TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HLT Domestic IP LLC		10/24/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bear Stearns Commercial Mortgage, Inc.
Street Address:	383 Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10179
Entity Type:	CORPORATION: NEW YORK

Name:	Bank of America, N.A.
Street Address:	Hearst Tower
Internal Address:	214 North Tryon Street
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	National Banking Association:

Name:	German American Capital Corporation
Street Address:	31 West 52nd Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: MARYLAND

Name:	Goldman Sachs Mortgage Company
Street Address:	85 Broad Street
City:	New York

OP $6890.00 2940916

State/Country:	NEW YORK
Postal Code:	10004
Entity Type:	LIMITED PARTNERSHIP: NEW YORK

Name:	Morgan Stanley Mortgage Capital Holdings LLC
Street Address:	1221 Avenue of the Americas
Internal Address:	27th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10020
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK

Name:	Lehman Brothers Holdings Inc.
Street Address:	745 Seventh Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: DELAWARE

Name:	Merrill Lynch Mortgage Lending, Inc.
Street Address:	250 Vesey Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10281
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 275

Property Type	Number	Word Mark
Registration Number:	2940916	100% HAMPTON GUARANTEE SATISFACTION
Registration Number:	1644020	HAMPTON INN 100% SATISFACTION GUARANTEE
Registration Number:	1653292	HAMPTON INN 100% SATISFACTION GUARANTEED
Registration Number:	2378518	1-800-222-TREE
Registration Number:	1633564	1-800-CALL-HOME
Registration Number:	2147876	1-800-EMBASSY
Registration Number:	2116479	1-800-HAMPTON
Registration Number:	3004143	A FUN PLACE... WHERE YOUR PLAY TIME BEGINS
Registration Number:	1624255	ALI'I TOWER
Registration Number:	2885217	ALI'I TOWER PLAZA

Registration Number:	1899406	AMERICA'S VACATION HOTLINE
Registration Number:	1803492	ANDIAMO
Registration Number:	1651862	BALI BY THE SEA
Registration Number:	3139121	BE HOSPITABLE
Registration Number:	2807487	BE! BE!
Registration Number:	1936068	BISTRO 921
Registration Number:	0904461	BOOJUM TREE
Registration Number:	2402029	BOUNCEBACK
Registration Number:	1577089	BOUNCEBACK WEEKEND
Registration Number:	1627839	
Registration Number:	1702302	BRICKSTONES
Registration Number:	1532420	BULL AND BEAR
Registration Number:	1341726	CAFE OASIS
Registration Number:	2573093	CAPITAL CITY CLUB & SPA
Registration Number:	0601761	CARIBE HILTON
Registration Number:	2187666	CATCH ME AT MY BEST
Registration Number:	2693551	CAVATAPPI
Registration Number:	1832979	CONCIERGE CLASS
Registration Number:	1787174	CORAL BALLROOM
Registration Number:	2972883	CREATIVITY SUITES
Registration Number:	2581211	CRYSTAL GRILL
Registration Number:	2594118	CRYSTAL GRILL
Registration Number:	1094809	DOUBLETREE
Registration Number:	2270723	
Registration Number:	2270722	DOUBLETREE
Registration Number:	1699970	DOUBLETREE CLUB HOTEL
Registration Number:	3093036	DOUBLETREE EAT RIGHT
Registration Number:	3087727	DOUBLETREE EAT RIGHT
Registration Number:	2278133	DOUBLETREE GUEST SUITES
Registration Number:	1961810	DOUBLETREE GUEST SUITES
Registration Number:	2522248	DOUBLETREE HOTELS-SUITES-RESORTS-CLUBS
Registration Number:	2544658	DOUBLETREE
Registration Number:	2036969	DREAM DEAL
Registration Number:	3269065	DREAM STRUCTURE
Registration Number:	3073250	DRIVEABOUTS

Registration Number:	2995085	EADVANTAGE
Registration Number:	2995089	EADVANTAGE
Registration Number:	2687501	EASY ESCAPES
Registration Number:	3239223	E-EVENTS
Registration Number:	2836620	'EKAHI CLUB
Serial Number:	78924428	EMBASSY BUSINESSLINK
Registration Number:	3276987	EMBASSY DIRECT
Registration Number:	2672281	EMBASSY E-NNOUNCEMENTS
Registration Number:	3254897	EMBASSY ESSENTIALS
Registration Number:	2927971	EMBASSY LINK
Registration Number:	1295145	EMBASSY SUITES
Registration Number:	1708927	E EMBASSY SUITES
Registration Number:	1685712	E EMBASSY SUITES
Registration Number:	2059449	
Registration Number:	2498329	EMBASSY SUITES HOTELS
Registration Number:	2498328	EMBASSY SUITES HOTELS
Registration Number:	3095443	EMBASSY SUITES HOTELS EAT RIGHT
Registration Number:	3095444	EMBASSY SUITES HOTELS EAT RIGHT
Registration Number:	1924847	EMBASSY VACATION RESORT
Registration Number:	2146517	EMBASSY VACATION RESORT
Registration Number:	3278633	EMBASSYDIRECT
Registration Number:	2478091	ETRUSCA
Registration Number:	3142021	EVERYTHING FOR A REASON
Registration Number:	2593110	EVERYTHING. RIGHT WHERE YOU NEED IT.
Registration Number:	2490760	EXPLORE THE HIGHWAY WITH HAMPTON
Registration Number:	1503370	
Registration Number:	2697900	FALL FAMILY SUITE RETREAT
Registration Number:	1916950	FAMILYFRIENDLY
Registration Number:	1655835	FINALLY, A HOTEL THAT'S LIKE HOME
Registration Number:	2886734	FIND THAT LOST WEEKEND
Registration Number:	2745248	FINN & PORTER
Registration Number:	2850846	FINN & PORTER
Registration Number:	1943219	FINN'S GRILL
Registration Number:	2635491	FLAVORS OF HILTON
Registration Number:	2654568	

