

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/KA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

FORM PTO-1618B
Expires 06/30/99
OMB 0551-0027

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Barbara Arnold

Name of Person Signing

Signature

August 5, 2000

Date Signed

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

FORM PTO-1618C
Expires 06/30/99
OMB 0881-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Promus Hospitality Corporation

12 28 1999

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization Delaware

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name Hilton Hospitality, Inc.

DBA/AK/A/T/A

Composed of

Address (line 1) 9336 Civic Center Drive

Address (line 2)

Address (line 3) Beverly Hills CA 90210
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization Nevada

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

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Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

<u>1617186</u>	<u>1603176</u>	<u>2260366</u>
<u>1821850</u>	<u>2030361</u>	<u>1740424</u>
<u>1668915</u>	<u>1641780</u>	<u>1312710</u>
<u>1513141</u>	<u>1391907</u>	<u>1254820</u>
<u>1641662</u>	<u>2132837</u>	<u>1675511</u>
<u>1204076</u>	<u>1688251</u>	<u>2022940</u>
<u>1380879</u>	<u>1254815</u>	<u>1137050</u>

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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Patent and Trademark Office
TRADEMARK

Conveying Party

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Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

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City

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Trademark Application Number(s)

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Registration Number(s)

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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

FORM PTO-1618C
Expires 05/30/99
OMB 0851-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

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Address (line 3)

City

State/Country

Zip Code

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Corporation Association

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Registration Number(s)

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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

FORM PTO-1618C
Expires 08/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Registration Number(s)

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<input type="text" value="1254814"/>	<input type="text" value="1639323"/>	<input type="text" value="-----"/>
<input type="text" value="1683398"/>	<input type="text" value="2350135"/>	<input type="text" value="-----"/>
<input type="text" value="2235774"/>	<input type="text" value="2324395"/>	<input type="text" value="-----"/>
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DEC-19-1999 09:46

P.02/04

(#125-)

FILED # C181416-96

DEC 30 1999

IN THE OFFICE OF
Don Hill
DEAN HILLER SECRETARY OF STATE

ARTICLES OF MERGER

OF

PROMUS HOSPITALITY CORPORATION
(a Delaware corporation)

AND

HILTON HOSPITALITY, INC.
(a Nevada corporation)

To the Secretary of State
State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the foreign corporation and the domestic corporation herein named do hereby adopt the following Articles of Merger.

1. A Plan of Merger for merging Promus Hospitality Corporation, a business corporation organized under the laws of the State of Delaware, with and into Hilton Hospitality, Inc., a business corporation organized under the laws of the State of Nevada, has been adopted by the Board of Directors of Promus Hospitality Corporation and by the Board of Directors of Hilton Hospitality, Inc. A copy of such Plan of Merger can be obtained from the headquarters of Hilton Hospitality, Inc., 9336 Civic Center Drive, Beverly Hills, CA 90210.
2. The merger of Promus Hospitality Corporation with and into Hilton Hospitality, Inc. is permitted by the laws of the jurisdiction of organization of Promus Hospitality Corporation and has been authorized in compliance with such laws, under which Promus Hospitality Corporation is governed.
3. The said Plan of Merger was submitted to the stockholders of Promus Hospitality Corporation pursuant to the provisions of the laws of its jurisdiction of organization, and the manner of approval thereof by said stockholders was as follows:

12/29/1999 01:52P MLR195 FY00-000-18685

TRADEMARK

DEC-29-1999 09:47

P. 03/04

(i) The designation, the number of outstanding shares, and the number of votes entitled to be cast by each class entitled to vote on the said Plan of Merger are as follows:

- (a) Designation of class: Common
- (b) Number of outstanding shares of class: 7,895
- (c) Number of votes of class entitled to be cast: 7,895

(ii) The total number of votes cast for and against the merger herein provided for by each class entitled to vote on the said Plan of Merger is as follows:

- (a) Designation of class: Common
- (b) Number of votes of class cast for Plan of Merger: 7,895
- (c) Number of votes of class cast against Plan of Merger: -0-

(iii) The said number of votes cast for the said Plan of Merger was sufficient for the approval thereof by the said class.

4. The said Plan of Merger was approved by the unanimous written consent of the stockholders of Hilton Hospitality, Inc. by its Board of Directors, pursuant to the provisions of Chapter 92A, Nevada Revised Statutes.

5. No amendments to the Articles of Incorporation of Hilton Hospitality, Inc. are effected by the merger herein provided for.

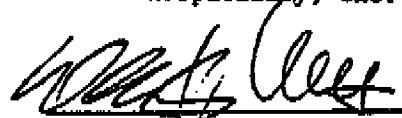
DEC 29 1999 09:47

6. The merger herein provided for shall become effective in the State of Nevada on December 30, 1999.

Signed on December 28, 1999.



President
Hilton Hospitality, Inc.



Secretary
Hilton Hospitality, Inc.



Recordation of Corporate MergerCountry: UNITED STATESCurrent Registered Owner: PROMUS HOSPITALITY CORPORATIONRegistered Owner to be Recorded: HILTON HOSPITALITY, INC.

