

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM411453

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ventoux Holdings LLC		10/28/2016	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Chelsea Hotel BrandCo LLC		
Street Address:	871 Seventh Avenue		
Internal Address:	c/o SIR Chelsea, LLC		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86076744	HOTEL CHELSEA	
Serial Number:	86292268	CHELSEA HOTELS	
CORRESPONDENCE DATA			
Fax Number:	3129847700		
<i>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.</i>			
Phone:	312-372-2000		
Email:	mweipdocket@mwe.com, jmikulina@mwe.com, kwalsh@mwe.com		
Correspondent Name:	Kelly Walsh, McDermott Will & Emery LLP		
Address Line 1:	227 W. Monroe Street, Suite 4400		
Address Line 4:	Chicago, ILLINOIS 60606		
NAME OF SUBMITTER:	Jennifer M. Mikulina		
SIGNATURE:	/Jennifer M. Mikulina/		
DATE SIGNED:	01/06/2017		
Total Attachments: 4			
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TRADEMARK ASSIGNMENT

October 28, 2016

WHEREAS, Ventoux Holdings LLC (hereinafter "Assignor"), is the owner of the trademarks **HOTEL CHELSEA** and **CHELSEA HOTELS** (the "marks") and corresponding U.S. Trademark Application Serial No. 86/076744, U.S. Trademark Application Serial No. 86/292268, New Zealand Trademark Application Serial No. 986250, New Zealand Trademark Application Serial No. 1008331, Mexico Trademark Application Serial No. 1420085, Mexico Trademark Application Serial No. 1546341, Mexico Trademark Application Serial No. 1546340, Japan Trademark Application Serial No. 2013-78151, Japan Trademark Application Serial No. 2014-93502, India Trademark Application Serial No. 2626118, E.U. Trademark Application Serial No. 012223541, E.U. Trademark Application Serial No. 013437512, China Trademark Application Serial No. 13473882, Brazil Trademark Application Serial No. 840707983, Brazil Trademark Application Serial No. 908662491, Brazil Trademark Application Serial No. 908662696, Australia Trademark Application Serial No. 1694448, Argentina Trademark Application Serial No. 3283385, Argentina Trademark Application Serial No. 3366779 and Argentina Trademark Application Serial No. 3366778;

WHEREAS, Chelsea Dynasty LLC, a subsidiary of Ventoux Holdings LLC is the owner of a property comprising a hotel, condominiums, and rental apartments known as the "HOTEL CHELSEA" located at 222 West 23rd Street, New York, NY 10011;

WHEREAS, Chelsea Hotel BrandCo LLC, a Delaware Limited Liability Company, located and doing business at c/o SIR Chelsea, LLC, 871 Seventh Avenue, New York, New York (hereinafter "Assignee") wishes to acquire all of Assignor's right, title, interest and all of the business associated with the aforementioned marks and Trademark Applications;

WHEREAS, the Parties have agreed that Assignor will transfer the marks and Trademark Applications to Assignee along with all right, title, interest, goodwill and business associated with

and symbolized by the marks; and

WHEREAS, the Parties have agreed that Chelsea Dynasty LLC will transfer all and whatever rights it may have to the name and mark **HOTEL CHELSEA** to Assignee.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor and its subsidiaries and affiliates, including but not limited to Chelsea Dynasty LLC, hereby transfer and convey over to Assignee, effective upon execution, the entire right, title and interest, goodwill and business associated with the marks and Trademark Applications to be held and enjoyed by the Assignee, its successors, assigns and other legal representatives, including the right to sue for past, present and future infringement, dilution or other violation thereof. This assignment shall be binding upon the parties, their successors and/or assigns, and all others acting by, through, with or under their direction, and all those in privity therewith.

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IN WITNESS WHEREOF, the parties hereto have caused this Trademark Assignment to be signed and sealed by their duly authorized officer or representative as of the date first above written.

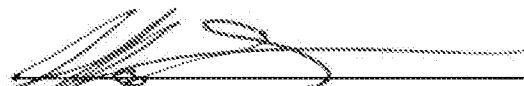
VENTOUX HOLDINGS LLC,
a Delaware limited liability company

By: 
Name: Jeffrey Laliberte
Title: Authorized Signatory

[Signature Page to Trademark Assignment]

TRADEMARK
REEL: 005960 FRAME: 0600

CHELSEA HOTEL BRANDCO LLC,
a Delaware limited liability company

By: 
Name: Jeffrey Laliberte
Title: Authorized Signatory

[Signature Page to Trademark Assignment]