

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM415373

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Thirty-Eight Street, Inc.		09/30/2016	Corporation: FLORIDA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Red Lion Hotels Franchising, Inc.		
<b>Street Address:</b>	201 West North River Drive, Suite 100		
<b>City:</b>	Spokane		
<b>State/Country:</b>	WASHINGTON		
<b>Postal Code:</b>	99201		
<b>Entity Type:</b>	Corporation: WASHINGTON		
<b>PROPERTY NUMBERS Total: 21</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4525504	ABVI	
<b>Registration Number:</b>	4525506	ABVI	
<b>Registration Number:</b>	4330925	AMERICAS BEST VALUE INN	
<b>Registration Number:</b>	3216237	AMERICAS BEST VALUE INN BY VANTAGE	
<b>Registration Number:</b>	2967196		
<b>Registration Number:</b>	3001843	EXPLORE THE VALUE	
<b>Registration Number:</b>	3747862	FREESTYLE	
<b>Registration Number:</b>	4425156	FREESTYLE	
<b>Registration Number:</b>	3090765	I'VE SLEPT WITH THE BEST	
<b>Registration Number:</b>	3835999	MORE VALUE. MORE SMILES.	
<b>Registration Number:</b>	3844194	VALUE INN WORLDWIDE	
<b>Registration Number:</b>	3735284	VALUE INN WORLDWIDE BY VANTAGE	
<b>Registration Number:</b>	0972568	VALUE INNS OF AMERICA	
<b>Registration Number:</b>	4428928	VALUE ON THE ROAD	
<b>Registration Number:</b>	4336125	VALUE ON THE ROAD	
<b>Registration Number:</b>	4532186	VANTAGE	
<b>Registration Number:</b>	3906398	VANTAGE	
<b>Registration Number:</b>	1000331	VIA	
<b>Registration Number:</b>	3897111	WAKE UP TO MORE VALUE.	

CH \$540.00 4525504

Property Type	Number	Word Mark
Registration Number:	3091362	WE'VE GOT YOU COVERED
Registration Number:	3341923	YOU DESERVE IT

**CORRESPONDENCE DATA**

**Fax Number:**

*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.*

**Email:** trademarks@pch-iplaw.com

**Correspondent Name:** Michael B. Chesal

**Address Line 1:** 2 South Biscayne Blvd., Suite 3700

**Address Line 4:** Miami, FLORIDA 33131

**NAME OF SUBMITTER:** Michael B. Chesal

**SIGNATURE:** /mbc/

**DATE SIGNED:** 02/08/2017

**Total Attachments: 20**

source=TESI to Red Lion Fully Executed Assignment (00084935)#page1.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page2.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page3.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page4.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page5.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page6.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page7.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page8.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page9.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page10.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page11.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page12.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page13.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page14.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page15.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page16.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page17.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page18.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page19.tif  
source=TESI to Red Lion Fully Executed Assignment (00084935)#page20.tif

**TRADEMARK ASSIGNMENT  
(BY THIRTY-EIGHT STREET, INC.)**

This Trademark Assignment ("Assignment"), effective as of September 30, 2016 (the "Effective Date") is made and entered into by and among Thirty-Eight Street, Inc., a Florida corporation ("Assignor") with its principal place of business located at 3300 North University Dr., Suite 500, Coral Springs, Florida, 33065, USA, and Red Lion Hotels Franchising, Inc., a Washington corporation ("Assignee") with its principal place of business located at 201 West North River Drive, Suite 100, Spokane, Washington 99201, USA.

WHEREAS, as of the Effective Date, Assignor owned all right, title and interest in and to the trademarks identified on **Schedule A** and **Schedule B** attached hereto (the "Marks"), together with the registrations and applications therefor (the "Applications and Registrations");

WHEREAS, pursuant to that certain Asset Purchase Agreement dated as of September 13, 2016, Assignor agreed to assign to Assignee all of Assignor's right, title and interest in and to the Marks and the Applications and Registrations;

WHEREAS, pursuant to that certain Bill of Sale, Assignment and Assumption Agreement dated as of the Effective Date (the "Original Assignment"), Assignor assigned to Assignee certain Purchased Assets, including all of Assignor's right, title and interest in and to the Marks and Applications and Registrations; and

WHEREAS, Assignor and Assignee now desire to ratify and confirm the Original Assignment for purposes of recording the corresponding transfer of rights in the Marks and Applications and Registrations;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree as follows:

1. Assignor hereby assigns, transfers and delivers unto Assignee all of Assignor's right, title and interest in and to the Marks and the Applications and Registrations as of the Effective Date, including, without limitation: (a) all common law and statutory rights therein; (b) the goodwill appurtenant thereto; and (c) all claims and causes of action arising from or relating to the use and/or registration of the Marks, including, but not limited to, claims for infringement and royalties. To the extent that the Applications and Registrations include United States applications filed on an intent-to-use basis pursuant to 15 U.S.C. § 1051(b), the parties acknowledge that the Original Assignment constituted an "assignment to a successor to the business of the applicant, or portion thereof, to which the subject mark pertains" and that such business was "ongoing and existing" in accordance with 15 U.S.C. § 1060(a).

2. The parties request that the trademark offices for the respective Applications and Registrations worldwide accept this Assignment for recordation to reflect the change in ownership evidenced hereby.

[signatures on next page]

Assignor:

Thirty-Eight Street, Inc.

