



08-09-1999

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08-02-1999

To the Honorable Commissioner of Pa  
Please record the attached original do



U.S. Patent & TMO/TM Mail Ropt Dt. #61

101112286

1. Name of Party(ies) conveying an interest:  
HILTON HOTELS CORPORATION

MRD  
8-2-99

2. Name and address of party to whom correspondence should be mailed:  
Name: HILTON HOSPITALITY, INC.

Internal Address: Att: Susan Jasso

Street Address: 9336 Civic Center Drive

City: Beverly Hills

State: CA Zip: 90210

Entity:  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State Delaware  
 Other

Entity:  
 Individual  Association  
 General Partnership  Limited Partnership  
 Corporation-State Nevada  
 Other  
 Citizenship

3. Interests Conveyed:  
 Assignment  Change of Name  
 Security Agreement  Merger  
 Other

If not domiciled in the United States, a domestic representative designation is attached:  
 Yes  
 No

(The attached document must not be an assignment)

4. Application number(s) or registration number(s). Additional Sheet attached?  Yes  No

A. Trademark Application No.(s) B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

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

Name: Susan Jasso

Internal Address: Hilton Hospitality, Inc.

Street Address: 9336 Civic Center Drive

City: Beverly Hills

State: CA Zip: 90210

6. Number of application and registration involved:  
117

7. Amount of fee enclosed or authorized to be charged:  
2,990.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Date of execution of attached document June 28, 1999

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on:

08/06/1999 NTHA11 00000152 1624255

01 FC:481 40.00 OP  
02 FC:482 2900.00 OP

Refund Ref: 08/06/1999 NTHA11 0000063350

CHECK Refund Total: \$50.00

Thomas E. Gallagher  
Signature

6/28/99  
Date

Thomas E. Gallagher  
Name of Person Signing

**SCHEDULE A**  
**U.S. FEDERAL MARKS**  
**HHC OWNED AS OF June 11, 1999**

<b>MARK</b>	<b>REGISTRATION NUMBER</b>	<b>REGISTRATION DATE</b>
ALI'I TOWER	1,624,255	11/20/90
AMERICA'S BUSINESS ADDRESS	1,242,416	6/14/83
AMERICA'S HOTEL ADDRESS	SN# 75-528,025	7/30/98
AMERICA'S VACATION HOTLINE	1,899,406	06/13/95
ANDIAMO	1,803,492	11/9/93
ASCARI	1,772,623	5/18/93
ATLANTA HILTON AND DESIGN	1,167,817	09/01/81
AVENUE BAR	1,688,253	05/19/92
BALI BY THE SEA	1,651,862	07/23/91
BISTRO 921	1,936,068	11/14/95
BOUNCEBACK WEEKEND	1,577,089	01/09/90
BOUNCEBACK VACATION	1,741,986	12/22/92
BOUNCEY DESIGN	1,627,839	12/11/90
BRIDGES	SN# 75-533427 (ITU)	08/07/98
BUCKWELL'S	1,266,011	01/31/84
BUCKY'S	1,243,335	06/21/83
BULL AND BEAR	1,532,420	03/28/89
BUSINESSAVER	1,856,090	09/27/94

CAFE OASIS	1,341,726	06/11/85
CARIBE HILTON	601,761	02/01/55
CAVATAPPI	SUPPLEMENTAL REGISTER 1,979,030	06/04/96
CHARADES	1,293,514	09/04/84
CONCIERGE CLASS & CROSS KEY DESIGN	1,832,979	04/26/94
CORAL BALLROOM	1,787,174	08/10/93
COVE, THE	1,370,693	11/12/85
DOUBLE DIP	1,911,958	08/15/95
DOUBLE DIPPING	1,910,586	08/08/95
ENGLISH BAR, THE	1,100,404	8/22/78
FACE DESIGN [CHICAGO HILTON]	1,503,370	09/16/88
FINN'S GRILL	1,943,219	12/19/95
FLAMINGO CASINO	1,948,975	12/19/95
FLAMINGO HILTON (STYLIZED)	2,047,448	5/25/97
GARDEN CAFÉ, THE	1,297,128	09/18/84
GOLDEN DRAGON	1,716,811	09/15/92
GUARANTEED HOSPITALITY	1,712,524	09/01/92
"H" DESIGN	1,133,877	04/22/80
"H" DESIGN	855,277	08/20/68
H (swirl) design	75/485,818	5/15/98
HAU TREE	1,651,861	07/23/91

HBX	1,792,977	09/14/93
HGVCLUB	1,827,728	03/22/94
HHONORS	1,837,199	05/17/94
HILSTAR	75/447,871	3/10/98
HILTON (SCRIPT DESIGN)	1,741,998	12/22/92
HILTON	1,714,436	09/08/92
HILTON	845,172	02/27/68
HILTON DIRECT	1,571,408	12/12/89
HILTON FRIDAYS ARE FREE (DESIGN)	1,730,149	11/03/92
HILTON GAMING RESORTS AND CASINOS AND DESIGN	1,933,304	11/07/95
HILTON GAMING RESORTS AND CASINOS AND DESIGN	1,933,305	11/07/95
HILTON GOLF RESORTS AND DESIGN	1,935,669	11/14/95
HILTON GRAND VACATIONS CLUB	1,810,193	12/7/93
HILTON GRAND VACATIONS CLUB AND DESIGN	1,937,131	11/21/95
HILTON GRAND VACATIONS COMPANY AND DESIGN	1,937,368	11/21/95
HILTON HAWAIIAN VILLAGE	1,561,531	10/17/89
HILTON INN	788,856	04/27/65
HILTONITEMS	867,190	03/25/69
HILTONNET	2,099,568	09/23/97
HILTON PRIDE MAKES IT HAPPEN	SN# 75-533274	08/07/98
HILTON QUICK CHECK AND DESIGN	956,252	03/27/73