Mark	Classes	App. #	Reg. #
100% Satisfaction Guarantee (Long Version Design)	42		1644020
100% Satisfaction Guaranteed (Short Design)	42		1653292
1-800-222-TREE (Block)	42	75/518145	
1-800-CALL-HOME (Block)	42		1633564
1-800-Embassy (Words)	42		2147876
1-800-Hampton (Words)	42		2116479
A Design for Living (Block)	42		2350135
A Suite Weekend (Block)	42		1281926
Because One Size Doesn't Fit All (Block)	42		2192360
Boojum Tree (Block)	42		904461
Bopeep's (Block)	42		1303267
Catch Me At My Best (Block)	42		2187666
Club Hotel by Doubletree (Design)	42		2268979
Club Hotel of Doubletree (Design)	42		2037311
Diplomat (Block)	42		1635140
Doubletree (Block)	42		1094809
Doubletree (Design only)	42		2270723
Doubletree (Word & Design)	42		2270722
Doubletree Club Hotel (Block)	42		1699970
Doubletree Design (Two Tree Design)	42		1290420
Doubletree Guest Suites (Block)	42		1961810
Doubletree Guest Suites (Design)	42		2278133
Doubletree Plaza (Block)	42		1186206
Embassy Suites (Block)	42		1295145
Embassy Suites (Design)	42		1339742
Embassy Suites Hotel (one bar logo)	42		1634503
Embassy Suites Leaf Design	42		2059449
Embassy Suites with Stylized E Design	42		1685712
Embassy Suites with Stylized E (lined for color)	42		1708927
Embassy Vacation Resort (Block)	42		1924847
Embassy Vacation Resort (Design)	36, 42		2231794
Embassy Vacation Resort (Design- lined for color)	36, 42		2231793
Embassy Vacation Resort (Words)	36		2146517
Embassy Vacation Shares (Block)	36		2189389
FamilyFriendly	42		1916950
Finally, A Hotel That's Like Home (Block)	42		1655835
Follow Your Instincts. Find Your Way Homewood. (Block)	42		2324395
Get What You Expect. Guaranteed. (Words)	42		2245367
Group Connection (Block)	35, 42		1540769
Guest Quarters Suites By Doubletree (Block)	42		1907749
Hampton Inn & Suites (Block)	42		1935900
Hampton Inn & Suites (Design)	42		2079257
Hampton Inn & Suites (Design-Lined for Color)	42		2081514
Hampton Inn (Block)	42		1305512
Hampton Inn (Design Lined for Color)	42		1343584
Hampton Inn (Design)	42		1343583
Hampton Inn Cartouche (Design)	42		1352215
Hampton Vacation Resort (Block)	36, 42		2145519
Hampton Vacation Resort (Design-lined for color)	36, 42		2216251

TRADEMARK 1 of 2

REEL: 002096 FRAME: 0732

Recordation of Corporate MergerCountry: UNITED STATESCurrent Registered Owner: PROMUS HOSPITALITY CORPORATIONRegistered Owner to be Recorded: HILTON HOSPITALITY, INC.

Mark	Classes	App. #	Reg. #
Hampton Vacation Resort (Design)	36, 42		2187886
Homotel (Block)	42		714826
Homewood Suites (Block)	42		1513176
Homewood Suites (Design Two Bars)	42		1614423
Homewood Suites (Design)	42		1523965
Homewood Suites Duck Design	42		1617186
Homewood Suites Hotel (Design)	42		1821850
Homewood Suites Sign (lined for color)	42		1668915
Lifestyle 50 (Block)	42		1513141
Lion Design	42		1641662
Migratory Travelers (Block)	42	75/673833	
Park Suites (Block)	42		1204076
Plaza on the Green (Block)	42		1380879
Promus (Block)	42		1603176
Promus (Design)	42		2030361
Promus (Design)	42		1641780
Star (Design)	41		1391907
Stay Satisfied. (Words)	42		2132837
Stylized E (Design)	42		1688251
Suite Deal (Block)	42		1254815
Suite Dreams (Block)	42		2260366
Suite Essentials (Block)	42		1740424
Suite N Low (Block)	42		1312710
Suite Resort (Block)	42		1254820
Suite Shop (Block)	42		1675511
Sweet Dreams (Block)	42		2022940
System 21 (Block)	9, 42	75/162177	
System 21 (Design)	9, 42	75/161624	
The Suite Hotel Deal (Block)	42		1137050
The Suite Idea (Block)	42		1278422
The Suite Life (Block)	42		1254814
Twice the Hotel (Block)	42		1683398
We Care Guaranteed (Block)	42	75/508877	
We Care Guaranteed (Design)	42	75/508876	
We Make It Easy To Take It Easy (Block)	42		2235774
Welcome Home (Block)	42		2032296
Welcome to the Suite Life (Block)	42		1254821
What A Difference A Stay Makes (Block)	42		2214546
Your Own Paradise (Block)	36, 42		2074032
You've Got to Love Us. You've Got Our Guarantee	42		1639323