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RECORDATION COVER SHEET
TRADEMARKS ONLY

FORM PTO 1594
(Rev. 6-93)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): MRD
Sunstone Hotels, LLC
5-17-01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Limited Liability Company of Delaware
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Sunstone Hotel Investors, LLC
Internal Address: _____
Street Address: 903 Calle Amancer
City: San Clemente State: CA ZIP: 92673-6212

Individual(s) _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company of Delaware
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) & address(es) attached Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: May 14, 2001

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
927,020

Additional numbers attached? Yes No

6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41). \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 40E
04-1420
(Attach duplicate copy of this page if paying by deposit account)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jamie Nafziger
Internal Address: Dorsey & Whitney LLP
Street Address: 220 South Sixth Street
City: Minneapolis State: MN ZIP 55402

DO NOT USE THIS SPACE

9. 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.

Jamie Nafziger
Name of person Signing

Jamie Nafziger
Signature

5/17/01
Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

ASSIGNMENT

WHEREAS, Sunstone Hotels, LLC ("Assignor"), a limited liability company of the State of Delaware, with its principal place of business at 903 Calle Amanecer, San Clemente, California, has used, is using, and is the owner of the following mark together with the goodwill associated with such mark (the "Mark");

<u>Mark</u>	<u>U.S. Registration No.</u>	<u>Registration Date</u>
KAHLER	927,020	January 11, 1972

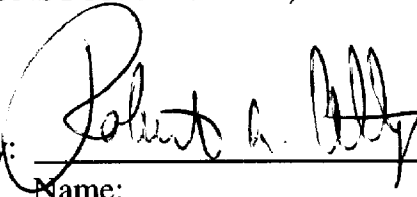
WHEREAS, Sunstone Hotel Investors, LLC ("Assignee"), a limited liability company of the State of Delaware, with its principal place of business at 903 Calle Amanecer, San Clemente, California 92673-6212, desires to acquire the Mark;

NOW, THEREFORE, in consideration of \$1.00 and other valuable remuneration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee all right, title, and interest in and to the Mark, together with the goodwill associated with the Mark and the registration of the Mark. Such assignment includes all claims for profits and damages and other legal or equitable relief available to Assignor by reason of past and/or current infringement or dilution, deceptive trade practices, or unfair competition involving the Mark.

This assignment shall be effective as of the date set forth below and shall be binding on the successors and assigns of Assignor and shall inure to the benefit of the successors and assigns of Assignee.

SUNSTONE HOTELS, LLC

Date: 5-14-01

By: 

Name: _____
Title: **ROBERT A. ALTER, PRESIDENT**

~~STATE OF CALIFORNIA)
) ss.
COUNTY OF)~~

~~I, a notary public in and for the county and state aforesaid, do hereby certify that _____, personally known to me to be the person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he/she is _____ of Sunstone Hotels, LLC, that he/she signed, sealed and delivered said instrument as his/her free and voluntary act and deed for the uses and purpose therein set forth, and that he/she had full authority in this regard to act on behalf of Sunstone Hotels, LLC.~~

Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Orange

On May 14, 2001 before me, Margaret Holze, Notary Public
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Robert A. Alter
Name(s) of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Margaret Holze
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

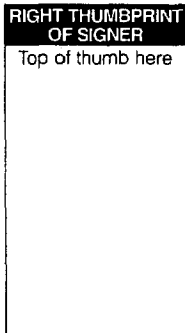
Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

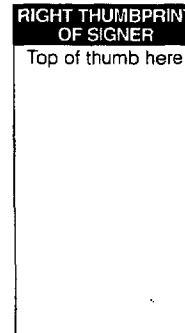
- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

Signer's Name: _____

- Individual
- Corporate Officer
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- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