Registration Number:	2681336	
Registration Number:	3035760	FRIENDLY SERVICE, CLEAN ROOMS, COMFORTABLE SURROUNDINGS, EVERY TIME. IF YOU'RE NOT SATISFIED, WE DON'T EXPECT YOU TO PAY. THAT'S OUR COMMITMENT AND YOUR GUARANTEE. THAT'S 100% HAMPTON.
Registration Number:	1497275	GARDEN INN
Serial Number:	78617403	GARDEN SLEEP SYSTEM
Serial Number:	78804477	GRAND WAIKIKIAN
Registration Number:	2379517	GREAT AMERICAN GRILL
Registration Number:	2700554	GREAT AMERICAN GRILL
Registration Number:	1540769	GROUP CONNECTION
Registration Number:	1475506	GUEST TREATMENT
Registration Number:	0855277	H
Registration Number:	2482431	HAMPTON
Registration Number:	2480064	HAMPTON
Registration Number:	1935900	HAMPTON INN AND SUITES
Registration Number:	2994884	HAMPTON INN & SUITES
Registration Number:	2079257	HAMPTON INN & SUITES
Registration Number:	2081514	HAMPTON INN & SUITES
Registration Number:	1305512	HAMPTON INN
Registration Number:	1343584	HAMPTON INN
Registration Number:	1343583	HAMPTON INN
Registration Number:	1352215	
Serial Number:	78536260	HAMPTON'S ON THE RUN
Registration Number:	1651861	HAU TREE
Registration Number:	2663414	HAWAIIAN VILLAGE
Registration Number:	1827728	HGVCLUB
Registration Number:	3090379	HIDDEN LANDMARKS
Registration Number:	0845172	HILTON
Registration Number:	2478190	HILTON
Registration Number:	2649645	HILTON
Registration Number:	2836571	H
Registration Number:	2558530	HILTON DIRECT
Registration Number:	3066048	HILTON EAT RIGHT
Registration Number:	3066049	HILTON EAT RIGHT

Registration Number:	2678193	E S
Registration Number:	2498208	HILTON GARDEN INN
Registration Number:	2603019	HILTON GARDEN INN
Registration Number:	3304342	HILTON GRAND VACATIONS
Registration Number:	3304364	H HILTON GRAND VACATIONS
Registration Number:	1810193	HILTON GRAND VACATIONS CLUB
Registration Number:	1561531	HILTON HAWAIIAN VILLAGE
Registration Number:	1821898	HILTON RAPID RESPONSE
Registration Number:	0788856	HILTON INN
Registration Number:	2654572	
Registration Number:	3076280	HILTON SUITES
Registration Number:	2558591	HILTON SUPPLY MANAGEMENT
Registration Number:	2330272	H
Registration Number:	3087565	HILTON THEATRE
Registration Number:	3168687	HILTON TO HOME
Registration Number:	1808133	HILTON VACATION STATION
Registration Number:	2930612	H HILTON VACATIONSTATION
Registration Number:	2860260	HILTON WAIKOLOA VILLAGE
Registration Number:	2635492	
Registration Number:	0867190	HILTONITEMS
Registration Number:	2675263	HIT THE ROAD
Registration Number:	2478122	HIT THE ROAD RATES
Registration Number:	3065535	HOMEWOOD CONNECTIONS
Registration Number:	3155075	HOMEWOOD CONNECTIONS
Registration Number:	2954994	HOMEWOOD FOR THE HOLIDAYS
Registration Number:	2794724	HOMEWOOD HEADLINES
Registration Number:	1513176	HOMEWOOD SUITES
Registration Number:	1523965	HOMEWOOD SUITES
Registration Number:	1617186	
Registration Number:	2639865	HOMEWOOD SUITES BY HILTON
Registration Number:	2517367	HOMEWOOD SUITES HILTON
Serial Number:	78930599	IDEATION
Registration Number:	3020041	INFOCUS
Serial Number:	77179975	INSPIRED BY THE LEGEND
Registration Number:	2333811	IT HAPPENS AT THE HILTON

Registration Number:	1626456	IT'S ALL IN THE NAME
Registration Number:	3165335	
Registration Number:	1828640	KABBY'S
Registration Number:	2527674	KALIA TOWER
Registration Number:	2846844	KIDS CARE PAK
Registration Number:	3045901	KIDS-EYE VIEW
Serial Number:	76025076	KITTY O'SHEA'S
Registration Number:	2678242	LAGOON TOWER
Registration Number:	2989695	LEISURE SUIT TRAVELER
Registration Number:	3011024	LEISURESUITTRAVELER.COM
Registration Number:	2902484	LEISURE TIME ADVOCACY
Registration Number:	2780802	LET'S DO LUNCH
Registration Number:	2843849	EST. 2001 LIBERTY TAVERN AMERICAN CUISINE
Registration Number:	2740590	LIFE ON YOUR TERMS
Registration Number:	1513141	LIFESTYLE 50
Registration Number:	2919101	MAKE YOURSELF AT HOME
Registration Number:	2928886	MYLEISURETRIP.COM
Registration Number:	1242417	NIKOLAI'S ROOF
Registration Number:	2926410	NO VACATION IS TOO SMALL FOR A TRAVEL SITE THIS BIG
Registration Number:	3058335	ON THE HOUSE
Serial Number:	78536222	ON THE RUN BREAKFAST BAGS
Registration Number:	3246082	ONQ
Serial Number:	78371423	ONQ
Registration Number:	1366024	OSCAR'S
Registration Number:	3002999	OUR BEST RATES. GUARANTEED
Registration Number:	1379721	PAVIA
Registration Number:	2325984	PAVILION PANTRY
Registration Number:	1394490	PEACOCK ALLEY
Registration Number:	3165217	PEACOCK ALLEY
Registration Number:	2527662	PERFECTING PARADISE
Registration Number:	2653341	PITTSBURGH FISH MARKET
Registration Number:	2558636	PORT HILTON
Registration Number:	1603176	PROMUS
Registration Number:	2932802	PURITY BASICS
Registration Number:	1834122	R.J. GRIN'S

