

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM408683

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Starwood Hotels & Resorts Worldwide, Inc.		09/23/2016	Corporation: MARYLAND
RECEIVING PARTY DATA			
Name:	Starwood Hotels & Resorts Worldwide, LLC		
Street Address:	One StarPoint		
City:	Stamford		
State/Country:	CONNECTICUT		
Postal Code:	06902		
Entity Type:	Limited Liability Company: MARYLAND		
PROPERTY NUMBERS Total: 27			
Property Type	Number	Word Mark	
Serial Number:	85360002	A	
Serial Number:	86393127	A.L.O.	
Serial Number:	85714103	ALOFT	
Serial Number:	85068236	BEND	
Serial Number:	87097005	BNB	
Serial Number:	86393119	BOTLR	
Serial Number:	85310399	FASHION NEXT	
Serial Number:	86829388	G GALAXY	
Serial Number:	85151784	IPO	
Serial Number:	86017072	MIXBAR	
Serial Number:	85113175	MORE LUXURY MORE DESTINATIONS	
Serial Number:	85092453	PERFORMANCE MEETING	
Serial Number:	85365001	PERSONALIZED TRAVEL	
Serial Number:	85531776	ROAD TO AWARENESS	
Serial Number:	85731872	STAR PRIVILEGE	
Serial Number:	87002439	STAROPTIONS	
Serial Number:	86103613	TACTIC	
Serial Number:	85655810	W	
Serial Number:	85656350	W	
TRADEMARK			

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Property Type	Number	Word Mark
Serial Number:	87083296	W CAFÉ
Serial Number:	86004947	W HAPPENINGS
Serial Number:	86783222	W HOTELS
Serial Number:	86018068	W HOTELS
Serial Number:	87155212	W HOTELS SOUND SUITE
Serial Number:	78888938	W2GO
Serial Number:	87153953	WAKE UP CALL A W HOTELS MUSIC FESTIVAL
Serial Number:	78957089	WET

CORRESPONDENCE DATA

Fax Number: 2033513610

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:	12/13/2016

Total Attachments: 5
source=1 Starwood Hotels Resorts Worldwide Inc - Articles of Conversion#page1.tif
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source=1 Starwood Hotels Resorts Worldwide Inc - Articles of Conversion#page3.tif
source=1 Starwood Hotels Resorts Worldwide LLC -- Articles of Organization (filed)#page1.tif
source=1 Starwood Hotels Resorts Worldwide LLC -- Articles of Organization (filed)#page2.tif

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

[[3594952]]

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

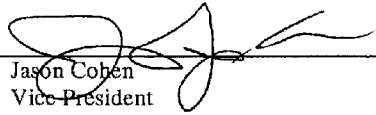
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IN WITNESS WHEREOF, Starwood Hotels & Resorts Worldwide, Inc. has caused these Articles of Conversion to be signed in its name and on its behalf by its Vice President and attested by its Secretary on this 22nd of September, 2016.

ATTEST:

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


Name: Kenneth S. Siegel
Title: Secretary

By: 
Name: Jason Cohen
Title: Vice President

[[3594952]]

Effective Date
9/23/16
at 12:01 am
EXECUTION COPY

STARWOOD HOTELS & RESORTS WORLDWIDE, LLC

ARTICLES OF ORGANIZATION

THESE ARTICLES OF ORGANIZATION (hereinafter referred to as these "Articles") are made this 22nd day of September, 2016, by the undersigned authorized person.

EXPLANATORY STATEMENT

The undersigned, being authorized to execute and file these Articles for purposes of converting Starwood Hotels & Resorts Worldwide, Inc. (the "Former Corporation") into Starwood Hotels & Resorts Worldwide, LLC (the "Company"), hereby certifies that:

FIRST: The name of the Former Corporation is Starwood Hotels & Resorts Worldwide, Inc.

SECOND: The Former Corporation was formed by the filing of articles of incorporation with the State Department of Assessments and Taxation of Maryland on March 27, 1980.

THIRD: The name of the Company is:

Starwood Hotels & Resorts Worldwide, LLC

FOURTH: The address of the principal office of the Company is 10400 Fernwood Road, Department 955.23, Bethesda, Maryland 20817. The name and address of the resident agent of the Company are Corporate Creations Network, Inc., 2 Wisconsin Circle #700 - Chevy Chase, MD 20815 United States. ✓

FIFTH: The relations of the members and the affairs of the Company shall be governed by the Maryland Limited Liability Company Act (the "Act") as well as a written operating agreement which may be amended from time to time as set forth therein.

SIXTH: As permitted in Section 4A-401(a)(3) of the Act, the authority of members to act for the Company solely by virtue of their being members is limited and is as set forth in the operating agreement of the Company.

SEVENTH: These Articles of Organization shall be effective at 12:01 a.m. New York City time on September 23, 2016.

[Signature page follows.]

[[3602362]]

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the _____
page document on file in this office. DATED: 9/22/16 3

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: *[Signature]*, Custodian

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 22nd day of September, 2016.


Jason Cohen, Authorized Person

RESIDENT AGENT CONSENT

I hereby consent to my designation in this document as resident agent for the Company.

Corporate Creations Network, Inc.,
Resident Agent

By: 

Name: Jessica Morales
Title: Special Secretary