

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MORGANS HOTEL GROUP LLC		02/17/2006	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	MORGANS GROUP LLC
Street Address:	475 10th Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2975003	AGUA BABY
Registration Number:	2687077	AGUA BATH HOUSE
Registration Number:	2467803	AGUA HOME
Registration Number:	2412031	CLIFT HOTEL
Serial Number:	78723949	MORGANS HOTEL GROUP

CORRESPONDENCE DATA

Fax Number: (312)984-7700

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 312-372-2000

Email: Chicago_IP_Docket@mwe.com

Correspondent Name: Michelle C. Burke

Address Line 1: 227 W. Monroe St.

Address Line 2: McDermott Will & Emery

Address Line 4: Chicago, ILLINOIS 60606-5096

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TRADEMARK
REEL: 003251 FRAME: 0407

CH \$140.00 2975003

ATTORNEY DOCKET NUMBER:	052602-0012
NAME OF SUBMITTER:	Michelle C. Burke
Signature:	/Michelle C. Burke/
Date:	02/22/2006
Total Attachments: 3 source=MHG TM REGISTRATIONS#page1.tif source=MHG TM REGISTRATIONS#page2.tif source=MHG TM REGISTRATIONS#page3.tif	

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNMENT

WHEREAS, MORGANS HOTEL GROUP LLC, a New York limited liability company, with offices at 475 10th Avenue, New York, NY 10018 ("ASSIGNOR"), is the sole and exclusive owner of certain trademarks, including the trademark registrations and applications therefor set forth on Schedule A hereto, and all of the goodwill of the business appurtenant thereto (the "TRADEMARKS");

WHEREAS, MORGANS GROUP LLC (the "ASSIGNEE"), a Delaware limited liability company, is acquiring the Trademarks from Assignor; and

WHEREAS, Assignor wishes to assign, transfer and quitclaim all its rights throughout the world in the Trademarks to the Assignee.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for valuable and legally sufficient consideration, the receipt and legal sufficiency of which is hereby acknowledged, the Assignor has assigned, transferred and quitclaimed, and by these presents does assign, transfer and quitclaim unto the Assignee, the entire right, title and interest throughout the world in and to the Trademarks, and in and to all of the goodwill of the business appurtenant thereto, together with all claims for damages by reason of infringement of same, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives.

AND, the Assignor hereby warrants and covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

AND, Assignor agrees to execute any instruments and to perform any acts which may be necessary to fully effectuate and record this Assignment.

IN TESTIMONY WHEREOF, the Assignor has caused this Assignment to be executed by its duly authorized representative effective this 17 day of February, 2006.

MORGANS HOTEL GROUP LLC

By: 

Name: W. Edward Scheetz

Title: Chief Executive Officer

CHI99 4586656-1.052602.0012

Schedule A
Trademarks

Trademark Registrations:

United States

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>	<u>CLASS(ES)</u>
AGUA BABY	2975003	July 26, 2005	3
AGUA BATH HOUSE	2687077	February 11, 2003	42
AGUA HOME	2467803	July 10, 2001	3
CLIFT HOTEL	2412031	December 12, 2000	42

United Kingdom

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>	<u>CLASS(ES)</u>
AGUA BABY	2233781	November 24, 2000	3, 18 and 25
AGUA BATH HOUSE	2233957	November 17, 2000	42
AGUA HOME	2233915	December 1, 2000	3, 4, 24 and 25
DELANO	2168813	March 3, 2000	3, 8, 14, 16, 18, 20, 21, 24, 26, 28, 32, 33, 34, 39, 41 and 42
ROYALTON	2148931	February 25, 2000	8, 16, 20, 21, 25, 27 and 42
ROYALTON	2168832	December 22, 2000	3, 14, 26, 28, 32, 33, 34 and 39

Schedule A
Trademarks

European Community

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>	<u>CLASS(ES)</u>
AGUA BATH HOUSE	1690387	July 31, 2001	42
AGUA HOME	1690361	July 31, 2001	3, 4, 24 and 25
DELANO	865287	October 13, 2000	3,16, 21, 24, 39 and 42
ROYALTON	806752	October 13, 2000	20 and 42
ROYALTON	865147	June 16, 2000	3, 16, 21, 24 and 39

Trademark Applications:

United States

<u>TRADEMARK</u>	<u>APPLICATION NUMBER</u>	<u>FILING DATE</u>	<u>CLASS(ES)</u>
MORGANS HOTEL GROUP	78/723949	September 30, 2005	18, 25 and 43

European Community

<u>TRADEMARK</u>	<u>APPLICATION NUMBER</u>	<u>FILING DATE</u>	<u>CLASS(ES)</u>
MORGANS HOTEL GROUP	4696051	November 2, 2005	18, 25 and 43