By: [Signature]

Name: Bernard Moyle

Title: COO

Date: February 3, 2017

Executed at: 3300 N. University Dr #500 CS FL 33065  
(address)

STATE OF Florida )  
 ) SS:  
COUNTY OF Broward )

The foregoing instrument was acknowledged before me this 3rd day of February, 2017, by Bernard Moyle

[Signature]  
Notary Public

 **Saneida Slayton**  
COMMISSION #FF239558  
EXPIRES: June 10, 2019  
www.aaronnotary.com  
Name of Notary Public

Personally known   
Or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

Assignee:

Red Lion Hotels Franchising, Inc.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Executed at: \_\_\_\_\_  
(address)

STATE OF \_\_\_\_\_ )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2017, by \_\_\_\_\_.

\_\_\_\_\_  
Notary Public  
\_\_\_\_\_  
Typed, Printed or Stamped Name of Notary Public

Personally known \_\_\_\_\_  
Or Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_



SCHEDULE A

TRADEMARK APPLICATIONS AND REGISTRATIONS  
(SORTED BY COUNTRY)

Thirty-Eight Street, Inc.

Owner Trademark Report by Country  
 Status: ACTIVE

Printed: 2/2/2017 Page 1

REFERENCE#	MARK	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
------------	------	-------	-------	-------	------	--------	---------

**ARGENTINA**

VAN.011ART	AMERICAS BEST VALUE INN BY VANTAGE and Design	11/6/2008	2,873,292	5/20/2011	2440390	REGISTERED	43
------------	---	-----------	-----------	-----------	---------	------------	----

43 -

**BANGLADESH**

VAN.006BDT	VALUE INN WORLDWIDE	5/28/2012	154380			PENDING	35
------------	---------------------	-----------	--------	--	--	---------	----

35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels

VAN.006BDT1	VALUE INN WORLDWIDE	5/28/2012	154382			PENDING	43
-------------	---------------------	-----------	--------	--	--	---------	----

43 - hotel and motel services

VAN.007BDT	VALUE INN WORLDWIDE and Design	5/28/2012	154381			PENDING	35
------------	--------------------------------	-----------	--------	--	--	---------	----

35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels

VAN.007BDT1	VALUE INN WORLDWIDE and Design	5/28/2012	154383			PENDING	43
-------------	--------------------------------	-----------	--------	--	--	---------	----

43 - hotel and motel services

**BOLIVIA**

VAN.011BOT	AMERICAS BEST VALUE INN BY VANTAGE and Design	11/4/2008	5153-08	10/29/2010	123682-C	REGISTERED	43
------------	---	-----------	---------	------------	----------	------------	----

43 -

**BRAZIL**

VAN.011BRT	AMERICAS BEST VALUE INN BY VANTAGE and Design	11/10/2008	830107762			PENDING	43
------------	---	------------	-----------	--	--	---------	----

43 -

**CANADA**

VAN.001CAT	VALUE ON THE ROAD and Design	5/2/2012	1576013	5/8/2014	877,443	REGISTERED	41
------------	------------------------------	----------	---------	----------	---------	------------	----

41 - Providing information online in the fields of travel, lodging, hotel and motel hospitality, dining, entertainment, sightseeing, and shopping.

**CHILE**

VAN.060CLT	VANTAGE	1/27/2010	851,234	1/27/2010	874,216	REGISTERED	43
------------	---------	-----------	---------	-----------	---------	------------	----

43 - Hotels and motels

**CHINA**

VAN.037CNT	BEST VALUE INN and Design	2/5/2013	12153930	1/28/2015	12153930	REGISTERED	35
------------	---------------------------	----------	----------	-----------	----------	------------	----

35 - Offering business management and technical assistance in the establishment and/or operation of hotels and motels; Business management assistance; professional business consultancy; business information; business appraisals

VAN.020CNT	BEST VALUE INN BY VANTAGE	6/25/2009	7497754	9/14/2013	7497754	REGISTERED	43
------------	---------------------------	-----------	---------	-----------	---------	------------	----

43 - Hotel and motel services

VAN.021CNT	BEST VALUE INN BY VANTAGE and Design	6/25/2009	7497755	9/14/2013	7497755	REGISTERED	43
------------	--------------------------------------	-----------	---------	-----------	---------	------------	----

43 - Hotel and motel services

VAN.022CNT	DESIGN MARK (SUN AND CHECK MARK)	6/25/2009	7497756	11/21/2010	7497756	REGISTERED	43
------------	----------------------------------	-----------	---------	------------	---------	------------	----

43 - Hotel and motel services

VAN.022CNT1	DESIGN MARK (SUN AND CHECK MARK)	2/5/2013	12153931	7/28/2014	12153931	REGISTERED	35
-------------	----------------------------------	----------	----------	-----------	----------	------------	----

35 - Offering business management and technical assistance in the establishment and/or operation of hotels and motels; business management of hotels; business management assistance; professional business consultancy; business information; business appraisals

