

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM500015

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Westin Hotel Management, LP, Starwood Hotels & Resorts Worldwide LLC, a Maryland limited liability company - its Sole partner		01/01/2013	Limited Partnership: DELAWARE

RECEIVING PARTY DATA

Name:	Westin Hotel Management, LP, WHLP Acquisitions LLC, a Delaware limited liability company - its General Partner
Street Address:	One StarPoint
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06902
Entity Type:	Limited Partnership: DELAWARE

PROPERTY NUMBERS Total: 58

Property Type	Number	Word Mark
Registration Number:	4056468	ELEMENT
Registration Number:	4176678	FOR A BETTER YOU
Registration Number:	3741928	HEAVENLY CRIB
Registration Number:	3536671	WAKECUP WESTIN
Registration Number:	3528938	E ELEMENT BY WESTIN
Registration Number:	3658714	WESTIN
Registration Number:	3534867	SAUCIETY AN AMERICAN GRILL
Registration Number:	3406394	RUNWESTIN
Registration Number:	3406395	RUNWESTIN
Registration Number:	3550964	SAUCIETY
Registration Number:	3410126	BARSU
Registration Number:	3799921	HEAVENLY
Registration Number:	4218005	HEAVENLY SPA BY WESTIN
Registration Number:	3361406	UNWIND A WESTIN EVENING RITUAL
Registration Number:	3344842	WHITE TEA BY WESTIN
Registration Number:	3344843	WHITE TEA BY WESTIN

CH \$1465.00 4056468

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3344844	WHITE TEA BY WESTIN
Registration Number:	3627435	E ELEMENT
Registration Number:	3627436	E
Registration Number:	3801218	HEAVENLY SPA BY WESTIN
Registration Number:	3559060	HEAVENLY SPA BY WESTIN
Registration Number:	3555351	HEAVENLY SPA BY WESTIN
Registration Number:	3339366	WESTIN RESIDENCES
Registration Number:	3221657	UNWIND
Registration Number:	3482177	WESTIN KIDS CLUB DISCOVERY ROOM
Registration Number:	3277086	LOCAL VOCAL
Registration Number:	3216516	PINZIMINI
Registration Number:	3320297	BREATHE WESTIN
Registration Number:	3394838	WESTIN KIDS CLUB
Registration Number:	3326448	WESTIN KIDS WORKOUT
Registration Number:	3584659	WESTIN
Registration Number:	3185785	SERVICE EXPRESS
Registration Number:	3182786	WESTIN
Registration Number:	2749819	HEAVENLY
Registration Number:	2787182	WESTINWORKOUT
Registration Number:	2748378	HOLLYWOOD PRIME
Registration Number:	2777327	HP
Registration Number:	2624406	HEAVENLY WEEKENDS
Registration Number:	2851136	HEAVENLY
Registration Number:	2776045	HEAVENLY
Registration Number:	2851287	HEAVENLY
Registration Number:	2757390	HEAVENLY
Registration Number:	2925577	HEAVENLY BATH
Registration Number:	2605789	HEAVENLY BATH
Registration Number:	2646542	HEAVENLY SHOWER
Registration Number:	2466525	HEAVENLY BED
Registration Number:	2257629	WESTIN
Registration Number:	2134097	ALFIERE
Registration Number:	1995405	WESTIN ONE CALL
Registration Number:	1899388	WESTIN KIDS CLUB W KC
Registration Number:	1922596	SERVICE EXPRESS
Registration Number:	1724776	THE WESTIN MISSION HILLS
Registration Number:	1724777	
Registration Number:	1720799	WESTIN

Property Type	Number	Word Mark
Registration Number:	1647780	ROYAL BEACH CLUB
Registration Number:	1423438	ST.FRANCIS
Registration Number:	1428848	WESTIN HOTELS & RESORTS
Registration Number:	1320080	WESTIN

