

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM518023

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CH REALTY VI/H DENVER BROWN PALACE, L.P.		06/07/2018	Limited Partnership: DELAWARE
RECEIVING PARTY DATA			
Name:	GPIF BROWN PALACE HOTEL LLC		
Street Address:	777 Main Street, Suite 2260		
City:	Fort Worth		
State/Country:	TEXAS		
Postal Code:	76102		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	3361915	THE BROWN PALACE HOTEL AND SPA	
Registration Number:	3359490	THE SPA AT THE BROWN PALACE	
Registration Number:	3602413	BROWN PALACE	
Registration Number:	4967117	CHURCHILL BAR	
Registration Number:	4675283	ELLYNGTON'S	
Registration Number:	4675286	PALACE ARMS	
Registration Number:	4681421	SHIP TAVERN	
Registration Number:	2693210	THE BROWN PALACE HOTEL	
Registration Number:	2693211	THE BROWN PALACE HOTEL DENVER	
Registration Number:	2693214	WHERE THE WORLD REGISTERS	
Registration Number:	3351022	BROWN PALACE HOTEL	
CORRESPONDENCE DATA			
Fax Number:			
<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:	2062046228		
Email:	docketing@bracewell.com, erin.hennessy@bracewell.com, annie.allison@bracewell.com, kristine.calhoun@bracewell.com		
Correspondent Name:	Erin S. Hennessy		

OP \$290.00 3361915

Address Line 1: 701 Fifth Ave.
Address Line 2: Ste. 6200
Address Line 4: Seattle, WASHINGTON 98104

NAME OF SUBMITTER: S. Annie Allison

SIGNATURE: /S. Annie Allison/

DATE SIGNED: 04/08/2019

Total Attachments: 8

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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment"), is made and entered into as of June 7, 2018, by and between CH REALTY VI/H DENVER BROWN PALACE, L.P., a Delaware limited partnership ("Assignor"), and GPIF BROWN PALACE HOTEL LLC, a Delaware limited liability company ("Assignee").

RECITALS

WHEREAS, Assignor is the owner of the entire right, title and interest in, to and under the trademarks and their corresponding logos, and the trademarks and any pending applications and registrations thereof identified in Schedule A attached hereto, including all variations, derivations, and combinations thereof and all registrations and applications for registration or renewals and extensions of the foregoing and all of the goodwill of the business connected with the use of, and symbolized by, the same (collectively the "Trademarks").

WHEREAS, Assignee is desirous of acquiring all right, title and interest in, to and under the Trademarks and in and to any registrations, renewals, and extensions that may be granted thereon, and in each case together with the goodwill of the business connected with the use of, and symbolized by, said Trademarks.

WHEREAS, the Assignor and Assignee are parties to that certain Purchase and Sale Agreement dated February 7, 2018 (as amended and assigned from time to time, the "Agreement") to which reference is made hereto for a further statement of the parties intentions and understandings regarding the Trademarks.

ASSIGNMENT

NOW, THEREFORE, the parties acknowledge and agree that, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers, conveys, and delivers the following to Assignee, its successors, legal representatives and assigns, the Trademarks and all of Assignor's rights, title, interest, and privileges therein and thereto, and in and to any renewals and extensions that may be granted thereon together with the goodwill of the business developed through, and connected to, the use of, and symbolized by, the Trademarks, and the right, if any, of Assignor to recover for damages and profits for past infringements of the Trademarks.

Assignor hereby requests and authorizes the appropriate governmental authority to register and record this Assignment upon request by Assignee, and to issue any trademark within the Trademarks to Assignee as the assignee of the entire interest therein. Upon Assignee's, or any of its successors', assigns', and representatives', written request, Assignor hereby agrees to execute, at Assignee's expense, any such additional form(s) of assignment or otherwise for the foregoing Trademarks and to cooperate with, assist, and take any other steps or actions as Assignee, its successor, assigns, or representatives may reasonably deem necessary to effect, evidence, or perfect the assignment of the Trademarks to Assignee, or to any of its assignees or successors. This Assignment is binding upon Assignor, its successors and assigns, and shall inure to the benefit of Assignee, its successors and assigns.

