

08-23-1999

*M.P.O.
8-12-99*



U.S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks.

101124685

1. Name of conveying party(ies)
General Partnership of Burrilen Enterprises of Maryland

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: June 11, 1999

2. Name and address of receiving party(ies):
 Name: Grand Heritage IP, GP
 Internal Address: Suite 6001
 Street Address: 1950 Stemmons Freeway
 City: Dallas State: TX Zip: 75207

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional Name(s) & address(es) attached:
 Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s):
 B. Trademark Registration No.(s): 1,997,991; 1,968,210; 2,051,877; 1,976,354; 2,216,862; 1,968,209;
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning documents should be mailed:
 Name: Colin O'Brien
 Internal Address: Gibson, Dunn & Crutcher
Telesis Tower, 31st Floor
 Street Address: One Montgomery Street
 City: San Francisco State: CA Zip: 94104

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$ 165.00
 Enclosed
 Authorized to be charged to deposit account **165E**

8. Deposit account number: 50-0440
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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

Colin O'Brien *Colin O'Brien* 8/9/99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 3

OMB No. 0651-0011

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
08/23/1999 MTHA11 00000088 500440 1997991 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

01 FC:481 40.00 CH
 02 FC:482 125.00 CH

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**SECOND AMENDMENT TO AGREEMENT OF GENERAL PARTNERSHIP
OF BURRLLEN ENTERPRISES OF MARYLAND**

THIS SECOND AMENDMENT TO AGREEMENT OF GENERAL PARTNERSHIP (this "Amendment") is made this 11th day of June, 1999, by and between WYNDHAM INTERNATIONAL OPERATING PARTNERSHIP, L.P., ("WYN"), (formerly known as Patriot American Hospitality Operating Partnership, L.P.) a Delaware limited partnership and PATRIOT GRAND HERITAGE, LLC, a Delaware limited liability Partnership ("PGH") (WYN and PGH hereinafter sometimes collectively, the "Partners").

Recitals:

A. [REDACTED]
("Burrlcen") is governed pursuant to an Agreement of General Partnership dated as of December 1, 1991 (the "Agreement").

B. Pursuant to an Assignment of General Partnership Interests dated as of August 15, 1997, the Partners acquired an aggregate one hundred percent (100%) of the partnership interests in Burrlcen.

C. [REDACTED]

NOW THEREFORE, in consideration of the foregoing recitals, the Partners hereby agree and amend the Agreement as follows:

1. Article I, Section 1.1 of the Agreement is deleted in its entirety, and in lieu thereof is inserted the following:

Article I

Organization and Management

1.1 Continuation of Partnership: Place of Business

The parties hereby continue in general Partnership form, the Partnership, GRAND HERITAGE IP, GP, under the provisions of the Maryland Uniform Partnership Act [REDACTED]

[REDACTED] and its mailing address and principal place of business shall be 1950 Stemmons Freeway, Suite 6001, Dallas, TX 75207, or such other place as the General Partners may from time to time designate.

WITNESS the hands and seals of the Partners as of the day and year aforesaid.

WITNESS:

ASSIGNEES:

WYNDHAM INTERNATIONAL
OPERATING PARTNERSHIP, L.P.

By: Wyndham International, Inc., its
general partner



By: Carla S. Moreland (SEAL)
Name: Carla S. Moreland
Title: Executive Vice President,
General Counsel, Secretary



PATRIOT GRAND HERITAGE, LLC

By: Wyndham International
Operating Partnership, L.P., its
managing member

By: Wyndham International, Inc., its
general partner

By: Carla S. Moreland (SEAL)
Name: Carla S. Moreland
Title: Executive Vice President,
General Counsel, Secretary

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