REFERENCE#	MARK	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<i>CHINA continued...</i>							
VAN.031CNT	FREESTYLE	11/10/2006	5714924	1/14/2010	5714924	REGISTERED	43
	43 - Hotels and motels						
VAN.031CNT1	FREESTYLE	5/10/2013	12560484	3/28/2015	12560484	REGISTERED	35
	35 - Marketing in the establishment and operation of hotels and motels						
VAN.032CNT	YOU DESERVE IT!	11/10/2006	5714923	1/14/2010	5714923	REGISTERED	43
	43 - Hotels and motels						
<b>COLOMBIA</b>							
VAN.011COT	AMERICAS BEST VALUE INN by Vantage and Design	11/6/2008	8118505	7/13/2009	383.485	REGISTERED	43
	43 -						
<b>ECUADOR</b>							
VAN.011ECT	AMERICAS BEST VALUE INN by Vantage and Design	11/12/2008	207060	4/29/2009	1481-09	REGISTERED	43
	43 -						
<b>EGYPT</b>							
VAN.008EGT	VALUE INN WORLDWIDE	4/11/2010	244240	3/18/2014	244240	REGISTERED	43
	43 -						
<b>HONG KONG</b>							
VAN.021HKT	BEST VALUE INN BY VANTAGE and Design	5/25/2010	301622196	5/25/2010	301622196	REGISTERED	43
	43 - Hotel and motel services						
VAN.022HKT	DESIGN MARK (SUN AND CHECK MARK)	5/13/2010	301612890	5/13/2010	301612890	REGISTERED	43
	43 - Hotel and motel services						
VAN.006HKT	VALUE INN WORLDWIDE	5/7/2010	301607328			PENDING	43
	43 - Hotel and motel services						
VAN.008HKT	VALUE INN WORLDWIDE BY VANTAGE and Design	6/24/2010	301647540	6/24/2010	301647540	REGISTERED	43
	43 - Hotel and motel services						
<b>INDIA</b>							
VAN.022INT	DESIGN MARK (SUN AND CHECK MARK)	3/25/2010	1941360			PENDING	43
	43 -						
VAN.009INT	VALUE HOTEL WORLDWIDE	1/28/2014	2668006			PENDING	35,43
	35 - offering marketing and business management assistance in the establishment and operation of hotels and motels						
	43 - Hotel and motel service						
VAN.010INT	VALUE HOTEL WORLDWIDE and Design	10/17/2013	2613729			PENDING	35
	35 - offering marketing and business management assistance in the establishment and operation of hotels and motels						
VAN.010INT1	VALUE HOTEL WORLDWIDE and Design	10/17/2013	2613730			PENDING	43
	43 - hotels and motels						
VAN.036INT	VALUE INN SIGNATURE	1/28/2014	2668007			PENDING	35,43
	35 - offering marketing and business management assistance in the establishment and operation of hotels and motels						
	43 - hotels and motels						



REFERENCE#	MARK	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<i>INDIA continued . . .</i>							
VAN.045INT	VALUE INN SIGNATURE and Design	10/17/2013	2613727			PENDING	35
	35 - offering marketing and business management assistance in the establishment and operation of hotels and motels						
VAN.045INT1	VALUE INN SIGNATURE and Design	10/17/2013	2613728			PENDING	43
	43 - hotels and motels						
VAN.006INT	VALUE INN WORLDWIDE	1/26/2014	2668005			PENDING	35
	35 - offering marketing and business management assistance in the establishment and operation of hotels and motels						
VAN.006INT1	VALUE INN WORLDWIDE	12/1/2009	1890379			PENDING	43
	43 - hotels and motels						
VAN.007INT	VALUE INN WORLDWIDE and Design	10/17/2013	2613726			PENDING	35
	35 - offering marketing and business management assistance in the establishment and operation of hotels and motels						
<b>INDONESIA</b>							
VAN.022IDT	DESIGN MARK (SUN AND CHECK MARK)	1/25/2013	J002013003342			PENDING	35,43
	35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels						
	43 - hotel and motel services						
VAN.006IDT	VALUE INN WORLDWIDE	1/25/2013	J002013003343			PENDING	35,43
	35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels						
	43 - hotel and motel services						
<b>ISRAEL</b>							
VAN.006ILT	VALUE INN WORLDWIDE	11/26/2009	225343	2/6/2011	225343	REGISTERED	43
	43 -						
VAN.008ILT	VALUE INN WORLDWIDE by Vantage and Design	11/5/2008	216390	11/3/2010	216390	REGISTERED	43
	43 -						
<b>LEBANON</b>							
VAN.006LBT	VALUE INN WORLDWIDE	11/26/2009	8355	12/9/2009	125460	REGISTERED	43
	43 -						
VAN.008LBT	VALUE INN WORLDWIDE by Vantage and Design	11/25/2008	8278	12/11/2008	119683	REGISTERED	43
	43 -						
<b>MACAO</b>							
VAN.021MOT	BEST VALUE INN BY VANTAGE and Design	6/2/2010	N/49,623	5/18/2011	N/49,623	REGISTERED	43
	43 - Hotel and motel services						
VAN.022MOT	DESIGN MARK (SUN AND CHECK MARK)	6/2/2010	N/49,624	2/22/2011	N/49,624	REGISTERED	43
	43 - Hotel and motel services						
VAN.006MOT	VALUE INN WORLDWIDE	6/2/2010	N/49625			PENDING	43
	43 - Hotel and motel services						
VAN.008MOT	VALUE INN WORLDWIDE BY VANTAGE and Design	6/22/2010	N/49982	2/22/2011	N/49982	REGISTERED	43
	43 - Hotel and motel services						
<b>MEXICO</b>							

