

03-25-2002

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2006) Tab settings

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EET .Y U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Marriott Two Flags Member LLC 3.4.02
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other Limited Liability Company/Delaware
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Two Flags Joint Venture LLC
Internal
Address: c/o MARRIOTT INTERNATIONAL, INC.
Street Address: 10400 FERNWOOD ROAD
City: BETHESDA State: MD Zip: 20817
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other Limited Liability Company/Delaware
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 03/01/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 78/104323
B. Trademark Registration No.(s) See Attached
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Elizabeth G. Regan, Esq.
Internal Address: Marriott International, Inc.
Dept. 52/923
Street Address: One Marriott Drive
City: Washington State: DC Zip: 20058

6. Total number of applications and registrations involved: 19
7. Total fee (37 CFR 3.41) \$ 490.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 131758

DO NOT USE THIS SPACE

9. Signature.
Julie Stewart
Name of Person Signing Signature Date
March 4, 2002

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

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

03/25/2002 TDIAZ1 00000012 131758 78104323

01 FC:481 40.00 CH
02 FC:482 450.00 CH

TRADEMARK REEL: 002467 FRAME: 0553

Continuation of Item 4

Registration Nos.:

718,705
741,047
780,480
849,591
854,323
855,788
1,099,050
1,191,422
1,276,587
1,565,166
1,860,570
1,924,256
2,207,193
2,229,269
2,232,534
2,385,656
2,525,638
2,525,651

ASSIGNMENT OF MARKS

WHEREAS, Marriott Two Flags Member LLC, a Delaware limited liability company ("Assignor"), has adopted, used and is the owner of the trademarks and service marks listed on Exhibit A hereto (the "Registered Marks"), which are registered in the United States Patent and Trademark Office under the registration numbers listed on Exhibit A.

WHEREAS, Assignor, has adopted and used in the United States, the service mark listed on Exhibit B hereto (the "Application" and, collectively with the Registered Marks, the "Marks"), which Application is currently pending in the United States Patent and Trademark Office under the application serial number listed on Exhibit B.

WHEREAS, Two Flags Joint Venture LLC, a Delaware limited liability company ("Assignee"), desires to acquire all of Assignor's right, title and interest in and to the Marks in the United States as the successor in interest to that portion of Assignor's ongoing and existing business in the United States to which the Marks pertain.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee, all right, title and interest in and to the Marks and the registrations therefore and renewals thereof in the United States, together with the goodwill of the business symbolized by the use of the Marks in the United States, and together with all claims for damages by reason of past infringement thereof, 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 legal representatives.

Signed this the 1st day of March, 2002.

MARRIOTT TWO FLAGS MEMBER LLC

By: Marriott Two Flags, LP, its sole member

By: Marriott Ownership Resorts, Inc.
Its: General Partner

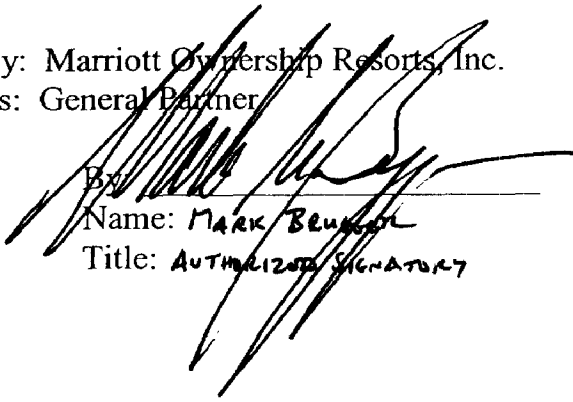






By: _____
Name: MARK BEUGNOT
Title: AUTHORIZED SIGNATORY

Exhibit A

THE REGISTERED MARKS

<u>Mark</u>	<u>Registration No.</u>
LUXURY FOR LESS	780,480
RAMADA INN	718,705
RAMADA INN (& Design) 	741,047
RAMADA	855,788
RAMADA (& Design) 	1,191,422
RAMADA	854,323
RAMADA	849,591
ROOM FINDER (& Design) 	1,099,050
RAMADA HOTEL	1,276,587
PER DIEM VALUE	1,565,166
CLUB RAMADA	2,525,638
CLUB RAMADA (& Design) 	2,525,651
RAMADA PLAZA HOTEL	2,385,656
BEST YEARS	2,207,193
RAMADA LIMITED	1,924,256
RAMADA LIMITED (& Design) 	1,860,570
RAMADA VACATION SUITES	2,229,269
RAMADA	2,232,534

Execution Copy
TC1:466579