Registration Number:	1875556	RAINBOW BAZAAR
Registration Number:	1649110	RAINBOW TOWER
Registration Number:	2727274	REFRESH AND REFUEL
Registration Number:	1304311	RUM LARGO
Registration Number:	3070644	SAVE-A-LANDMARK
Registration Number:	3028349	EXPLORE THE HIGHWAY WITH HAMPTON SAVE A LANDMARK
Registration Number:	2681453	SAVING THE WORLD FROM BORING VACATIONS
Registration Number:	1516879	SCENES
Registration Number:	1603104	SEAPORTS
Registration Number:	1603105	SEAPORTS
Registration Number:	2889110	SMARTFLO
Registration Number:	3119103	SPA FUSION
Registration Number:	2446357	SPENCER'S
Registration Number:	2736766	SPIRIT OF PRIDE
Registration Number:	2996041	SPORTS EDITION
Registration Number:	2713569	SPRING FAMILY SUITE RETREAT
Registration Number:	2669363	SPRING INTO HOMEWOOD
Registration Number:	2731975	ST. LOUIS FISH MARKET
Registration Number:	2671156	ST. LOUIS FISH MARKET RESTAURANT
Registration Number:	2615511	STARLIGHT ROOF
Registration Number:	0843001	STATLER
Serial Number:	78888131	STAY CONNECTED @ THE HILTON FAMILY OF HOTELS
Registration Number:	3022293	STAY FIT KIT
Registration Number:	1688251	E
Registration Number:	3092607	SUITE ASSURANCE GUARANTEE
Registration Number:	1332521	SUITE DREAMS
Registration Number:	2260366	SUITE DREAMS
Registration Number:	2709206	SUITE DREAMS
Registration Number:	1740424	SUITE ESSENTIALS
Registration Number:	2672355	SUITE HOMEWOOD SUMMER
Registration Number:	1874324	SUITE RETREAT
Registration Number:	1675511	SUITE SHOP
Registration Number:	3005141	SUITE START
Registration Number:	1514924	SUITE TIMES

Registration Number:	3277982	SUITELIVING
Registration Number:	2716836	SUNDAY IS FREE
Serial Number:	78120893	SUPPLYTRACK
Registration Number:	2022940	SWEET DREAMS
Registration Number:	2930779	SWEET ROMANCE GETAWAY
Registration Number:	2919142	TAKE ME TO THE HILTON
Registration Number:	2886698	TEACHING KIDS TO CARE
Registration Number:	2547016	TERRAZOS
Registration Number:	2925988	THAT'S 100% HAMPTON.
Registration Number:	2529811	THE BEVERLY HILTON
Registration Number:	2527340	THE BIG DOWNTOWN
Registration Number:	1370693	THE COVE
Registration Number:	2811681	THE HILTON CLUB
Registration Number:	2788816	
Registration Number:	2728205	THE HILTON CLUB COLLECTION
Registration Number:	2656701	THEHILTONFAMILY
Registration Number:	3100647	H THEHILTONFAMILY C A CORPORATE ADVANTAGE
Registration Number:	3138868	THE HILTON SERENITY COLLECTION
Registration Number:	1588313	THE SPORTS EDITION
Registration Number:	1137050	THE SUITE HOTEL DEAL
Registration Number:	1254814	THE SUITE LIFE
Serial Number:	78378742	THE WALDORF COLLECTION
Registration Number:	2527138	THE WALDORF TOWERS
Serial Number:	78758620	THE WALDORF-ASTORIA COLLECTION
Registration Number:	3267555	THE WALDORF=ASTORIA COLLECTION
Registration Number:	1707429	TORREYANA GRILLE
Registration Number:	1712449	TORREYANA GRILLE
Registration Number:	3181561	TRANQUILITY NIGHTS
Registration Number:	3145618	TRAVEL SHOULD TAKE YOU PLACES
Registration Number:	1683398	TWICE THE HOTEL
Registration Number:	1832988	VELATO'S
Registration Number:	2582400	VILLAGE EXPERIENCE
Registration Number:	1634449	VILLAGE GUARDS
Registration Number:	1297210	W-A
Registration Number:	1519383	WALDORF

Registration Number:	3273749	
Registration Number:	1309452	
Serial Number:	78759391	WALDORF COLLECTION
Registration Number:	3165117	WALDORF=ASTORIA COLLECTION
Serial Number:	77172037	WALDORF=ASTORIA RESIDENCES
Registration Number:	1065983	WALDORF-ASTORIA
Serial Number:	78675459	WALKABOUTS
Registration Number:	2853920	WE LOVE HAVING YOU HERE.
Registration Number:	2654569	WH
Registration Number:	1478092	WEEKENDER CLUB
Registration Number:	2032296	WELCOME HOME
Registration Number:	1254821	WELCOME TO THE SUITE LIFE
Registration Number:	2480023	WE'RE WITH YOU ALL THE WAY.
Registration Number:	2756351	WHATEVER IT TAKES TO GET YOU GOING, WE'LL TAKE CARE OF YOU ONCE YOU GET THERE
Registration Number:	2750425	WHEN YOU CARE, IT SHOWS
Registration Number:	2786608	WHEN YOU STAY IN A BOX DOES IT STAY WITH YOU
Serial Number:	78798743	WHERE ARE YOU GOING?
Registration Number:	2663412	WINTER FAMILY SUITE RETREAT
Registration Number:	1823466	YOU BRING THE FAMILY AND WE'LL PACK THEFUN
Registration Number:	2074032	YOUR OWN PARADISE
Registration Number:	2669352	YOUR PERFECT SECOND HOME.
Registration Number:	2806647	YOUR WISHES, GRANTED.
Registration Number:	2504133	ZIP-IN CHECK-IN
Registration Number:	1470219	ZIPOUT CHECKOUT

CORRESPONDENCE DATA

Fax Number: (212)455-2502

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

Phone: (212) 455-7609

Email: ksolomon@stblaw.com

Correspondent Name: Kirstie Howard, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	010396/0843
NAME OF SUBMITTER:	Kirstie Howard