REFERENCE#	MARK	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<i>MEXICO continued...</i>							
VAN.012MXT	AMERICAS BEST VALUE INN	2/24/2010	1069975	3/11/2010	1148312	REGISTERED	43
	43 - SERVICIOS DE HOTELES; SERVICIOS DE MOTELES.						
VAN.011MXT	AMERICAS BEST VALUE INN by Vantage and Design	3/31/2005	709640	2/13/2006	919067	REGISTERED	43
	43 -						
VAN.007MXT	VALUE INN WORLDWIDE and Design	5/13/2013	1372748	5/13/2013	1387894	REGISTERED	35
	35 - offering marketing and business management assistance in the establishment and operation of hotels and motels.						
VAN.006MXT	VALUE INN WORLWIDE	2/24/2010	1069973	2/24/2010	1161581	REGISTERED	43
	43 -						
VAN.008MXT	VALUE INN WORLWIDE BY VANTAGE and Design	2/24/2010	1069966	2/24/2010	1158741	REGISTERED	43
	43 -						
VAN.038MXT	You Deserve It	3/7/2013	1355256	3/7/2013	1374271	REGISTERED	43
	43 - hotel and motel services						
<b>NEPAL</b>							
VAN.006NPT	VALUE INN WORLDWIDE	6/7/2012	44185	9/13/2013	35188	REGISTERED	43
	43 - hotel and motel services						
VAN.008NPT	VALUE INN WORLDWIDE BY VANTAGE and Design	6/7/2012	44184	9/13/2013	35187	REGISTERED	43
	43 - hotel and motel services						
<b>PANAMA</b>							
VAN.011PAT	AMERICAS BEST VALUE INN by Vantage and Design	11/6/2008	176722-01	2/2/2010	2588	REGISTERED	43
	43 -						
<b>QATAR</b>							
VAN.006QAT	VALUE INN WORLDWIDE	12/6/2009	60054	1/31/2012	60054	REGISTERED	42
	42 - Hotels and motels						
VAN.008QAT	VALUE INN WORLDWIDE by Vantage and Design	10/7/2009	59224	1/26/2012	59224	REGISTERED	43
	43 -						
<b>SAUDI ARABIA</b>							
VAN.006SAT	VALUE INN WORLDWIDE	12/19/2009	150039	5/23/2011	1252/2	REGISTERED	43
	43 -						
VAN.008SAT	VALUE INN WORLDWIDE by Vantage and Design	11/22/2008	137416	7/7/2010	1174/44	REGISTERED	43
	43 -						
<b>SOUTH KOREA</b>							
VAN.017KRT	EXPLORE THE VALUE	12/26/2013	41-2013-0049862	9/26/2014	300271	REGISTERED	43
	43 - Hotel and motel services						
VAN.019KRT	MORE VALUE. MORE SMILES.	12/26/2013	41-2013-0049861	9/26/2014	300270	REGISTERED	43
	43 - Hotel and motel services						
VAN.010KRT	VALUE HOTEL WORLDWIDE and Design	7/3/2012	41-2012-0022387	7/9/2013	263569	REGISTERED	35,43
	35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels						
	43 - Hotel and motel service						

REFERENCE#	MARK	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<i>SOUTH KOREA continued . . .</i>							
VAN.007KRT	VALUE INN WORLDWIDE and Design	7/3/2012	41-2012-0022385	7/9/2013	263560	REGISTERED	35,43
	35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels						
	43 - Hotel and motel service						
VAN.042KRT	VALUE INNS & HOTELS WORLDWIDE and Design	5/10/2013	41-2013-0018515	3/27/2014	284260	REGISTERED	35,43
	35 - offering marketing and business management assistance in the establishment and operation of hotels and motels.						
	43 - hotels and motels.						
<b>SRI LANKA</b>							
VAN.006LKT	VALUE INN WORLDWIDE	6/13/2012	172041			PENDING	35
	35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels						
VAN.006LKT1	VALUE INN WORLDWIDE	6/13/2012	172040			PENDING	43
	43 - hotel and motel services						
VAN.007LKT	VALUE INN WORLDWIDE and Design	6/13/2012	172039			PENDING	35
	35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels						
VAN.007LKT1	VALUE INN WORLDWIDE and Design	6/13/2012	172038			PENDING	43
	43 - hotel and motel services						
<b>TAIWAN</b>							
VAN.021TWT	BEST VALUE INN BY VANTAGE and Design	5/7/2010	99021720	6/16/2011	1462120	REGISTERED	43
	43 - Hotel and motel services						
VAN.022TWT	DESIGN MARK (SUN AND CHECK MARK)	5/7/2010	99021721	11/1/2010	1438400	REGISTERED	43
	43 - Hotel and motel services						
VAN.008TWT	VALUE INN WORLDWIDE BY VANTAGE and Design	6/23/2010	99030424	6/1/2011	1460850	REGISTERED	43
	43 - Hotel and motel services						
<b>TUNISIA</b>							
VAN.006TNT	VALUE INN WORLDWIDE	11/30/2009	EE09.2443	9/29/2010	EE09.2443	REGISTERED	43
	43 -						
VAN.008TNT	VALUE INN WORLDWIDE by Vantage and Design	11/12/2008	EE082763			PENDING	43
	43 -						
<b>UNITED ARAB EMR</b>							
VAN.006AET	VALUE INN WORLDWIDE	12/6/2009	136496	10/26/2011	156038	REGISTERED	43
	43 -						
VAN.008AET	VALUE INN WORLDWIDE by Vantage and Design	11/18/2008	122885	11/7/2010	109066	REGISTERED	43
	43 -						
<b>UNITED STATES</b>							
VAN.046UST	ABVI	9/24/2013	86/073,170	5/6/2014	4,525,504	REGISTERED	35,43
	35 - Offering marketing and business management assistance in the establishment and operation of hotels and motels.						
	43 - Hotel and motel services.						