HILTON RAINBOW WEEKEND	1,151,979	04/21/81
HILTON RAPID RESPONSE	1,821,898	02/15/94
HILTON RESIDENTIAL SUITES	75/682,100	4/13/99
HILTON RESORT SELECT	1,963,412	3/19/96
HILTON RESORTS AND CASINOS AND DESIGN	1,933,306	11/07/95
HILTON RESORTS AND CASINOS AND DESIGN	1,933,307	11/07/95
HILTON RESORTS AT THE BEACH AND DESIGN	1,933,303	11/07/95
HILTON SLEEP-TIGHT ROOM	2,107,367	10/21/97
HILTON TRAVEL LIFESTYLE CENTERS	SN# 75-533429	08/07/98
HILTON VACATION STATION	1,808,133	11/30/93
HILTON VACATION STATION AND DESIGN	1,804,937	11/16/94
HILTON VILLAGE	75/463,900	4/7/98
HILTRON	1,012,465	06/03/75
HURLINGHAM'S	1,137,691	07/08/80
IT COULD ONLY HAPPEN AT THE WALDORF	SN# 75-526772	7/28/98
IT HAPPENS AT THE HILTON	75/507,091	3/12/98
IT'S ALL IN THE NAME	1,626,456	12/04/90
JOHN T'S	1,684,780	04/28/92
KABBY'S	1,828,640	03/29/94
LE CAFE BROMELIAD AND DESIGN	1,133,860	04/22/80
MANHATTAN EXPERIENCE	1,749,011	01/26/93

MEADOWLANDS HILTON	1,129,074	01/08/80
MIRAGE	1,352,229	07/30/85
NEW YORK MARKETPLACE	SN# 75-533428(ITU)	08/0798
NIKOLAIS ROOF AND DESIGN	1,242,417	06/14/83
OSCAR'S	1,366,024	10/15/85
OUR NAME MEANS MORE	1,743,736	12/29/92
P AND DESIGN	1,218,723	11/30/82
PALMER HOUSE	1,242,418	06/14/83
PAVIA	1,379,721	01/21/86
PAVILION PANTRY	75/619,769	12/31/98
PEACOCK ALLEY	1,394,490	05/20/86
PETTYGROVE'S	1,271,165	3/20/84
RAINBOW BAZAAR	1,875,556	01/24/95
RAINBOW TOWER	1,649,110	06/25/91
RUM LARGO	1,304,311	11/06/84
SCENES	1,516,879	12/13/88
SENIOR HHONORS	1,837,209	05/17/94
SKYLIGHTS	1,146,320	01/20/81
SLIKS AND DESIGN	1,158,532	06/23/81
SPORTS EDITION, THE	1,588,313	03/20/90
STATLER	843,001	01/23/68

THERE IS NO SUBSTITUTE FOR EXPERIENCE	1,695,114	06/16/92
TURTLE BAY HILTON AND COUNTRY CLUB	1,390,313	04/15/86
TURTLES DESIGN	1,403,519	07/29/86
TWIGS	1,129,722	01/22/80
VILLAGE GUARDS	1,634,449	02/05/91
WALDORF	1,519,383	01/03/89
WALDORF ASTORIA	1,065,983	05/17/77
FOR WALDORF - ASTORIA STATUE DESIGN	1,309,452	12/11/84
WALDORF TOWERS, THE	1,730,033 \\	11/03/92
W - A WREATH DESIGN	1,297,210	09/18/84
WORLD'S HOTEL ADDRESS, THE	SN# 75-528451	7/29/98
YOKOSO HILTON E	2,017,906	11/19/96
YOU BRING THE FAMILY AND WE'LL PACK THE FUN	1,823,466	02/22/94
ZIP-IN CHECK-IN	1,792,068	09/07/93
ZIPOUT CHECKOUT	1,470,219	12/22/87

## ASSIGNMENT


WHEREAS, Hilton Hotels Corporation, a Delaware corporation having its principal place of business at 9336 Civic Center Drive, Beverly Hills, California 90210 (hereinafter, "Assignor"), is the owner of the marks registered or applied for in the foreign trademark offices listed in the attached Schedule C; and

WHEREAS, Hilton Hospitality Incorporated, a Nevada corporation having its principal place of business at 9336 Civic Center Drive, Beverly Hills, California 90210 (hereinafter, "Assignee") is desirous of acquiring said marks,

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all right, title and interest in and to said marks, together with the good will of the business connected with the use of and symbolized by said marks, well as all rights to damages or profits, due or accrued, arising out of past infringement of said marks or injury to the said good will, and the right to sue for and recover the same in the Assignee's own name.

IN WITNESS WHEREOF, this Assignment has been executed this 28<sup>th</sup> day of June, 1999.

HILTON HOTELS CORPORATION



Name: Thomas E. Gallagher  
Title: Executive Vice President Chief Administrative  
Officer and General Counsel



STATE OF CALIFORNIA )

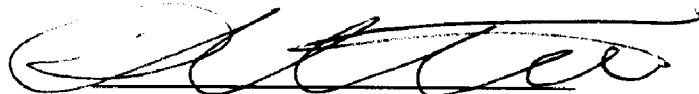
SS.:

COUNTY OF LOS ANGELES )

I, DAVID MAROTE, a Notary Public, residing in the county and state aforesaid, do certify that THOMAS E. GALLAGHER, who is to me known, this day appeared before me personally and did acknowledge that he did sign, seal and deliver the foregoing instrument of his own free will and accord, for the purposes therein named and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28<sup>th</sup> day of June, 1999.



  
Notary Public