

MED 3/15/99



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To the Honorable Commissioner of Patents and Trademarks, Washington, D.C. 20231, for recording and filing of this document or copy thereof.

1. Name of conveying party(ies):

2. Name and address of receiving party(ies):

South Seas Properties Company, L.P.

Name: MeriStar H&R Operating Company, L.P.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other _____

Internal Address:
 Street Address: **1010 Wisconsin Avenue, N.W.**
 City: **Washington** State: **DC** Zip: **20007**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Florida
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No
 (Designation must be a separate document from Assignment)

Execution Date: **February 4, 1999**

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or number(s):

- A. Trademark Application No.(s)
 - B. Trademark Registration No.(s) **U.S. Registration No. 2,135,189**
- Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document be mailed:

Robert W. Duckworth, Esq.
Holland & Knight LLP
 Internal Address:
P.O. Box 633
Orlando, FL 32802-0633

Street Address: 2 South Orange Avenue

6. Total number of applications and registrations involved: (1)

7. Total fee (37 CFR 3.41)...\$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is true copy of the original document.

03/17/1999 DMSUYEN 00000319 2135189

Robert W. Duckworth
Name of Person Signing

Robert W. Duckworth
Signature

3/8/99
Date

Total number of pages including cover sheet, attachments, and document: 2

ASSIGNMENT

WHEREAS, South Seas Properties Company, L.P., an Ohio Limited Partnership, having an address at 12800 University Drive, Suite 350, Fort Myers, Florida 33907 ("Assignor") has adopted, used, is using and is the owner of registered service mark, SOUTH SEAS, U.S. Registration No. 2,135,189, registration date February 10, 1998; and

WHEREAS, MeriStar H&R Operating Company L.P., a Delaware Limited Partnership, having its principal place of business at 1010 Wisconsin Avenue, N.W., Washington, D.C. 20007 ("Assignee"), is desirous of acquiring said service mark, SOUTH SEAS, said service mark registration, Registration No. 2,135,189, and the good will associated therewith;

NOW, THEREFORE, for good and valuable consideration, Assignor does hereby assign unto Assignee all right, title, and interest in and to said service mark, SOUTH SEAS, together with the good will of the business symbolized by said service mark and the registration of said service mark.

SOUTH SEAS PROPERTIES COMPANY, L.P.
By: T&T Resorts, L.C., general partner

By [Signature]
Name Robert M. Taylor
Title Chairman & Manager

STATE OF Florida
COUNTY OF Lee) SS.

On this 4th day of February, 1999 before me personally came Robert M. Taylor, to me known to be the Chairman + Manager T&T Resorts, L.C., the assignor above-named, and acknowledged that he executed the foregoing instrument and he did swear that he executed this assignment as his free act on behalf of said assignor and pursuant to authority duly received.

[Signature]
Notary Public

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