REFERENCE#	MARK	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<i>UNITED STATES continued . . .</i>							
VAN.047UST	ABVI and Design	9/24/2013	86/073,180	5/6/2014	4,525,506	REGISTERED	35,43
	35 - Offering marketing and business management assistance in the establishment and operation of hotels and motels.						
	43 - Hotel and motel services.						
VAN.012UST	AMERICAS BEST VALUE INN	7/12/2012	85/675,443	5/7/2013	4,330,925	REGISTERED	35,43
	35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels						
	43 - hotel and motel services						
VAN.011UST	AMERICAS BEST VALUE INN by Vantage and Design	1/16/2004	78/352,859	3/6/2007	3,216,237	REGISTERED	43
	43 - [ Hotel, motel and restaurant services ] * Hotel and motel services *						
VAN.022UST	DESIGN MARK (SUN AND CHECK MARK)	7/8/2004	78/447,730	7/12/2005	2,967,196	REGISTERED	35,43
	35 - Management assistance and consultation services in the fields of hotel and motel operation; technical assistance in the establishment and operation of hotel and motel businesses						
	43 - Hotel and motel services						
VAN.017UST	EXPLORE THE VALUE	8/18/2004	78/469,510	9/27/2005	3,001,843	REGISTERED	43
	43 - Hotel and motel services						
VAN.031UST	FREESTYLE	5/10/2006	78/880,663	2/9/2010	3,747,862	REGISTERED	43
	43 - Hotel and motel services, not including overnight accommodations, rendered to existing and prospective hotel and property owners, and not provided to the general public						
VAN.031UST1	FREESTYLE	3/12/2013	85/874,123	10/29/2013	4,425,156	REGISTERED	35
	35 - offering marketing and business management assistance in the establishment and operation of hotels and motels						
VAN.024UST	I'VE SLEPT WITH THE BEST	6/4/2004	76/596,613	5/9/2006	3,090,765	REGISTERED	43
	43 - Hotel and motel services						
VAN.019UST	MORE VALUE. MORE SMILES.	5/11/2009	77/733,643	8/17/2010	3,835,999	REGISTERED	43
	43 - Hotel and motel services						
VAN.008UST	VALUE INN WORLDWIDE	11/9/2009	77/868,365	9/7/2010	3,844,194	REGISTERED	43
	43 - Hotel and motel services						
VAN.008UST	VALUE INN WORLDWIDE BY VANTAGE and Design	1/16/2004	78/352,903	1/5/2010	3,735,284	REGISTERED	43
	43 - Hotel and motel services						
VAN.025UST	VALUE INNS OF AMERICA	8/17/1972	72/433,017	11/6/1973	972,568	REGISTERED	42
	42 - MOTEL SERVICES						
VAN.041UST	VALUE ON THE ROAD	5/9/2013	85/927,781	11/5/2013	4,428,928	REGISTERED	39,43
	39 - Providing travel and sightseeing information						
	43 - Providing information in the fields of temporary accommodations for travelers, hotel and motel hospitality, and dining						
VAN.001UST	VALUE ON THE ROAD and Design	3/29/2012	85/583,467	5/14/2013	4,336,125	REGISTERED	39,43
	39 - Providing travel and sightseeing information						
	43 - Providing information in the fields of temporary accommodations for travelers, hotel and motel hospitality, and dining						
VAN.040UST	VANTAGE (Swoosh) and Design	5/2/2013	85/921,707	5/20/2014	4,532,186	REGISTERED	35
	35 - offering marketing and business management assistance in the establishment and operation of hotels and motels						
VAN.026UST	VANTAGE and Design	11/20/2009	77/877,505	1/18/2011	3,906,398	REGISTERED	35
	35 - Assistance with management of hotel operations of others						
VAN.027UST	VIA	11/16/1972	72/441,294	12/24/1974	1,000,331	REGISTERED	35,42
	35 - Aiding in the establishment and operation of motel businesses for others						
	42 - Motel services						
VAN.029UST	WAKE UP TO MORE VALUE.	5/10/2010	85/034,571	12/28/2010	3,897,111	REGISTERED	43
	43 - Hotel and motel services						

REFERENCE#	MARK	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<i>UNITED STATES continued ...</i>							
VAN.018UST	WE'VE GOT YOU COVERED	8/18/2004	78/469,538	5/9/2006	3,091,362	REGISTERED	43
	43 - Hotel and motel services						
VAN.039UST	YOU DESERVE IT	5/10/2006	78/880,786	11/20/2007	3,341,923	REGISTERED	43
	43 - Hotels; Motels						
<b>URUGUAY</b>							
VAN.011UYT	AMERICAS BEST VALUE INN BY VANTAGE and Design	11/5/2008	32271	3/24/2011	397,892	REGISTERED	43
	43 - Hotel Services. Motel Services.						

END OF REPORT

TOTAL ITEMS SELECTED = 95

**SCHEDULE B**

**TRADEMARK APPLICATIONS AND REGISTRATIONS  
(SORTED BY MARK)**

Thirty-Eight Street, Inc.

Owner Trademark Image Report  
 Status: ACTIVE

Printed: 2/2/2017 Page 1

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
---------	------------	-------	-------	-------	------	--------	---------

**ABVI**

UNITED STATES	VAN.046UST	9/24/2013	86/073,170	5/6/2014	4,525,504	REGISTERED	35,43
35 - Offering marketing and business management assistance in the establishment and operation of hotels and motels. 43 - Hotel and motel services.							

**ABVI and Design**



UNITED STATES	VAN.047UST	9/24/2013	86/073,180	5/6/2014	4,525,506	REGISTERED	35,43
35 - Offering marketing and business management assistance in the establishment and operation of hotels and motels. 43 - Hotel and motel services.							