Signature:	/kh/
Date:	11/02/2007

Total Attachments: 28
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U.S. TRADEMARK SECURITY AGREEMENT

This U.S. TRADEMARK SECURITY AGREEMENT (this "Security Agreement"), dated as of October 24, 2007, by and between HLT Domestic IP LLC ("Pledgor"), a Delaware limited liability company, and BEAR STEARNS COMMERCIAL MORTGAGE, INC., a New York corporation, having an address at 383 Madison Avenue, New York, New York 10179, BANK OF AMERICA, N.A., a national banking association, having an address at Hearst Tower, 214 North Tryon Street, Charlotte, North Carolina 28255, GERMAN AMERICAN CAPITAL CORPORATION, a Maryland corporation having an address at 31 West 52nd Street, New York, NY 10019, GOLDMAN SACHS MORTGAGE COMPANY, a a New York limited partnership having an address at 85 Broad Street, New York, New York 10004, MORGAN STANLEY MORTGAGE CAPITAL HOLDINGS LLC, a New York limited liability company, having an address at 1221 Avenue of the Americas, 27th Floor, New York, New York 10020, LEHMAN BROTHERS HOLDINGS INC., a Delaware corporation having an address at 745 Seventh Avenue, New York, New York 10019, and MERRILL LYNCH MORTGAGE LENDING, INC., a Delaware corporation having an address at 250 Vesey Street, New York, New York 10281 (each a "Co-Lender" and, collectively, "Lender").

WHEREAS, pursuant to Section 2 of the Mortgage Loan Intellectual Property Security Agreement and Collateral Assignment dated as of October 24, 2007 (the "Mortgage Agreement"; capitalized terms used but not defined herein have the meanings ascribed therein), Pledgor has pledged, granted, assigned and transferred to Lender, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Debt, a first priority security interest in all of its respective right, title and interest to and under, in each case, whether now owned or existing, or hereafter acquired or arising, in the Pledged Collateral, which includes the U.S. trademark registrations and applications set forth on Schedule A (the "Trademark Collateral"); and

WHEREAS, pursuant to Section 4(g) of the Mortgage Agreement, Pledgor has agreed to execute and deliver this Security Agreement to record the transactions contemplated by the Mortgage Agreement in the U.S. Patent and Trademark Office and to file (or cause to be filed) such Security Agreement in the PTO within ten (10) days after the date of the Mortgage Agreement;

NOW THEREFORE, for good and valuable consideration (including that recited in the Mortgage Agreement), the receipt and adequacy of which is hereby acknowledged, the parties agree as follows:

1. The parties confirm that, pursuant to Section 2 of the Mortgage Agreement, Pledgor has pledged, granted, assigned and transferred to Lender, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Debt, a first priority security interest in all of its respective right, title and interest to and under the Trademark Collateral.

2. The parties agree that this Security Agreement has been executed pursuant to Section 4(g) of the Mortgage Agreement for the sole purpose of recording the security interest granted in the Mortgage Agreement with the PTO and is expressly subject to the terms and conditions of the Mortgage Agreement. The Mortgage Agreement (and all rights and remedies of the parties therein) shall remain in full force and effect in accordance with its terms, and all such terms are incorporated herein by reference. In the event of any conflict between this Security Agreement and the Mortgage Agreement, the terms of the Mortgage Agreement shall govern.

3. Pledgor shall, from time to time, execute and deliver such further documents, instruments and agreements and take all such further actions as

Assignee may request and as may be necessary or desirable to evidence, perfect, preserve or protect the interest of Lender in the Trademark Collateral.

4. THIS SECURITY AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF DELAWARE AND THE OBLIGATIONS, RIGHTS AND REMEDIES OF THE PARTIES HEREUNDER SHALL BE DETERMINED IN ACCORDANCE WITH SUCH LAWS.

5. This Security Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement has been duly executed this 24th day of October, 2007.

HLT Domestic IP LLC

By:

Name:

Title:

IN WITNESS WHEREOF, this Agreement has been duly executed this 24th day of October, 2007.

BEAR STEARNS COMMERCIAL MORTGAGE, INC.

By:

Name: Michael A. Forastiere

Title: Managing Director

BANK OF AMERICA, N.A.

By:

Name:

Title:

GERMAN AMERICAN CAPITAL CORPORATION

By:

Name:

Title:

GOLDMAN SACHS MORTGAGE COMPANY

By:

Name:

Title:

IN WITNESS WHEREOF, this Agreement has been duly executed this 24th day of October, 2007.

BEAR STEARNS COMMERCIAL MORTGAGE, INC.

By:

Name:

Title:

BANK OF AMERICA, N.A.

By: Jeffrey B. Hoyle

Name: Managing Director

Title:

GERMAN AMERICAN CAPITAL CORPORATION

By:

Name:

Title:

GOLDMAN SACHS MORTGAGE COMPANY

By:

Name:

Title:

IN WITNESS WHEREOF, this Agreement has been duly executed this 24th day of October, 2007.

BEAR STEARNS COMMERCIAL MORTGAGE, INC.

By:

Name:

Title:

BANK OF AMERICA, N.A.

By:

Name:

Title:

GERMAN AMERICAN CAPITAL CORPORATION

By:

Name: Michael P. Hart

Title: Vice President

GERMAN AMERICAN CAPITAL CORPORATION

By:

Name: David Goodman

Title: Authorized Signatory

IN WITNESS WHEREOF, this Agreement has been duly executed this 24th day of October, 2007.

BEAR STEARNS COMMERCIAL MORTGAGE, INC.

By:

Name:

Title:

BANK OF AMERICA, N.A.

By:

Name:

Title:

GERMAN AMERICAN CAPITAL CORPORATION

By:

Name:

Title:

GOLDMAN SACHS MORTGAGE COMPANY

By:

Name: Mark J. Buono

Title:

GOLDMAN SACHS MORTGAGE COMPANY

By:

Name:

Title:

MORGAN STANLEY MORTGAGE CAPITAL HOLDINGS LLC

By: Christian B. Malone

Name: Christian B. Malone

Title: Vice President

LEHMAN BROTHERS HOLDINGS INC.