Trademark Assignment

[Signatures on following page]

Trademark Assignment

TRADEMARK
REEL: 006612 FRAME: 0770

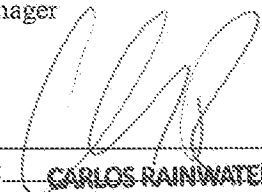
IN WITNESS WHEREOF, Assignor and Assignee each have caused this Assignment to be executed by a duly authorized representative thereof.

ASSIGNOR:

**CH REALTY VI/H DENVER BROWN PALACE,
L.P.**, a Delaware limited partnership

By: CH Realty VI/H Denver Brown GP, L.L.C.,
a Delaware limited liability company,
its general partner

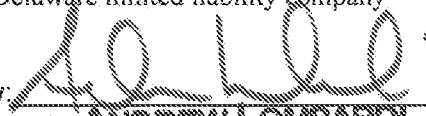
By: Fund VI Managers, L.L.C.,
a Texas limited liability company
its manager

By: 
Name: CARLOS RAINWATER
Title: VICE PRESIDENT

[Signatures continued on following page]

ASSIGNEE:

GPIF BROWN PALACE HOTEL LLC,
a Delaware limited liability company

By: 

Name: ANDREW LOMBARDI

Title: SVP, GENERAL COUNSEL


Schedule A

Trademarks

COLORADO STATE TRADEMARK REGISTRATIONS


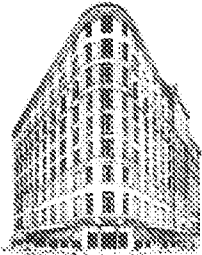

Mark	ID Number	Registration Date	Expiration Date
ELLYNGTON'S	20021228037	Aug. 19, 2002	Aug. 19, 2022
CHURCHILL BAR	20021228047	Aug. 19, 2002	Aug. 19, 2022
SHIP TAVERN	20021228059	Aug. 19, 2002	Aug. 19, 2022
PALACE ARMS	20021228070	Aug. 19, 2002	Aug. 19, 2022

U.S. TRADEMARK REGISTRATIONS

Mark	Serial Number	Registration Number	Filing Date	Registration Date
THE BROWN PALACE HOTEL	76418677	2693210	Jun. 07, 2002	Mar. 04, 2003
 THE BROWN PALACE HOTEL DENVER & Design	76418678	2693211	Jun. 07, 2002	Mar. 04, 2003

Trademark Assignment
Schedule A

TRADEMARK
REEL: 006612 FRAME: 0773


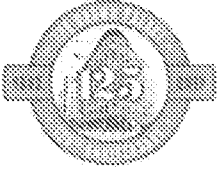

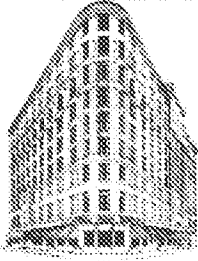
Mark	Serial Number	Registration Number	Filing Date	Registration Date
 <p>THE BROWN PALACE HOTEL AND SPA & Design</p>	77159048	3361915	Apr. 17, 2007	Jan. 01, 2008
WHERE THE WORLD REGISTERS (words only)	76418681	2693214	Jun. 07, 2002	Mar. 04, 2003
	77091915	3351022	Jan. 26, 2007	Dec. 11, 2007
	77223801	3359490	Jul. 06, 2007	Dec. 25, 2007
BROWN PALACE	77570305	3602413	Sep. 15, 2008	Apr. 07, 2009
CHURCHILL BAR	86313367	4967117	Jun. 18, 2014	May 31, 2016

Trademark Assignment
Schedule A

Mark	Serial Number	Registration Number	Filing Date	Registration Date
ELLYNGTON'S	86313412	4675283	Jun. 18, 2014	Jan. 20, 2015
PALACE ARMS	86313431	4675286	Jun. 18, 2014	Jan. 20, 2015
SHIP TAVERN	86313450	4681421	Jun. 18, 2014	Feb. 03, 2015

[Continued on following page]

COMMON LAW TRADEMARKS

Common Law Marks
THE BROWN PALACE HOTEL AND SPA (words only)




WHERE THE WORLD REGISTERS (words only)

Trademark Assignment
Schedule A