**AMERICAS BEST VALUE INN**

MEXICO	VAN.012MXT	2/24/2010	1069975	3/11/2010	1148312	REGISTERED	43
43 - SERVICIOS DE HOTELES; SERVICIOS DE MOTELES.							
UNITED STATES	VAN.012UST	7/12/2012	85/675,443	5/7/2013	4,330,925	REGISTERED	35,43
35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels 43 - hotel and motel services							

**AMERICAS BEST VALUE INN BY VANTAGE and Design**



ARGENTINA	VAN.011ART	11/6/2008	2,873,292	5/20/2011	2440390	REGISTERED	43
43 -							
BOLIVIA	VAN.011BOT	11/4/2008	5153-08	10/29/2010	123682-C	REGISTERED	43
43 -							
BRAZIL	VAN.011BRT	11/10/2008	830107762			PENDING	43
43 -							
COLOMBIA	VAN.011COT	11/6/2008	8118505	7/13/2009	383,485	REGISTERED	43
43 -							
ECUADOR	VAN.011ECT	11/12/2008	207060	4/29/2009	1481-09	REGISTERED	43
43 -							
MEXICO	VAN.011MXT	3/31/2005	709640	2/13/2006	919067	REGISTERED	43
43 -							
PANAMA	VAN.011PAT	11/6/2008	176722-01	2/2/2010	2588	REGISTERED	43
43 -							
UNITED STATES	VAN.011UST	1/16/2004	78/352,859	3/6/2007	3,216,237	REGISTERED	43
43 - [ Hotel, motel and restaurant services ] * Hotel and motel services *							
URUGUAY	VAN.011UYT	11/5/2008	32271	3/24/2011	397,892	REGISTERED	43
43 - Hotel Services, Motel Services.							

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
---------	------------	-------	-------	-------	------	--------	---------

**BEST VALUE INN and Design**

CHINA	VAN.037CNT	2/5/2013	12153930	1/28/2015	12153930	REGISTERED	35
-------	------------	----------	----------	-----------	----------	------------	----

35 - Offering business management and technical assistance in the establishment and/or operation of hotels and motels; Business management assistance; professional business consultancy; business information; business appraisals

**BEST VALUE INN BY VANTAGE**

CHINA	VAN.020CNT	6/25/2009	7497754	9/14/2013	7497754	REGISTERED	43
-------	------------	-----------	---------	-----------	---------	------------	----

43 - Hotel and motel services

**BEST VALUE INN BY VANTAGE and Design**

CHINA	VAN.021CNT	6/25/2009	7497755	9/14/2013	7497755	REGISTERED	43
-------	------------	-----------	---------	-----------	---------	------------	----

43 - Hotel and motel services

HONG KONG	VAN.021HKT	5/25/2010	301622196	5/25/2010	301622196	REGISTERED	43
-----------	------------	-----------	-----------	-----------	-----------	------------	----

43 - Hotel and motel services

MACAO	VAN.021MOT	6/2/2010	N/49,623	5/18/2011	N/49,623	REGISTERED	43
-------	------------	----------	----------	-----------	----------	------------	----

43 - Hotel and motel services

TAIWAN	VAN.021TWT	5/7/2010	99021720	6/16/2011	1462120	REGISTERED	43
--------	------------	----------	----------	-----------	---------	------------	----

43 - Hotel and motel services

**DESIGN MARK (SUN AND CHECK MARK)**

CHINA	VAN.022CNT	6/25/2009	7497756	11/21/2010	7497756	REGISTERED	43
-------	------------	-----------	---------	------------	---------	------------	----

43 - Hotel and motel services

CHINA	VAN.022CNT1	2/5/2013	12153931	7/28/2014	12153931	REGISTERED	35
-------	-------------	----------	----------	-----------	----------	------------	----

35 - Offering business management and technical assistance in the establishment and/or operation of hotels and motels; business management of hotels; business management assistance; professional business consultancy; business information; business appraisals

HONG KONG	VAN.022HKT	5/13/2010	301612890	5/13/2010	301612890	REGISTERED	43
-----------	------------	-----------	-----------	-----------	-----------	------------	----

43 - Hotel and motel services

INDIA	VAN.022INT	3/25/2010	1941360			PENDING	43
-------	------------	-----------	---------	--	--	---------	----

43 -

INDONESIA	VAN.022IDT	1/25/2013	J002013003342			PENDING	35,43
-----------	------------	-----------	---------------	--	--	---------	-------

35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels

43 - hotel and motel services

MACAO	VAN.022MOT	6/2/2010	N/49,624	2/22/2011	N/49,624	REGISTERED	43
-------	------------	----------	----------	-----------	----------	------------	----

43 - Hotel and motel services

TAIWAN	VAN.022TWT	5/7/2010	99021721	11/1/2010	1438400	REGISTERED	43
--------	------------	----------	----------	-----------	---------	------------	----

43 - Hotel and motel services

UNITED STATES	VAN.022UST	7/8/2004	78/447,730	7/12/2005	2,967,196	REGISTERED	35,43
---------------	------------	----------	------------	-----------	-----------	------------	-------

35 - Management assistance and consultation services in the fields of hotel and motel operation; technical assistance in the establishment and operation of hotel and motel businesses

43 - Hotel and motel services



COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
---------	------------	-------	-------	-------	------	--------	---------

**EXPLORE THE VALUE**

SOUTH KOREA	VAN.017KRT	12/26/2013	41-2013-0049862	9/26/2014	300271	REGISTERED	43
43 - Hotel and motel services							
UNITED STATES	VAN.017UST	8/18/2004	78/469,510	9/27/2005	3,001,843	REGISTERED	43
43 - Hotel and motel services							