By:

Name:

Title:

MERRILL LYNCH MORTGAGE LENDING, INC.

By:

Name:

Title:

MORGAN STANLEY
MORTGAGE CAPITAL
HOLDINGS LLC

By:

Name:

Title:

LEHMAN BROTHERS
HOLDINGS INC.

By:

Name: CHARLENE THOMAS
AUTHORIZED SIGNATORY

Title:

MERRILL LYNCH MORTGAGE
LENDING, INC.

By:

Name:

Title:

MORGAN STANLEY
MORTGAGE CAPITAL
HOLDINGS LLC

By:

Name:

Title:

LEHMAN BROTHERS
HOLDINGS INC.

By:

Name:

Title:

MERRILL LYNCH MORTGAGE
LENDING, INC.

By:

Name:

Title:

Schedule A

SCHEDULE OF TRADEMARKS

UNITED STATES

Mark	Class(es)	Status	Applic. No. or Reg. No.	Date
100% SATISFACTION GUARANTEE (Circular design)	43	Registered	2940916	04-12-05
100% SATISFACTION GUARANTEE (long design)	42	Registered	1644020	05-07-91
100% SATSIFACTION GUARANTEE (short design)	42	Registered	1653292	08-06-91
1-800-222-TREE (block)	42	Registered	2378518	08-22-00
1-800-CALL-HOME (block)	42	Registered	1633564	01-29-91
1-800-EMBASSY (block)	42	Registered	2147876	03-31-98
1-800-HAMPTON (block)	42	Registered	2116479	11-25-97
A FUN PLACE…WHERE YOUR PLAY TIME BEGINS (block)	39	Registered	3004143	10-4-05
ALI'I TOWER (block)	42	Registered	1624255	11-20-90
ALI'I TOWER PLAZA (block)	36	Registered	2885217	09-14-04
AMERICA'S VACATION HOTLINE (block)	42	Registered	1899406	06-13-95
ANDIAMO (block)	42	Registered	1803492	11-09-93

BALI BY THE SEA (block)	42	Registered	1651862	07-23-91
BE HOSPITABLE (block)	43	Registered	3139121	09-05-06
BE! BE! (block)	41	Registered	2807487	01-20-04
BISTRO 921 (block)	42	Registered	1936068	11-14-95
BOOJUM TREE (block)	42	Registered	904461	12-15-70
BOUNCEBACK (block)	42	Registered	2402029	11-07-00
BOUNCEBACK WEEKEND (block)	42	Registered	1577089	01-9-90
BOUNCEY (design)	42	Registered	1627839	07-21-92
BRICKSTONES (block)	42	Registered	1702302	07-21-92
BULL AND BEAR (block)	42	Registered	1532420	03-28-89
CAFÉ OASIS (block)	42	Registered	1341726	06-11-85
CAPITAL CITY CLUB & SPA (block)	42	Registered	2573093	05-28-02
CARIBE HILTON (design)	42	Registered	0601761	02-01-55
CATCH ME AT MY BEST (block)	42	Registered	2187666	09-08-98
CAVATAPPI (block)	43	Registered	2693551	03-04-03
CONCIERGE CLASS (cross key design)	42	Registered	1832979	04-26-94
CORAL BALLROOM (block)	42	Registered	1787174	08-10-93
CREATIVITY SUITES (block)	43	Registered	2972883	07-19-05
CRYSTAL GRILL (block)	42	Registered	2581211	06-18-02
CRYSTAL GRILL (design)	42	Registered	2594118	07-16-02

DOUBLETREE (block)	42	Registered	1094809	06-27-78
DOUBLETREE (design)	42	Registered	2270723	08-17-99
DOUBLETREE (design)	42	Registered	2270722	08-17-99
DOUBLETREE CLUB HOTEL (block)	42	Registered	1699970	07-07-92
DOUBLETREE EAT RIGHT (block)	43	Registered	3093036	05-16-06
DOUBLETREE EAT RIGHT (design)	43	Registered	3087727	05-02-06
DOUBLETREE GUEST SUITES (design)	42	Registered	2278133	09-14-99
DOUBLETREE GUEST SUITES (block)	42	Registered	1961810	03-12-96
DOUBLETREE HOTELS SUITES RESORTS CLUB (design)	42	Registered	2522248	12-25-01
DOUBLETREE TWIN TREE (design – color lined)	42	Registered	2544658	03-05-02
DREAM DEAL (block)	42	Registered	2036969	02-11-97
DREAM STRUCTURE (block)	20	Registered	3269065	07-24-07
DRIVEABOUTS (block)	41	Registered	3073250	03-28-06
EADVANTAGE (block)	43	Registered	2995085	09-13-05
EADVANTAGE (design)	42	Registered	2995089	09-13-05
EASY ESCAPES (block)	42	Registered	2687501	02-11-03
E-EVENTS (block)	43	Registered	3239223	05-08-07
EKAHI CLUB (block)	43	Registered	2836620	04-27-04
EMBASSY BUSINESSLINK (block)	35, 43	Pending	78924428	07-07-06

EMBASSY DIRECT (block)	43	Registered	3276987	08-07-07
EMBASSY E-NNOUNCEMENTS (block)	16, 43	Registered	2672281	01-07-03
EMBASSY ESSENTIALS (block)	43	Registered	3254897	06-26-07
EMBASSY LINK (block)	38	Registered	2927971	02-22-05
EMBASSY SUITES (block)	42	Registered	1295145	09-11-84
EMBASSY SUITES (design – color)	42	Registered	1708927	08-18-92
EMBASSY SUITES (design)	42	Registered	1685712	05-05-92
EMBASSY SUITES (leaf design)	42	Registered	2059449	05-06-97
EMBASSY SUITES HOTELS (block)	42	Registered	2498329	10-16-01
EMBASSY SUITES HOTELS (design)	42	Registered	2498328	10-16-01
EMBASSY SUITES HOTELS EAT RIGHT (block)	43	Registered	3095443	05-23-06
EMBASSY SUITES HOTELS EAT RIGHT (design)	43	Registered	3095444	05-23-06
EMBASSY VACATION RESORT (block)	42	Registered	1924847	10-03-95
EMBASSY VACATION RESORT (design)	36	Registered	2146517	03-24-98
EMBASSYDIRECT (block)	43	Registered	3278633	08-14-07
ETRUSCA (block)	42	Registered	2478091	08-14-01

