

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM412758

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Confirmation of Trademark Assignment		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PARK HOTELS & RESORTS INC.		10/24/2016	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HILTON RESORTS CORPORATION		
<b>Street Address:</b>	6355 MetroWest Boulevard		
<b>Internal Address:</b>	Suite 180		
<b>City:</b>	Orlando		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	32835		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3509997	GRAND WAIKIKIAN	
<b>Registration Number:</b>	4737682	IQ HAWAII, IQ + I LOVE HAWAII	
<b>Registration Number:</b>	3843660	PARC SOLEIL	
<b>Registration Number:</b>	3856563	SPA MERGE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6502515002		
<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>			
<b>Phone:</b>	(650) 251-5094		
<b>Email:</b>	jmull@stblaw.com		
<b>Correspondent Name:</b>	Linda Nyberg		
<b>Address Line 1:</b>	2475 Hanover Street		
<b>Address Line 4:</b>	Palo Alto, CALIFORNIA 94304		
<b>ATTORNEY DOCKET NUMBER:</b>	043291/0037		
<b>NAME OF SUBMITTER:</b>	J. Jason Mull		
<b>SIGNATURE:</b>	/J. Jason Mull/		
<b>DATE SIGNED:</b>	01/18/2017		

CH \$115.00 3509997

**Total Attachments: 4**

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**CONFIRMATION OF TRADEMARK ASSIGNMENT**

This CONFIRMATION OF TRADEMARK ASSIGNMENT (the "Confirmation") is effective as of October 24, 2016 (the "Effective Date"), by and between PARK HOTELS & RESORTS INC., a Delaware corporation (the "Assignor"), and HILTON RESORTS CORPORATION, a Delaware corporation (the "Assignee").

WHEREAS, pursuant to Section 1.01(a) of the Contribution Agreement, dated as of October 24, 2016, among Assignor, Assignee and the other signatories party thereto (the "Contribution Agreement"), Assignor assigned, transferred and contributed to Assignee all right, title and interest of Assignor in the Timeshare Assets (as that term is defined in the Contribution Agreement), including the U.S. trademark registrations set forth on Schedule A hereto, together with the goodwill of the business associated therewith and all common law rights related thereto (the "Trademarks"), effective as of October 24, 2016;

NOW, THEREFORE, for good and valuable consideration (including that recited in the Contribution Agreement), the receipt and sufficiency of which is hereby acknowledged, Assignor and Assignee confirms as follows:

1. Assignor hereby confirms that it has irrevocably assigned, transferred and contributed to Assignee all of its right, title and interest in and to the Trademarks. Assignee shall hold all right, title and interest in and to the Trademarks as fully and exclusively as same would have been held and enjoyed by Assignor had the above-mentioned assignment not been made.

2. In the event of any conflict between this Confirmation and the Contribution Agreement, the terms of the Contribution Agreement shall govern.

3. Each party hereto shall execute and deliver (or cause to be executed and delivered) such additional documents, certificates, and make (or cause to be made) any filings or notices that may be necessary or appropriate to consummate and make effective in the most expeditious manner practicable, this Confirmation and each party hereto shall take all such further action as may be necessary or appropriate to consummate and make effective, in the most expeditious manner practicable, this Confirmation.

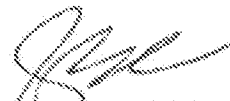
4. This Confirmation will be governed by and construed in accordance with the laws of the State of Delaware applicable to agreements to be executed and performed within such state, without regard to the choice of law principles thereof.

5. This Confirmation may be executed in counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Confirmation to be duly executed as of the Effective Date.

PARK HOTELS & RESORTS, INC.,

as Assignor

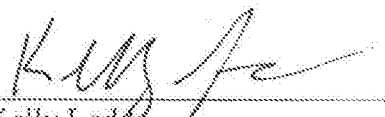
By:   
Name: Steven M. DeLorto  
Title: Executive VP, CFO &  
TREASURER

*[Signature Page to Trademark Assignment]*

**TRADEMARK**  
**REEL: 005969 FRAME: 0324**

HILTON RESORTS CORPORATION,

as Assignee

By: 

Name: Kelly Lodde


Title: Vice President and Assistant Secretary

*[Signature Page to Trademark Assignment]*

**TRADEMARK**  
**REEL: 005969 FRAME: 0325**

**Schedule A**

**U.S. Trademark Registrations**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date.</b>
GRAND WAIKIKIAN	3509997	September 30, 2008
	4737682	May 19, 2015
PARC SOLEIL	3843660	September 7, 2010
SPA MERGE	3856563	October 5, 2010