**FREESTYLE**

CHINA	VAN.031CNT	11/10/2006	5714924	1/14/2010	5714924	REGISTERED	43
43 - Hotels and motels							
CHINA	VAN.031CNT1	5/10/2013	12560484	3/28/2015	12560484	REGISTERED	35
35 - Marketing in the establishment and operation of hotels and motels							
UNITED STATES	VAN.031UST	5/10/2006	78/880,663	2/9/2010	3,747,862	REGISTERED	43
43 - Hotel and motel services, not including overnight accommodations, rendered to existing and prospective hotel and property owners and not provided to the general public							
UNITED STATES	VAN.031UST1	3/12/2013	85/874,123	10/29/2013	4,425,156	REGISTERED	35
35 - offering marketing and business management assistance in the establishment and operation of hotels and motels							

**I'VE SLEPT WITH THE BEST**

UNITED STATES	VAN.024UST	6/4/2004	76/596,613	5/9/2006	3,090,765	REGISTERED	43
43 - Hotel and motel services							

**MORE VALUE. MORE SMILES.**

SOUTH KOREA	VAN.019KRT	12/26/2013	41-2013-0049861	9/26/2014	300270	REGISTERED	43
43 - Hotel and motel services							
UNITED STATES	VAN.019UST	5/11/2009	77/733,643	8/17/2010	3,835,999	REGISTERED	43
43 - Hotel and motel services							

**VALUE HOTEL WORLDWIDE**

INDIA	VAN.009INT	1/28/2014	2668006			PENDING	35,43
35 - offering marketing and business management assistance in the establishment and operation of hotels and motels							
43 - Hotel and motel service							

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
---------	------------	-------	-------	-------	------	--------	---------

**VALUE HOTEL WORLDWIDE and Design**

INDIA	VAN.010INT	10/17/2013	2613729			PENDING	35
							35 - offering marketing and business management assistance in the establishment and operation of hotels and motels
INDIA	VAN.010INT1	10/17/2013	2613730			PENDING	43
							43 - hotels and motels
SOUTH KOREA	VAN.010KRT	7/3/2012	41-2012-0022387	7/9/2013	263569	REGISTERED	35,43
							35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels
							43 - Hotel and motel service

**VALUE INN SIGNATURE**

INDIA	VAN.036INT	1/28/2014	2668007			PENDING	35,43
							35 - offering marketing and business management assistance in the establishment and operation of hotels and motels
							43 - hotels and motels

**VALUE INN SIGNATURE and Design**

INDIA	VAN.045INT	10/17/2013	2613727			PENDING	35
							35 - offering marketing and business management assistance in the establishment and operation of hotels and motels
INDIA	VAN.045INT1	10/17/2013	2613728			PENDING	43
							43 - hotels and motels

**VALUE INN WORLDWIDE**

BANGLADESH	VAN.006BDT	5/28/2012	154380			PENDING	35
							35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels
BANGLADESH	VAN.006BDT1	5/28/2012	154382			PENDING	43
							43 - hotel and motel services
EGYPT	VAN.006EGT	4/11/2010	244240	3/18/2014	244240	REGISTERED	43
							43 -
HONG KONG	VAN.006HKT	5/7/2010	301607328			PENDING	43
							43 - Hotel and motel services
INDIA	VAN.006INT	1/28/2014	2668005			PENDING	35
							35 - offering marketing and business management assistance in the establishment and operation of hotels and motels
INDIA	VAN.006INT1	12/1/2009	1890379			PENDING	43
							43 - hotels and motels
INDONESIA	VAN.006IDT	1/25/2013	J002013003343			PENDING	35,43
							35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels
							43 - hotel and motel services
ISRAEL	VAN.006ILT	11/26/2009	225343	2/6/2011	225343	REGISTERED	43
							43 -

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<i>VALUE INN WORLDWIDE continued . . .</i>							
LEBANON	VAN.006LBT	11/26/2009	8355	12/9/2009	125460	REGISTERED	43
43 -							
MACAO	VAN.006MOT	6/2/2010	N/49625			PENDING	43
43 - Hotel and motel services							
NEPAL	VAN.006NPT	6/7/2012	44185	9/13/2013	35188	REGISTERED	43
43 - hotel and motel services							
QATAR	VAN.006QAT	12/6/2009	60054	1/31/2012	60054	REGISTERED	42
42 - Hotels and motels							
SAUDI ARABIA	VAN.006SAT	12/19/2009	150039	5/23/2011	1252/2	REGISTERED	43
43 -							
SRI LANKA	VAN.006LKT	6/13/2012	172041			PENDING	35
35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels							
SRI LANKA	VAN.006LKT1	6/13/2012	172040			PENDING	43
43 - hotel and motel services							
TUNISIA	VAN.006TNT	11/30/2009	EE09.2443	9/29/2010	EE09.2443	REGISTERED	43
43 -							
UNITED ARAB EMR	VAN.006AET	12/6/2009	136496	10/26/2011	158038	REGISTERED	43
43 -							
UNITED STATES	VAN.006UST	11/9/2009	77/868,365	9/7/2010	3,844,194	REGISTERED	43
43 - Hotel and motel services							

**VALUE INN WORLDWIDE and Design**



BANGLADESH	VAN.007BDT	5/28/2012	154381			PENDING	35
35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels							
BANGLADESH	VAN.007BDT1	5/28/2012	154383			PENDING	43
43 - hotel and motel services							
INDIA	VAN.007INT	10/17/2013	2613726			PENDING	35
35 - offering marketing and business management assistance in the establishment and operation of hotels and motels							
MEXICO	VAN.007MXT	5/13/2013	1372748	5/13/2013	1387894	REGISTERED	35
35 - offering marketing and business management assistance in the establishment and operation of hotels and motels.							
SOUTH KOREA	VAN.007KRT	7/3/2012	41-2012-0022385	7/9/2013	263560	REGISTERED	35,43
35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels							
43 - Hotel and motel service							
SRI LANKA	VAN.007LKT	6/13/2012	172039			PENDING	35
35 - offering business management and technical assistance in the establishment and/or operation of hotels and motels							
SRI LANKA	VAN.007LKT1	6/13/2012	172038			PENDING	43
43 - hotel and motel services							