EVERYTHING FOR A REASON (block)	43	Registered	3142021	09-12-06
EVERYTHING. RIGHT WHERE YOU NEED IT. (block)	42	Registered	2593110	07-09-02
EXPLORE THE HIGHWAY WITH HAMPTON (block)	42	Registered	2490760	09-18-01
FACE DESIGN (design)	42	Registered	1503370	09-16-88
FALL FAMILY SUITE RETREAT (block)	43	Registered	2697900	03-18-03
FAMILYFRIENDLY (block)	42	Registered	1916950	09-05-95
FINALLY, A HOTEL THAT'S LIKE HOME (block)	42	Registered	1655835	09-03-91
FIND THAT LOST WEEKEND (block)	43	Registered	2886734	09-21-04
FINN & PORTER (block)	43	Registered	2745248	07-29-03
FINN & PORTER (horizontal design)	43	Registered	2850846	06-08-04
FINN'S GRILL (block)	42	Registered	1943219	12-19-95
FLAVORS OF HILTON (block)	41, 43	Registered	2635491	10-15-02
FLAVORS OF HILTON (design)	41	Registered	2654568	11-26-02
FLOWER (Hilton Garden Inn design)	43	Registered	2681336	01-28-03
FRIENDLY SERVICE, CLEAN ROOMS, COMFORTABLE SURROUNDINGS, EVERY TIME. IF YOU'RE NOT				

SATISFIED, WE DON'T EXPECT YOU TO PAY. THAT'S OUR COMMITMENT AND YOUR GUARANTEE. THAT'S 100% HAMPTON.	43	Registered	3035760	12-27-05
GARDEN INN (block)	42	Registered	1497275	07-19-88
GARDEN SLEEP SYSTEM (block)	20, 43	Pending	78617403	04-26-05
GRAND WAIKIKIAN (block)	36, 43	Pending	78804477	02-01-06
GREAT AMERICAN GRILL (block)	42	Registered	2379517	08-22-00
GREAT AMERICAN GRILL (design)	43	Registered	2700554	03-25-03
GROUP CONNECTION (block)	35, 42	Registered	1540769	05-23-89
GUEST TREATMENT (block)	42	Registered	1475506	02-02-88
H (design)	42	Registered	855277	08-20-68
HAMPTON (block)	42	Registered	2482431	08-28-01
HAMPTON (design)	42	Registered	2480064	08-21-01
HAMPTON INN & SUITES (block)	42	Registered	1935900	11-14-95
HAMPTON INN & SUITES (chevron design)	43	Registered	2994884	09-13-05
HAMPTON INN & SUITES (design)	42	Registered	2079257	07-15-97
HAMPTON INN & SUITES (design- color)	42	Registered	2081514	07-22-97
HAMPTON INN (block)	42	Registered	1305512	11-13-94

HAMPTON INN (design – color)	42	Registered	1343584	06-18-85
HAMPTON INN (design)	42	Registered	1343583	06-18-85
HAMPTON INN CARTOUCHE (design)	42	Registered	1352215	07-30-85
HAMPTON'S ON THE RUN (block)	43	Pending	78536260	12-21-04
HAU TREE (block)	42	Registered	1651861	07-23-91
HAWAIIAN VILLAGE (block)	43	Registered	2663414	12-07-02
HGVCLUB (block)	36	Registered	1827728	03-22-94
HIDDEN LANDMARKS (block)	39	Registered	3090379	05-09-06
HILTON (block)	42	Registered	0845172	02-27-68
HILTON (block)	42	Registered	2478190	08-14-01
HILTON (block)	41	Registered	2649645	11-12-02
HILTON CULINARY COLLECTION (design)	43	Registered	2836571	04-27-04
HILTON DIRECT (block)	42	Registered	2558530	04-09-02
HILTON EAT RIGHT (block)	43	Registered	3066048	03-07-06
HILTON EAT RIGHT (design)	43	Registered	3066049	03-07-06
HILTON ENTERTAINMENT SERIES (design)	41	Registered	2678193	01-21-03
HILTON GARDEN INN (block)	42	Registered	2498208	10-16-01
HILTON GARDEN INN (design)	42	Registered	2603019	07-30-02

HILTON GRAND VACATIONS (block)	36	Registered	3304342	10-02-07
HILTON GRAND VACATIONS (design)	36	Registered	3304364	10-02-07
HILTON GRAND VACATIONS CLUB (block)	36	Registered	1810193	12-07-93
HILTON HAWAIIAN VILLAGE (block)	42	Registered	1561531	10-17-89
HILTON RAPID RESPONSE (block)	42	Registered	1821898	04-27-65
HILTON INN (block)	42	Registered	0788856	04-27-65
HILTON RESTAURANT GROUP (design)	35, 43	Registered	2654572	11-26-02
HILTON SUITES (block)	43	Registered	3076280	04-04-06
HILTON SUPPLY MANAGEMENT (block)	35	Registered	2558591	04-09-02
HILTON SWIRL (design)	42	Registered	2330272	03-14-00
HILTON THEATRE (block)	41	Registered	3087565	05-02-06
HILTON TO HOME (block)	35	Registered	3168687	11-07-06
HILTON VACATION STATION (block)	42	Registered	1808133	11-30-93
HILTON VACATION STATION w/ Cartouche (design)	43	Registered	2930612	03-08-05
HILTON WAIKOLOA VILLAGE (block)	43	Registered	2860260	07-06-04
HILTON WINE EXPERIENCE (block)	43	Registered	2635492	10-15-02

