

08-24-1999

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TRADEMARKS ONLY

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8-5-92

To the
Please



101124887

Trademarks:
copy thereof.

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

CONRAD INTERNATIONAL CORPORATION



2. Name and Address of Party(ies) receiving an interest:

HILTON HOSPITALITY, INC.

Address: Att. Susan Jasso

Address: 9336 Civic Center Drive

Beverly Hills,

Zip: 90210

Entity:

- Individual(s)
- General Partnership
- Corporation-State Nevada
- Other

- Association
- Limited Partnership

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #26

08-05-1999

Entity:

- Individual
- General Partnership
- Corporation-State Nevada
- Other
- Citizenship

Association

Limited Partnership

3. Interests Conveyed:

- Assignment
- Security Agreement
- Other
- Change of Name
- Merger

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)

2,120,992

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

40E

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:

08/23/1999 MTHA11 00000243 2120992

01 FC:481

40.00 OP

6/28/99

Date

Signature

M. Hue Smith III

Name of Person Signing

ASSIGNMENT

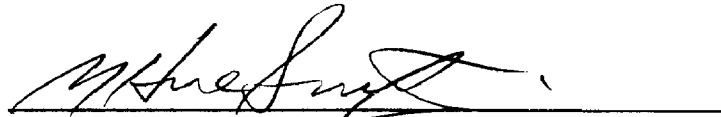
WHEREAS, Conrad International Corporation, a Nevada Corporation, with its principal place of business at 9336 Civic Center Drive, Beverly Hills, California, 90210 (hereinafter, "Assignor"), is using a mark which is registered in the United States Patent and Trademark Office, Registration No. 2,120,992 dated December 16, 1997, 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.

CONRAD INTERNATIONAL CORPORATION



Name: M. Hue Smith III

Title: Vice President and Counsel

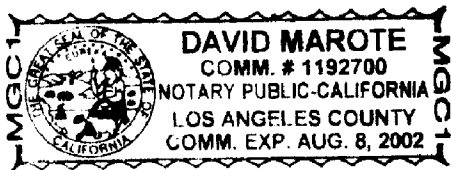
STATE OF CALIFORNIA)

SS.:

COUNTY OF LOS ANGELES)

I, *DAVID MAROTE*, a Notary Public, residing in the county and state aforesaid, do certify that *M. HUE SMITH III*, 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