

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
Kimpton Hotel & Restaurant Group, Inc.		02/14/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Kimpton Hotel & Restaurant Group, LLC
Street Address:	222 Kearny Street
Internal Address:	Suite 200
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94108
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2505704	HOTEL MONACO
Registration Number:	2787768	HOTEL MONACO
Registration Number:	2316336	
Registration Number:	2384118	HOTEL PALOMAR
Registration Number:	2842049	HOTEL MARLOWE
Registration Number:	2905415	KIMPTON GROUP
Registration Number:	2552423	S.F. ON SALE

CORRESPONDENCE DATA

Fax Number: (602)648-7009
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 602-351-8269
 Email: trademarkPHX@perkinscoie.com
 Correspondent Name: Michelle M. Morris

CH \$190.00 2505704

Address Line 1: 2901 North Central Avenue
Address Line 2: Suite 2000
Address Line 4: Phoenix, ARIZONA 85012

ATTORNEY DOCKET NUMBER:	55016-4000
NAME OF SUBMITTER:	Michelle M.Morris
Signature:	/michelle m. morris/
Date:	03/15/2006

Total Attachments: 5
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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") is made as of February 14, 2006 (the "Effective Date") by KIMPTON HOTEL & RESTAURANT GROUP, INC., a California corporation, ("Assignor") in favor of KIMPTON HOTEL & RESTAURANT GROUP, LLC, a Delaware limited liability company, ("Assignee").

RECITALS

WHEREAS, except as noted on Schedule A attached hereto, Assignor is the owner of all worldwide right, title and interest in and to the Marks identified on Schedule A (the "Marks"), the common law rights in and to the Marks, and the trademark registrations for the Marks; and

WHEREAS, Assignor has used and is using, or intends to use, the Marks in connection with its business; and

WHEREAS, Assignor desires to assign to Assignee, and Assignee, as the successor to Assignor's business, desires to acquire from Assignor, all of Assignor's right, title and interest in and to the Marks, together with the goodwill and the common law rights associated with the Marks.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing, the covenants and agreements contained herein, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. Assignment. Assignor does hereby assign and transfer to Assignee, its successors and assigns, all of Assignor's right, title and interest in and to the Marks, all registrations therefor, including those registrations set forth in the attached Schedule A, together with all of the goodwill of the business associated with the Marks, the common law rights in and to the Marks, and the right to enforce any rights and file any causes of action, including the right to recover damages for any past, present or future infringement, misappropriation and/or dilution of the Marks.
2. Acceptance. Assignee hereby accepts the foregoing assignment of the Marks.
3. Further Assurances. Assignor agrees to execute all instruments and documents and do such additional acts as Assignee may deem necessary or desirable to effect, evidence, record and perfect the assignment, transfer and recordation of the rights being assigned hereunder.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their duly authorized officers as of the Effective Date.

ASSIGNOR:

KIMPTON HOTEL & RESTAURANT GROUP, INC., a California corporation

By: _____

Name: MICHAEL DEPATIE

Its: PRESIDENT

ASSIGNEE:

KIMPTON HOTEL & RESTAURANT GROUP, LLC, a Delaware limited liability company

By: _____

Name: Nir Margalit

Its: Secretary

STATE OF _____)
County of _____) ss.

The foregoing instrument was acknowledged and sworn to before me this _____ day of _____, 2006 by _____.


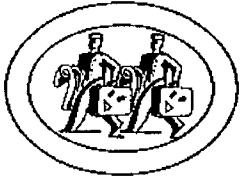

Notary Public

My Commission Expires:

SCHEDULE A

MARKS

1. FEDERAL

	Trademark	Registration No.	Registration Date
1.	HOTEL MONACO	2505704	Nov. 13, 2001
2.	HOTEL MONACO & DESIGN 	2787768	Dec. 2, 2003
3.	(DESIGN ONLY) 	2316336	Feb. 8, 2000
4.	HOTEL PALOMAR	2384118	Sept. 5, 2000
5.	HOTEL MARLOWE	2842049	May 18, 2004
6.	KIMPTON GROUP	2905415	Nov. 30, 2004
7.	S.F. ON SALE & DESIGN 	2552423	March 26, 2002 <i>This mark is co-owned by 2 other parties. Assignor hereby assigns only its interest in the Mark to Assignee.</i>

2. STATE

	Trademark	State	Registration No.	Registration Date
1.	HOTEL MONACO	CO	19971149375	Sept. 18, 1997
2.	HOTEL MONACO	CO	19971149379	Sept. 18, 1997
3.	HOTEL MONACO	IL	81148	Sept. 22, 1997
4.	HOTEL MONACO	LA	CBU566667	May 25, 2000
5.	HOTEL MONACO	UT	37446	Sept. 18, 1997
6.	HOTEL MONACO	WA	26353	Sept. 10, 1997
7.	HOTEL MONACO & DESIGN	CA	47029	Dec. 17, 1996

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of San Francisco } ss.

On 2-14-06 before me, Martha Mellblom
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared Nir Margalit
Name(s) of Signer(s)

personally known to me
 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.
Martha Mellblom
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

Signer's Name: _____

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

Signer Is Representing: _____

