

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 AVE.		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	76070509	AGUA BABY	
CORRESPONDENCE DATA			
Fax Number:	(312)984-7700		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	3123722000		
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		
ATTORNEY DOCKET NUMBER:	052602-0012		
NAME OF SUBMITTER:	Michelle C. Burke		
Signature:	/Michelle C. Burke/		

CH 76070509 \$40.00

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TRADEMARK
REEL: 003251 FRAME: 0412

Date:

02/22/2006

Total Attachments: 3

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ASSIGNMENT OF UNITED STATES TRADEMARK APPLICATION

WHEREAS, MORGANS HOTEL GROUP LLC ("Assignor"), a New York limited liability company, having its principal place of business at 475 10th Avenue, New York, New York 10018 is the applicant in the United States for registration of the mark AGUA BABY (the "Trademark") based on its bona fide intention to use the Trademark, as set forth on Schedule A hereto ("ITU Application");

WHEREAS, a Statement of Use has not yet been filed in connection with the ITU Application;

WHEREAS, MORGANS GROUP LLC ("Assignee"), a Delaware limited liability company, is desirous of acquiring the ITU Application and perfect its ownership of all rights in the Trademark;

WHEREAS, Assignee is the successor to that portion of the ongoing and existing business to which the Trademark pertains;

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 Trademark, the ITU Application, and in and to all of the goodwill of that portion of the Assignor's 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 4586674-1.052602.0012

Schedule A
Trademarks

Intent-To-Use Trademark Applications:

<u>TRADEMARK</u>	<u>APPLICATION NUMBER</u>	<u>FILING DATE</u>	<u>CLASS(ES)</u>	<u>COUNTRY</u>
AGUA BABY	76/070509	June 15, 2000	3, 18 and 25	USA

CHI99 4584264-1.052602.0012