 00000326 75344279

01 FC:481 Statement and signature. 40.00 OP

8. Deposit account number: 11-1410

Please charge this account for any additional fees which may be required, or credit any overpayment to this account.

duplicate copy

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.

Joseph F. Jennings
Name of Person Signing

Joseph F. Jennings
Signature

6-29-98

Date

Total number of pages, including cover sheet, attachments and document: 6

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

KNOBBE, MARTENS, OLSON & BEAR, LLP
620 NEWPORT CENTER DR 16TH FLOOR NEWPORT BEACH, CA 92660
(949) 760-0404 FAX (949) 760-9500
TRADEMARK
REEL: 1749 FRAME: 0990

EXHIBIT A

SCHEDULES TO TRADEMARK ASSIGNMENT

SCHEDULE A

Mark: SUITE DREAMS

SCHEDULE B

Federal Trademark Application:

<u>MARK</u>	<u>APPL. NO.</u>	<u>FILING DATE</u>	<u>INTL. CLASS</u>
SUITE DREAMS	75/344,279	08/20/97	42

SERVICE MARK ASSIGNMENT

WHEREAS, LEXINGTON SERVICES, LTD. (hereafter "Assignor"), a Texas limited partnership, whose General Partner is Lexington Services Corporation, each having an address of 2120 Walnut Hill Lane, Suite 100, Irving, Texas 75038, adopted and used the service mark listed on Exhibit A, and is the owner of all right, title and interest in and to the service mark application in the United States of America listed in Exhibit A; and

WHEREAS, DOUBLETREE HOTELS CORPORATION (hereafter "Assignee"), an Arizona corporation, having an address of 410 North 44th Street, Suite 700, Phoenix, Arizona 85008, desires to acquire all right, title and interest in and to the service mark and in and to the associated service mark application set forth in Exhibit A attached hereto.

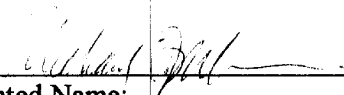
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign and set over to Assignee, its successors, assigns and legal representatives, the entire right, title and interest in and to the service mark and the associated application listed in Exhibit A, together with the goodwill of the business symbolized by such mark and application;

Assignor also assigns unto Assignee all claims for damages by reason of past infringement of such service mark, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

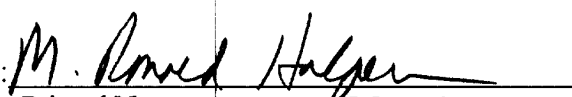
IN WITNESS WHEREOF, the parties have caused their duly authorized representatives to execute this Service Mark Assignment on the dates and in the capacities shown below.

LEXINGTON SERVICES, LTD.

By: Lexington Services Corporation
Its: General Partner

By: 
Printed Name:
Title: Vice Pres
Date: 4 JUN 98

DOUBLETREE HOTELS CORPORATION

By: 
Printed Name: M. Ronald Halpern
Title: Senior Vice President
Date: June 19, 1998

STATE OF Texas

§
§
§

COUNTY OF Dallas

On this 14th day of June, 1998, personally appeared before me Michael G. Wilkins, to me known and known to me to be the Vice Pres of Lexington Services Corporation, General Partner of the Assignor above named, and acknowledged that he/she executed the foregoing assignment on behalf of said Assignor and pursuant to authority duly received.

Carla Dodson
Notary Public in and for
the State of Texas



Printed Notary Name
CARLA DODSON

My Commission Expires:
11-9-2000

STATE OF Tennessee

§
§
§

COUNTY OF Shelby

On this 19th day of June, 1998, personally appeared before me M. Ronald Halpern, to me known and known to me to be the Senior Vice President of Doubletree Hotels Corporation, the Assignee above named, and acknowledged that he/she executed the foregoing assignment on behalf of said Assignee and pursuant to authority duly received.

Barbara L. Arnold
Notary Public in and for
the State of Tennessee



Printed Notary Name
Barbara L. Arnold

My Commission Expires:
6-22-99