

08-24-1999

TRADEMARKS ONLY

MED
8-559

To the
Please



101124885

Trademarks:
copy thereof.



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



Entity: 08-05-1999
 Individual(s) Associatic U.S. Patent & TMO/c/TM Mail Rcpt Dt: #26
 General Partnership Limited Partnership
 Corporation-State New York
 Other

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

2. Name and Address of Party(ies) receiving an interest:
Name: HILTON HOSPITALITY, INC.
Address: _____
Address: 9336 Civic Center DRive
Beverly Hills
Entity: CA Zip: 90210
 Individual Association
 General Partnership Limited Partnership
 Corporation-State Nevada
 Other
 Citizenship

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)
1,116,213

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:
1
7. Amount of fee enclosed or authorized to be charged:
\$40.00
8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):
VDE

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:

08/23/1999 MTHAI1 00000245 1116213
01 FC:481 40.00 BP

6/28/99
Date

Connie M. Isley
Signature

Connie M. Isley
Name of Person Signing

ASSIGNMENT

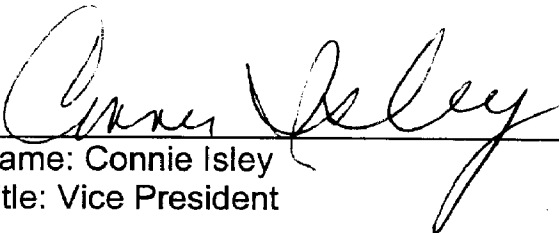
WHEREAS, Hilton Washington Corporation, a New York Corporation doing business as The Washington Hilton having its principal place of business at 1919 Connecticut Ave. N.W., Washington, D.C. 20009 (hereinafter, "Assignor"), is using a mark which is registered in the United States Patent and Trademark Office, Registration No. 1,116,213 dated April 3, 1979, 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 mark and the registration thereof;

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 the said mark, together with the good will of the business symbolized by the mark, and the above identified registration, as well as all rights to damages or profits, due or accrued, arising out of past infringement of said mark or name 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 28th day of June, 1999.

HILTON WASHINGTON CORPORATION


Name: Connie Isley
Title: Vice President

STATE OF CALIFORNIA)

SS.:

COUNTY OF LOS ANGELES)

I, *DAVID MAROTE*, a Notary Public, residing in the county and state aforesaid, do certify that *CONNIE IZEY*, 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 28th day of June, 1999.



David Marote
Notary Public