CORRESPONDENCE DATA

Fax Number: 3016448094
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: 301-380-4244
Email: iplaw@marriott.com
Correspondent Name: Tracie R. Siddiqui
Address Line 1: 10400 Fernwood Road
Address Line 2: Dept. 52/923.25
Address Line 4: Bethesda, MARYLAND 20817

NAME OF SUBMITTER:	Tracie R. Siddiqui
SIGNATURE:	/Tracie R. Siddiqui/
DATE SIGNED:	11/29/2018

Total Attachments: 4

- source=025248_Westin_Hotel_Management_LP_-_First_Amendment_to_Limited_Partnership_Agreement_pdf#page1.tif
- source=025248_Westin_Hotel_Management_LP_-_First_Amendment_to_Limited_Partnership_Agreement_pdf#page2.tif
- source=025248_Westin_Hotel_Management_LP_-_First_Amendment_to_Limited_Partnership_Agreement_pdf#page3.tif
- source=025248_Westin_Hotel_Management_LP_-_First_Amendment_to_Limited_Partnership_Agreement_pdf#page4.tif

**FIRST AMENDMENT TO
AGREEMENT OF LIMITED PARTNERSHIP
OF
WESTIN HOTEL MANAGEMENT, L.P.**

January 1, 2013

WITNESSETH

WHEREAS, Starwood Hotels & Resorts Worldwide, Inc., a Maryland corporation (the "General Partner"), and Starwood Hotels & Resorts Management Company, Inc., a Delaware corporation (the "Limited Partner", and together with the General Partner, the "Partners"), are parties to that certain Agreement of Limited Partnership of Westin Hotel Management, L.P. (the "Company"), dated effective January 12, 2006 (the "Partnership Agreement"); and,

WHEREAS, the General Partner is in the process of effecting an internal corporate restructuring in order to accomplish certain business purposes (the "Restructuring"), and,

WHEREAS, in connection with the Restructuring and pursuant to that certain Contribution Agreement by and between the General Partner and WHLP Acquisitions LLC, a Delaware limited liability company ("WHLP"), dated effective January 1, 2013, the General Partner contributed its 99% partnership interests in the Company to WHLP; and,

WHEREAS, pursuant to that certain Purchase and Sale Agreement by and between the Limited Partner and the General Partner, the Limited Partner sold its 1% partnership interests in the Company to the General Partner; and

WHEREAS, the Partners desire to amend the Partnership Agreement to reflect the ownership of the Partnership Interests of the Company.

NOW THEREFORE, the Partnership Agreement is hereby amended as follows:

1. Article 6 to the Partnership Agreement is hereby deleted in its entirety and replaced with the following:
6. Partners. The names and the business, residence or mailing addresses of the Partners are as follows:

WHLP Acquisitions LLC
c/o Starwood Hotels & Resorts Worldwide, Inc.
One StarPoint
Stamford, CT 06902

Limited Partner:

Starwood Hotels & Resorts Worldwide, Inc.
One StarPoint
Stamford, Ct 06902

2. Exhibit 1 is hereby deleted in its entirety and replaced with Exhibit 1 attached hereto.
3. Except as amended hereby, all terms and conditions of the Operating Agreement remain unmodified and in full force and effect.

(Signature page follows)

IN WITNESS WHEREOF, the Partners have executed and delivered this Amendment as of the date first above written.

STARWOOD HOTELS & RESORTS WORLDWIDE, INC.

By: Kristen Prohl
Kristen Prohl
Assistant Secretary

STARWOOD HOTELS & RESORTS MANAGEMENT COMPANY, INC.

By: Kristen Prohl
Kristen Prohl
Vice President

EXHIBIT I

<u>Partners</u> <u>(Name and Address)</u>	<u>Capital Contribution</u>
<u>General Partner</u>	
WHP Acquisitions LLC One StarPoint Stamford, CT 06902	\$89,772,210
<u>Limited Partner</u>	
Starwood Hotels & Resorts Worldwide, Inc. One StarPoint Stamford, CT 06902	\$906,790
Total	\$90,679,000