

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Interstate Hotels & Resorts, Inc.		07/10/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	231 S. LaSalle Street		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60697		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3649058	INTERSTATE	
Registration Number:	3359075	OUR EXPERIENCE YOUR SUCCESS	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	327000-11241 JES		
NAME OF SUBMITTER:	John E. Slaughter		
Signature:	/John E. Slaughter/		

OP \$65.00 3649058

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**TRADEMARK
 REEL: 004147 FRAME: 0096**

Date:

02/10/2010

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

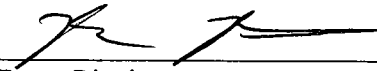
Please be advised that pursuant to the Affirmation and Amendment of Security Agreement dated as of July 10, 2009 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Pledgors party thereto (each an "Pledgor" and collectively, the "Pledgors") the Lenders from time to time party thereto and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Pledgor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications set forth on Schedule 1 hereto to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations. Capitalized terms used, but not otherwise defined herein have the meanings set for in the Security Agreement.

The undersigned Pledgor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

(Signatures Continued on the Next Page)

Very truly yours,

INTERSTATE HOTELS & RESORTS, INC., a
Delaware corporation

By: 

Name: Bruce Riggins

Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 

Name: **George S. Carey**

Title: **Assistant Vice President**

Schedule 1

**Interstate Hotels & Resorts, Inc.
(a Delaware corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
INTERSTATE	3649058	06/30/09
OUR EXPERIENCE YOUR SUCCESS	3359075	12/25/07