

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM401910

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Starwood Hotels & Resorts Worldwide, Inc.		09/22/2016	Corporation: MARYLAND
RECEIVING PARTY DATA			
Name:	Starwood Hotels & Resorts Worldwide, LLC		
Street Address:	10400 Fernwood Road, Dept. 955.23		
City:	Bethesda		
State/Country:	MARYLAND		
Postal Code:	20817		
Entity Type:	Limited Liability Company: MARYLAND		
PROPERTY NUMBERS Total: 46			
Property Type	Number	Word Mark	
Serial Number:	74499288	THE TREMONT	
Serial Number:	74529078		
Serial Number:	75468340	W	
Serial Number:	75468355		
Serial Number:	75627602	AWAY	
Serial Number:	75632694	AWAY	
Serial Number:	75779841	PREFERRED PLANNER	
Serial Number:	75781042	STARWOOD PREFERRED PLANNER	
Serial Number:	75461884	W HOTELS	
Serial Number:	75464250	W	
Serial Number:	75780992	WHATEVER WHENEVER	
Serial Number:	76230637	LAST MINUTE WEEKENDS	
Serial Number:	76289383	W HOTELS	
Serial Number:	76402879	GALAXY LIGHTSPEED	
Serial Number:	76418913	TRUE REDEMPTION	
Serial Number:	76433625	PLATINUM CONCIERGE	
Serial Number:	76438454	STARGUEST	
Serial Number:	76454944	W	
Serial Number:	76603724	W	
TRADEMARK			

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Property Type	Number	Word Mark
Serial Number:	76542898	W RESIDENCES
Serial Number:	77101096	PRIDE 365
Serial Number:	77116720	ARF
Serial Number:	77127899	WXYZ
Serial Number:	77127904	RE:MIX
Serial Number:	77127905	RE:FUEL BY ALOFT
Serial Number:	77154424	ALOFT
Serial Number:	77154634	RE:CHARGE
Serial Number:	77167061	RECESS
Serial Number:	77259030	ALOFT
Serial Number:	77261300	ALOFT
Serial Number:	77261304	ALOFT
Serial Number:	77327690	ALOFT
Serial Number:	77454500	W HOTELS
Serial Number:	77577369	W HOTELS WORLDWIDE
Serial Number:	77931887	ALOFT A VISION OF W HOTELS
Serial Number:	77960772	WOW SUITE
Serial Number:	78646645	W
Serial Number:	78676981	ALOFT
Serial Number:	78698789	INSTANT MEETING AWARDS
Serial Number:	78721867	LIVE LIFE ALOFT
Serial Number:	78800592	W RETREAT & SPA
Serial Number:	78800827	W RETREAT & SPA
Serial Number:	78801922	W RETREAT & SPA
Serial Number:	78801923	W RETREAT & SPA
Serial Number:	78801924	
Serial Number:	78840724	WISH WORKSHOPS

CORRESPONDENCE DATA

Fax Number: 2033512420

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 2033513610

Email: jennilyn.estacio@starwoodhotels.com

Correspondent Name: Jennilyn Estacio

Address Line 1: One StarPoint

Address Line 4: Stamford, CONNECTICUT 06902

ATTORNEY DOCKET NUMBER: PROJECT LLC

NAME OF SUBMITTER: Jennilyn M. Estacio

SIGNATURE:	/jennilyn m. estacio/
DATE SIGNED:	10/13/2016
Total Attachments: 3 source=Pages from Starwood Hotels Resorts Worldwide Inc - Articles of Conversion#page1.tif source=Pages from Starwood Hotels Resorts Worldwide Inc - Articles of Conversion#page2.tif source=Pages from Starwood Hotels Resorts Worldwide Inc - Articles of Conversion#page3.tif	

EXECUTION COPY

Effective Date
9/23/16
at 12:02 a.m.

ARTICLES OF CONVERSION

FROM

STARWOOD HOTELS & RESORTS WORLDWIDE, INC.

(a Maryland corporation)

TO

STARWOOD HOTELS & RESORTS WORLDWIDE, LLC

(a Maryland limited liability company)

Starwood Hotels & Resorts Worldwide, Inc., a corporation duly incorporated and existing under the laws of the State of Maryland (the "Converting Corporation"), does hereby certify that:

FIRST: The name of the Converting Corporation is "Starwood Hotels & Resorts Worldwide, Inc.", a Maryland corporation. The Converting Corporation is a corporation formed on March 27, 1980 under the Maryland General Corporation Law, and, by virtue of these Articles of Conversion and Articles of Organization filed for record herewith, is converting (the "Conversion") to Starwood Hotels & Resorts Worldwide, LLC, a limited liability company formed under the Maryland Limited Liability Company Act (the "New LLC"), on the terms and conditions set forth herein.

SECOND: Upon the completion of the Conversion in accordance with the Maryland General Corporation Law and the Maryland Limited Liability Company Act, the New LLC shall, for all purposes of the laws of the State of Maryland, continue as the same entity as the Converting Corporation, and the Conversion will have the effects set forth herein and in the Maryland General Corporation Law and the Maryland Limited Liability Company Act.

THIRD: The Conversion has been approved in accordance with the provisions of Subtitle 9 of Title 3 of the Maryland General Corporation Law and Subtitle 11 of the Maryland Limited Liability Company Act.

FOURTH: The manner and basis of converting or exchanging the outstanding shares of stock of the Converting Corporation into membership interests of the New LLC ("LLC Membership Interests") are as follows: Each share of common stock of the Converting Corporation, \$0.01 par value per share, issued and outstanding immediately prior to the Effective Time (as defined below in Article FIFTH) shall be, at the Effective Time, converted into and exchanged into one percent (1%) of the LLC Membership Interests.

FIFTH: The Conversion shall become effective as of 12:02 a.m. New York City time on September 23, 2016 (the "Effective Time").

SIXTH: The undersigned acknowledges these Articles of Conversion to be the act and deed of the Converting Corporation and, further, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that, to the best of his knowledge, information

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STATE OF MARYLAND

I hereby certify that this is a true and complete copy of _____ page document on file in this office. DATED: 9/22/16 4

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: [Signature], Custodian

This stamp replaces our previous certification system. Effective: 6/95


and belief, these matters and facts relating to the Converting Corporation are true in all material respects and that this statement is made under the penalties of perjury

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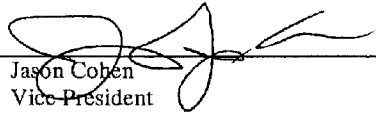
IN WITNESS WHEREOF, Starwood Hotels & Resorts Worldwide, Inc. has caused these Articles of Conversion to be signed in its name and on its behalf by its Vice President and attested by its Secretary on this 22nd of September, 2016.

ATTEST:

STARWOOD HOTELS & RESORTS
WORLDWIDE, INC.,
a Maryland corporation



Name: Kenneth S. Siegel
Title: Secretary

By: 

Name: Jason Cohen
Title: Vice President

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