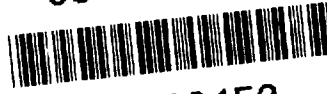


MRD 5-14-99

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

05-19-1999



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

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

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05/19/1999 MTHAI1 00000050 1401695

01 FC:481
02 FC:482

40.00 OP
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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

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REEL: 001898 FRAME: 0381

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

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1401695"/>	<input type="text" value="1534742"/>	<input type="text"/>
<input type="text" value="1531365"/>	<input type="text" value="2130212"/>	<input type="text"/>
<input type="text" value="1512029"/>	<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.

Pamela S. Pranger

5/14/99

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

WHEREAS, HSA Properties, L.L.C., a Delaware limited liability company (“Assignor”), is the sole and exclusive owner of the trademark and service mark registrations described on Exhibit A attached hereto and made a part hereof (“the Marks”) and the goodwill associated with the Marks; and

WHEREAS, U.S. Franchise Systems, Inc., a Delaware corporation (“Assignee”), desires to acquire the entire right, title and interest in, to and under the Marks;

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00), to it in hand paid by said Assignee, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, said Assignor does hereby sell, assign, transfer and set over to said Assignee all its right, title and interest in, to and under the Marks, together with the goodwill of the business symbolized by the Marks, together with all rights and privileges granted and secured thereby, including the right to sue and recover for any past, present or future infringement, said rights to be held and enjoyed by said Assignee, for its own use and benefit, and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made.

IN TESTIMONY WHEREOF, the Assignor has executed this Assignment by its proper officers thereunto duly authorized.

HSA PROPERTIES, L.L.C., a
Delaware limited liability company

By: Stephen D. Aronson
Stephen D. Aronson
Manager

STATE OF GEORGIA)
COUNTY OF Dekalb)

Subscribed and sworn to before me this 14th day of May, 1999.

Helaine Silverman
Notary Public

My Commission Expires: Notary Public, DeKalb County, Georgia
My Commission Expires July 28, 2001

EXHIBIT A

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
Hawthorn Suites	1,401,695	7/15/86
Hawthorn Suites & Design	1,531,365	3/21/89
Stay a Little Closer to Home	1,512,029	11/8/88
Tree Logo	1,534,742	4/11/89
Hawthorn Suites Ltd. & Design	2,130,212	1/20/98