**VALUE INN WORLDWIDE BY VANTAGE and Design**



HONG KONG	VAN.008HKT	6/24/2010	301647540	6/24/2010	301647540	REGISTERED	43
43 - Hotel and motel services							
ISRAEL	VAN.008ILT	11/5/2008	216390	11/3/2010	216390	REGISTERED	43
43 -							

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<i>VALUE INN WORLDWIDE by Vantage and Design continued . . .</i>							
LEBANON	VAN.008LBT	11/25/2008	8278	12/11/2008	119683	REGISTERED	43
43 -							
MACAO	VAN.008MOT	6/22/2010	N/49982	2/22/2011	N/49982	REGISTERED	43
43 - Hotel and motel services							
NEPAL	VAN.008NPT	6/7/2012	44184	9/13/2013	35187	REGISTERED	43
43 - hotel and motel services							
QATAR	VAN.008QAT	10/7/2009	59224	1/26/2012	59224	REGISTERED	43
43 -							
SAUDI ARABIA	VAN.008SAT	11/22/2008	137416	7/7/2010	1174/44	REGISTERED	43
43 -							
TAIWAN	VAN.008TWT	6/23/2010	99030424	6/1/2011	1460850	REGISTERED	43
43 - Hotel and motel services							
TUNISIA	VAN.008TNT	11/12/2008	EE082763			PENDING	43
43 -							
UNITED ARAB EMR	VAN.008AET	11/18/2008	122885	11/7/2010	109066	REGISTERED	43
43 -							
UNITED STATES	VAN.008UST	1/16/2004	78/352,903	1/5/2010	3,735,284	REGISTERED	43
43 - Hotel and motel services							

**VALUE INN WORLWIDE**

MEXICO	VAN.006MXT	2/24/2010	1069973	2/24/2010	1161581	REGISTERED	43
43 -							

**VALUE INN WORLWIDE BY VANTAGE and Design**



MEXICO	VAN.008MXT	2/24/2010	1069966	2/24/2010	1158741	REGISTERED	43
43 -							

**VALUE INNS & HOTELS WORLDWIDE and Design**



SOUTH KOREA	VAN.042KRT	5/10/2013	41-2013-0018515	3/27/2014	284260	REGISTERED	35,43
35 - offering marketing and business management assistance in the establishment and operation of hotels and motels.							
43 - hotels and motels.							

**VALUE INNS OF AMERICA**

UNITED STATES	VAN.025UST	8/17/1972	72/433,017	11/6/1973	972,568	REGISTERED	42
42 - MOTEL SERVICES							

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
---------	------------	-------	-------	-------	------	--------	---------

**VALUE ON THE ROAD**

UNITED STATES VAN.041UST 5/9/2013 85/927,781 11/5/2013 4,428,928 REGISTERED 39,43

- 39 - Providing travel and sightseeing information
- 43 - Providing information in the fields of temporary accommodations for travelers, hotel and motel hospitality, and dining

**VALUE ON THE ROAD and Design**



CANADA VAN.001CAT 5/2/2012 1576013 5/8/2014 877,443 REGISTERED 41

- 41 - Providing information online in the fields of travel, lodging, hotel and motel hospitality, dining, entertainment, sightseeing, and shopping.

UNITED STATES VAN.001UST 3/29/2012 85/583,467 5/14/2013 4,336,125 REGISTERED 39,43

- 39 - Providing travel and sightseeing information
- 43 - Providing information in the fields of temporary accommodations for travelers, hotel and motel hospitality, and dining

**VANTAGE**

CHILE VAN.060CLT 1/27/2010 851.234 1/27/2010 874.216 REGISTERED 43

- 43 - Hotels and motels

**VANTAGE (Swoosh) and Design**



UNITED STATES VAN.040UST 5/2/2013 85/921,707 5/20/2014 4,532,186 REGISTERED 35

- 35 - offering marketing and business management assistance in the establishment and operation of hotels and motels

**VANTAGE and Design**



UNITED STATES VAN.026UST 11/20/2009 77/877,505 1/18/2011 3,906,398 REGISTERED 35

- 35 - Assistance with management of hotel operations of others

**VIA**

UNITED STATES VAN.027UST 11/16/1972 72/441,294 12/24/1974 1,000,331 REGISTERED 35,42

- 35 - Aiding in the establishment and operation of motel businesses for others
- 42 - Motel services

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
---------	------------	-------	-------	-------	------	--------	---------

**WAKE UP TO MORE VALUE.**

UNITED STATES VAN.029UST 5/10/2010 85/034,571 12/28/2010 3,897,111 REGISTERED 43  
 43 - Hotel and motel services

**WE'VE GOT YOU COVERED**

UNITED STATES VAN.018UST 8/18/2004 78/469,538 5/9/2006 3,091,362 REGISTERED 43  
 43 - Hotel and motel services

**You Deserve It**

MEXICO VAN.038MXT 3/7/2013 1355256 3/7/2013 1374271 REGISTERED 43  
 43 - hotel and motel services  
 UNITED STATES VAN.039UST 5/10/2006 78/860,786 11/20/2007 3,341,923 REGISTERED 43  
 43 - Hotels; Motels

**YOU DESERVE IT!**

CHINA VAN.032CNT 11/10/2006 5714923 1/14/2010 5714923 REGISTERED 43  
 43 - Hotels and motels

END OF REPORT

TOTAL ITEMS SELECTED = 95