

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
American Fashion, Inc.		07/31/2005	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Hartz & Company, Inc.		
<b>Street Address:</b>	1341 Hughes Ford Road		
<b>City:</b>	Frederick		
<b>State/Country:</b>	MARYLAND		
<b>Postal Code:</b>	21701		
<b>Entity Type:</b>	CORPORATION: MARYLAND		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1383486	HILTON	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)772-5858		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	202-772-5800		
<b>Email:</b>	trademarks@blankrome.com		
<b>Correspondent Name:</b>	Susan B. Flohr		
<b>Address Line 1:</b>	600 New Hampshire Avenue, N.W.		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20037		
<b>ATTORNEY DOCKET NUMBER:</b>	000244.00115		
<b>NAME OF SUBMITTER:</b>	Susan B. Flohr		
<b>Signature:</b>	/sbf/		
<b>Date:</b>	12/21/2005		

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Total Attachments: 1  
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**ASSIGNMENT OF REGISTERED TRADEMARKS  
UNITED STATES**

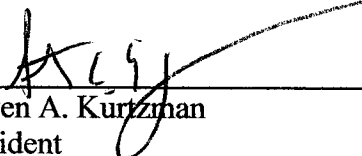
WHEREAS, **AMERICAN FASHION, INC.**, a California corporation with offices at 642 Arizona Avenue, Chula Vista, California 91911, has adopted, used, is using and is to the best of its knowledge and belief, the owner of the trademarks HILTON (USPTO Reg. No. 1,383,486) (the "Mark"); and

WHEREAS, **HARTZ and COMPANY, INC.**, a Maryland corporation with offices at 1341 Hughes Ford Road, Frederick, Maryland 21705, desires to acquire the Marks;

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, **American Fashion, Inc.** hereby assigns to **Hartz and Company, Inc.** all of its right, title, and interest in the Mark together with the goodwill of the businesses symbolized by the Mark and its registration.

Executed at Irvine, California this      day of July, 2005.

**AMERICAN FASHION, INC.**

  
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Steven A. Kurtzman  
President