

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

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
  - Merger  Change of Name
  - Other \_\_\_\_\_
- Effective Date  
Month Day Year  
01 - 31-2001

#### Conveying Party

Mark if additional names of conveying parties attached

Name Hilton Hospitality, Inc.

Execution Date  
Month Day Year  
\_\_\_\_\_

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Nevada

#### Receiving Party

Mark if additional names of receiving parties attached

Name Hilton HHonors Worldwide, LLC

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 9336 Civic Center Drive

Address (line 2) \_\_\_\_\_

Address (line 3) Beverly Hills California 90210  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
  - Other Limited Liability Company
  - 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.)

#### 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 documents 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: 2194 FRAME: 0430

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U.S. Department of Commerce  
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**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)**

**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:

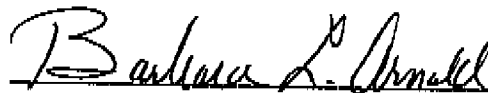
Yes  No

**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

Name of Person Signing



Signature

2-8-01

Date Signed

## ASSIGNMENT OF TRADEMARKS

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, California 90210, is the owner of certain trademarks and service marks and has acquired goodwill associated with and symbolized by said marks; and

WHEREAS, HILTON HOSPITALITY, INC. is the owner of registrations relating to said marks in the United States Patent and Trademark Office, whose registration numbers and registration dates are set out below:

<i>Description of Mark</i>	<i>Registration Number</i>	<i>Registration Date</i>
HHONORS	1837199	05/17/1994
DOUBLE DIPPING	1910586	08/08/1995
DOUBLE DIP	1911958	08/15/1995
SENIOR HHONORS	1837209	05/17/1994

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 marks and the registrations and applications thereof;

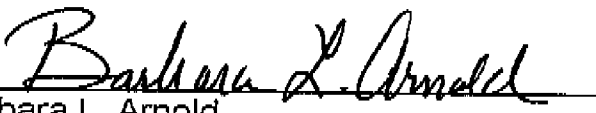
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, HILTON HOSPITALITY, INC. does hereby transfer and assign to HILTON HHONORS WORLDWIDE, L.L.C., a Delaware limited liability company, all of its right, title and interest in and to the said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

action for the infringement of such marks, and the registrations and applications hereinabove listed.

Dated: January 31, 2001


Assignor:

HILTON HOSPITALITY, INC.

By:   
Barbara L. Arnold  
Assistant Vice President

Assignee:

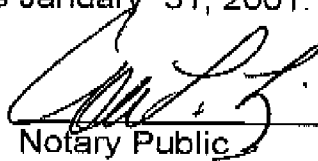
HILTON HHONORS WORLDWIDE, L.L.C.

By:   
Carey J. Dutton  
Secretary

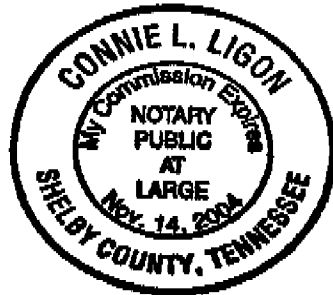
STATE OF TENNESSEE )  
 ) ss:  
 COUNTY OF SHELBY )

Personally appeared before me the above-named Barbara Arnold known or proved to me to be the same person who executed the foregoing instrument and to be the 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 January 31, 2001.

  
 \_\_\_\_\_  
 Notary Public

My Commission Expires: 11-14-04



STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF LOS ANGELES)

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 limited liability company.

Subscribed and sworn to before me this January 31, 2001.



Notary Public

My Commission Expires: 8/8/2002

