

FORM PTO-1618A
Expires 08/30/99
OMB 0851-0027

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
 07 31 2000

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/AKA/TA

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.)

FOR OFFICE USE ONLY

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 (0851-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0851-0027, 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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Expires 06/30/99
OMB 0651-0027

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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

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="76057524"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="76121759"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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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.

Barbara L. Arnold

9/15/00

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF TRADEMARK(S)

WHEREAS, HILTON HOSPITALITY, INC., a corporation duly organized and existing under the laws of the state of Nevada, currently having a principal place of business at 9336 Civic Center Drive, Beverly Hills, CA 90210, is the owner of the Trademark Application as set out below and has acquired goodwill associated with and symbolized by said mark; and

WHEREAS, HILTON HOSPITALITY, INC. is the owner of the application of said mark in the United States Patent and Trademark Office, whose application number and application date are set out below:

<i>Description of Mark</i>	<i>Application Number</i>	<i>Application Date</i>
POINTS & MILES (Block)	76121759	09/11/2000
Points & Miles (Design)	76057524	05/26/2000

WHEREAS, HILTON HHONORS WORLDWIDE, L.L.C., a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware, having a principal place of business at 9336 Civic Center Drive, Beverly Hills, California 90210, is desirous of acquiring all of the right, title and interest in and to said mark and the application thereof;

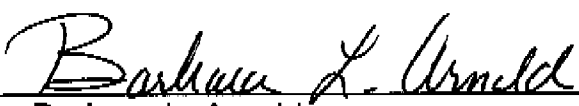
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, HILTON HOSPITALITY, INC. does hereby transfer and assign to HILTON HHONORS WORLDWIDE, L.L.C., a Delaware limited liability company, all of its right, title and interest in and to the said mark,

together with the goodwill of the business symbolized by the mark, and all causes of action for the infringement of such mark, and the application hereinabove listed.

Dated: September 15, 2000


Assignor:

HILTON HOSPITALITY, INC.

By: 
Barbara L. Arnold
Assistant Vice President

Assignee:

HILTON HHONORS WORLDWIDE, L.L.C.

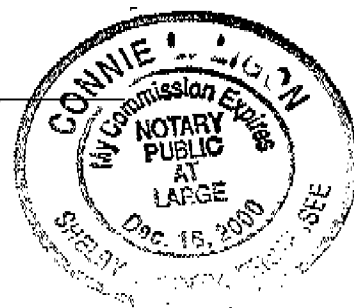
By: 
Carey J. Dutton
Secretary

STATE OF TENNESSEE)
) ss:
COUNTY OF SHELBY)

Personally appeared before me the above-named Barbara L. Arnold, known or proved to me to be the same person who executed the foregoing instrument and to be a Assistant Vice President of HILTON HOSPITALITY, INC. and acknowledged to me that she executed the same as her free act and deed and the free act and deed of said corporation.

Subscribed and sworn to before me this September 15, 2000.


Notary Public



My Commission Expires: 12-16-2000

~~STATE OF TENNESSEE)~~
~~COUNTY OF SHELBY)~~
CALIFORNIA)
LOS ANGELES) ss:

Personally appeared before me the above-named Carey J. Dutton, known or proved to me to be the same person who executed the foregoing instrument and to be a Secretary of HILTON HHONORS WORLDWIDE, L.L.C. and acknowledged to me that she executed the same as her free act and deed and the free act and deed of said corporation.

Subscribed and sworn to before me this September 15, 2000.




Notary Public

My Commission Expires: 8/8/2002