HILTONITEMS (block)	16	Registered	0867190	03-25-69
HIT THE ROAD (block)	43	Registered	2675263	01-14-03
HIT THE ROAD RATES (block)	42	Registered	2478122	08-14-01
HOMEWOOD CONNECTIONS (block)	43	Registered	3065535	03-07-06
HOMEWOOD CONNECTIONS (design)	45	Registered	3155075	10-10-06
HOMEWOOD FOR THE HOLIDAYS (block)	43	Registered	2954994	05-24-05
HOMEWOOD HEADLINES (block)	9, 43	Registered	2794724	12-16-03
HOMEWOOD SUITES (block)	42	Registered	1513176	11-15-88
HOMEWOOD SUITES (design)	42	Registered	1523965	02-07-89
HOMEWOOD SUITES (duck design)	42	Registered	1617186	10-09-90
HOMEWOOD SUITES BY HILTON (design)	43	Registered	2639865	10-22-02
HOMEWOOD SUITES BY HILTON (new design)	43	Registered	2517367	12-11-01
IDEATION (block)	35, 43	Pending	78930599	07-17-06
INFOCUS (block)	35	Registered	3020041	11-29-05
INSPIRED BY THE LEGEND (block)	43	Pending	77179975	05-14-07
IT HAPPENS AT THE HILTON (block)	42	Registered	2333811	03-21-00
IT'S ALL IN THE NAME (block)	42	Registered	1626456	12-4-90

JAVA JIVE ON FIFTH (design)	43	Registered	3165335	10-31-06
KABBY'S (block)	42	Registered	1828640	03-29-94
KALIA TOWER (block)	42	Registered	2527674	01-08-02
KIDSCAREPAK (block)	42	Registered	2846844	05-24-04
KIDS-EYE VIEW (block)	43, 45	Registered	3045901	01-17-06
KITTY O'SHEA'S (block)	42	Pending	76025076	04-14-00
LAGOON TOWER (block)	43	Registered	2678242	01-21-03
LEISURE SUIT TRAVELER (block)	39	Registered	2989695	08-30-05
LEISURE SUIT TRAVELER (design)	39	Registered	3011024	11-01-05
LEISURE TIME ADVOCACY (block)	43	Registered	2902484	11-09-04
LET'S DO LUNCH (block)	43	Registered	2780802	11-04-03
LIBERTY TAVERN (design)	43	Registered	2843849	05-17-04
LIFE ON YOUR TERMS (block)	36, 43	Registered	2740590	07-22-03
LIFESTYLE 50 (block)	42	Registered	1513141	11-15-88
MAKE YOURSELFAT HOME (block)	43	Registered	2919101	01-18-05
MYLEISURETRIP.COM (block)	39	Registered	2928886	03-01-05
NIKOLAI'S ROOF (design)	42	Registered	1242417	06-14-83
NO VACATION IS TOO SMALL FOR A TRAVEL SITE THIS BIG (block)	39	Registered	2926410	02-15-05

ON THE HOUSE (block)	43	Registered	3058335	02-07-06
ON THE RUN BREAKFAST BAGS (block)	43	Registered	78536222	12-21-04
ONQ (block)	9, 35, 36, 43	Registered	3246082	05-29-07
ONQ (design)	9, 35, 36, 43	Pending	78371423	02-20-04
OSCAR'S (block)	42	Registered	1366024	10-15-85
OUR BEST RATES. GUARANTEED (design)	43	Registered	3002999	09-27-05
PAVIA (block)	42	Registered	1379721	01-21-86
PAVILION PANTRY (block)	35	Registered	2325984	03-07-00
PEACOCK ALLEY (block)	42	Registered	1394490	05-20-86
PEACOCK ALLEY (design)	43	Registered	3165217	10-31-06
PERECTING PARADISE (block)	42	Registered	2527662	01-08-02
PITTSBURGH FISH MARKET (block)	42	Registered	2653341	11-26-02
PORT HILTON (block)	39	Registered	2558636	04-09-02
PROMUS (block)	42	Registered	1603176	06-19-90
PURITY BASICS (block)	3	Registered	2932802	03-15-05
R.J. GRIN'S (block)	42	Registered	1834122	05-03-94
RAINBOW BAZAAR (block)	36	Registered	1875556	01-24-95
RAINBOW TOWER (block)	42	Registered	1649110	06-25-91
REFRESH & REFUEL (block)	43	Registered	2727274	06-17-03
RUM LARGO (block)	42	Registered	1304311	11-06-84
SAVE-A-LANDMARK				

(block)	37	Registered	3070644	03-21-06
SAVE-A-LANDMARK (design)	35	Registered	3028349	12-13-05
SAVING THE WORLD FROM BORING VACATIONS (block)	43	Registered	2681453	01-28-03
SCENES (block)	42	Registered	1516879	12-13-88
SEAPORTS (block)	42	Registered	1603104	06-19-90
SEAPORTS (design)	42	Registered	1603105	06-19-90
SMART FLO (block)	35, 43	Registered	2889110	09-28-04
SPA FUSION (block)	41, 44	Registered	3119103	07-25-06
SPENCER'S (block)	42	Registered	2446357	04-24-01
SPIRIT OF PRIDE (block)	35	Registered	2736766	07-15-03
SPORTS EDITION (block)	32	Registered	2996041	09-13-05
SPRING FAMILY SUITE RETREAT (block)	43	Registered	2713569	05-06-03
SPRING INTO HOMEWOOD (block)	43	Registered	2669363	12-31-02
ST. LOUIS FISH MARKET (block)	42	Registered	2731975	07-01-03
ST LOUIS FISH MARKET (design)	42	Registered	2671156	01-07-03
STARLIGHT ROOF (block)	35, 42	Registered	2615511	09-03-02
STATLER (block)	42	Registered	0843001	01-23-68
STAY CONNECTED @ THE HILTON FAMILY OF HOTELS (block)	38, 43	Pending	78888131	05-19-06
STAY FIT KIT (block)	43	Registered	3022293	11-29-05

STYLIZED E (design)	42	Registered	1688251	05-19-92
SUITE ASSURANCE GUARANTEE (block)	43	Registered	3092607	05-16-06
SUITE DREAMS (block)	36	Registered	1332521	04-23-85
SUITE DREAMS (block)	42	Registered	2260366	07-13-99
SUITE DREAMS (block)	20	Registered	2709206	04-22-03
SUITE ESSENTIALS (block)	42	Registered	1740424	12-15-92
SUITE HOMEWOOD SUMMER (block)	43	Registered	2672355	01-07-03
SUITE RETREAT (block)	42	Registered	1874324	01-17-95
SUITE SHOP (block)	42	Registered	1675511	02-11-92
SUITE START (block)	43	Registered	3005141	10-04-05
SUITE TIMES (block)	42	Registered	1514924	11-29-88
SUITELIVING (block)	43	Registered	3277982	08-07-07
SUNDAY IS FREE (block)	42	Registered	2716836	05-13-03
SUPPLYTRACK (block)	9, 35, 43	Pending	78120893	04-10-02
SWEET DREAMS (block)	42	Registered	2022940	12-17-96
SWEET ROMANCE GETAWAY (design)	43	Registered	2930779	03-08-05
TAKE ME TO THE HILTON (block)	43	Registered	2919142	01-18-05
TEACHING KIDS TO CARE (block)	41	Registered	2886698	09-21-04
TERRAZOS (block)	42	Registered	2547016	03-12-02
THAT'S 100% HAMPTON. (block)	43	Registered	2925988	02-08-05

THE BEVERLY HILTON (block)	42	Registered	2529811	01-15-02
THE BIG DOWNTOWN (block)	42	Registered	2527340	01-08-02
THE COVE (block)	42	Registered	1370693	11-12-85
THE HILTON CLUB (block)	36, 42	Registered	2811681	02-03-04
THE HILTON CLUB (design)	36, 43	Registered	2788816	12-02-03
THE HILTON CLUB COLLECTION (block)	36, 42	Registered	2728205	06-17-03
THE HILTON FAMILY (design)	43	Registered	2656701	12-03-02
THE HILTON FAMILY CORPORATE ADVANTAGE (design)	43	Registered	3100647	06-06-06
THE HILTON SERENITY COLLECTION (block)	35	Registered	3138868	09-05-06
THE SPORTS EDITION (block)	42	Registered	1588313	03-20-90
THE SUITE HOTEL DEAL (block)	42	Registered	1137050	06-17-80
THE SUITE LIFE (block)	42	Registered	1254814	10-18-83
THE WALDORF COLLECTION (block)	35	Pending	78378742	03-04-04
THE WALDORF TOWERS (block)	36, 42	Registered	2527138	01-08-02
THE WALDORF=ASTORIA COLLECTION (block)	35	Pending	78758620	11-21-05
THE WALDORF=ASTORIA COLLECTION (design)	43	Registered	3267555	07-24-07

TORREYANA GRILLE (block)	42	Registered	1707429	08-11-92
TORREYANA GRILLE (design)	42	Registered	1712449	09-01-92
TRANQUILITY NIGHTS (block)	20	Registered	3181561	12-05-06
TRAVEL SHOULD TAKE YOU PLACES (block)	43	Registered	3145618	09-19-06
TWICE THE HOTEL (block)	42	Registered	1683398	04-14-92
VELATO'S (block)	42	Registered	1832988	04-26-94
VILLAGE EXPERIENCE (block)	42	Registered	2582400	06-18-02
VILLAGE GUARDS (block)	41	Registered	1634449	02-05-91
W-A (design)	42	Registered	1297210	09-18-84
WALDORF (block)	42	Registered	1519383	01-03-89
WALDORF ASTORIA (new wreath design)	43	Registered	3273749	08-07-07
WALDORF ASTORIA (statue and design)	42	Registered	1309452	12-11-84
WALDORF COLLECTION (block)	43	Pending	78759391	11-22-05
WALDORF=ASTORIA COLLECTION (block)	43	Registered	3165117	10-31-06
WALDORF=ASTORIA RESIDENCES (block)	36	Pending	77172037	05-03-07
WALDORF-ASTORIA (block)	42	Registered	1065983	05-17-77
WALKABOUTS (block)	43	Pending	78675459	07-21-05
WE LOVE HAVING				

YOU HERE (block)	43	Registered	2853920	06-15-04
WEDDINGS BY HILTON (design)	41, 43	Registered	2654569	11-26-02
WEEKENDER CLUB (block)	42	Registered	1478092	02-23-88
WELCOME HOME (block)	42	Registered	2032296	01-21-97
WELCOME TO THE SUITE LIFE (block)	42	Registered	1254821	10-18-83
WE'RE WITH YOU ALL THE WAY (block)	42	Registered	2480023	08-21-01
WHATEVER IT TAKES TO GET YOU GOING, WE'LL TAKE CARE OF YOU ONCE YOU GET THERE (block)	43	Registered	2756351	08-26-03
WHEN YOU CARE IT SHOWS (block)	43	Registered	2750425	08-12-03
WHEN YOU STAY IN A BOX DOES IT STAY WITH YOU (block)	43	Registered	2786608	11-25-03
WHERE ARE YOU GOING? (block)	43	Pending	78798743	01-25-06
WINTER FAMILY SUITE RETREAT (block)	43	Registered	2663412	12-17-02
YOU BRING THE FAMILY AND WE'LL PACK THE FUN (block)	42	Registered	1823466	02-22-94
YOUR OWN PARADISE (block)	36, 42	Registered	2074032	06-24-97
YOUR PERFECT SECOND HOME (block)	43	Registered	2669352	12-31-02

YOUR WISHES GRANTED (block)	41, 43	Registered	2806647	01-20-04
ZIP-IN CHECK-IN (block)	42	Registered	2504133	11-06-01
ZIPOUT CHECKOUT (block)	42	Registered	1470219	12-22-87