

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Torrey Pines Hotel Associates

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

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

2. Name and address of receiving party(ies)
Name: Hilton Hospitality, Inc.
Internal
Address: _____
Street Address: 9336 Civic Center Drive
City: Beverly Hills State: CA Zip: 90210

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

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

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

Execution Date: _____

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____
 1707429, 1712449

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Barbara L. Arnold
 Internal Address: Hilton Hotels Corporation

 Street Address: 755 Crossover Lane

 City: Memphis State: TN Zip: 38117-4900

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 50-1043

DO NOT USE THIS SPACE

9. Signature.
 Barbara L. Arnold *Barbara Arnold* 8-13-02
 Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

ASSIGNMENT

WHEREAS, Torrey Pines Hotel Associates, a California partnership having a principal place of business at 6261 Katella Avenue, Suite 200, Cypress, California 90630 is to its knowledge the record owner of the Trademark Registrations in the United States of American as set out below:

Mark	Class	Registration Date	Registration Number
Torreyana Grille (Block)	42	08/11/1992	1707429
Torreyana Grille (Design)	42	09/01/1992	1712449

AND WHEREAS, HILTON HOSPITALITY, INC., a corporation duly organized and existing under the laws of the State of Nevada, currently having a principal place of business at 9336 Civic Center Drive, Beverly Hills, California 90210, has acquired the said Trademark Registrations together with the whole of the goodwill of the business in the United States of American in which the trademarks, the subject of the said Registrations have been used and registered for:

NOW THEREFORE this instrument witnesses that for and in consideration of the sum of one dollar (U.S. \$1.00) and other good and valuable consideration to it paid, the receipt of which is hereby acknowledged, Assignor hereby confirms that it has sold, assigned and transferred and by these presents it does sell, assign and transfer to Assignee and its successors and assigns the whole right, title and interest in and to the said Trademarks and the aforesaid Registrations together with the whole of the goodwill of the business in the United States of American in which said Trademarks have been used and registered to be held and enjoyed by Assignee and fully as the same would have been held and enjoyed by Assignor had this assignment not been made.

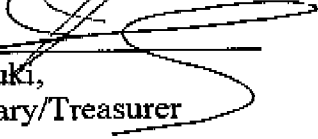
IN WITNESS WHEREOF, this assignment has been duly executed this 12 day of August, 2002.

Assignor:

TORREY PINES HOTEL ASSOCIATES, a California general partnership

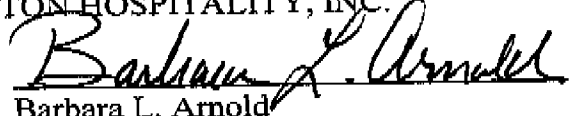
By: SSMI Associates, LLC, a Delaware limited liability company, its Liquidating Partner

By: Taisei Construction Corporation, a Delaware corporation, its sole member

By: 
Isamu Suzuki,
Its: Secretary/Treasurer

Assignee:

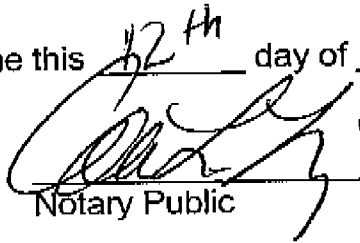
HILTON HOSPITALITY, INC.

By: 
Barbara L. Arnold
Its: Assistant Vice President

STATE OF TENNESSEE)
)
) ss:
)
COUNTY OF SHELBY)

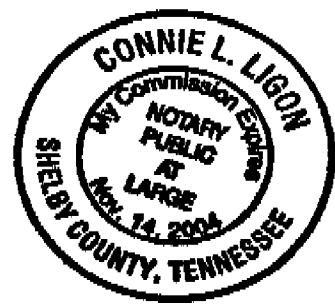
Personally appeared before me the above named Barbara L. Arnold, known or proved to me to be the same person who executed the foregoing instrument and to be an Assistant Vice President of Hilton Hospitality, Inc., and acknowledged to me that she executed the same as her free act and deed and the free act and deed of said corporation.

Subscribed and sworn to before me this 12th day of August, 2002.



Notary Public

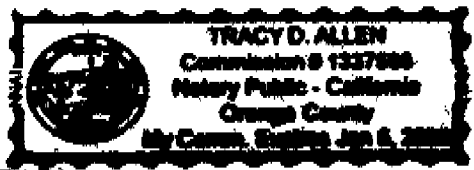
My Commission Expires:
11-14-04



STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)
~~ORANGE~~

On August 6, 2002, before me, Tracy D. Allen, a Notary Public in and for said state, personally appeared ISAMU SUZUKI, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



(SEAL)

Tracy D. Allen
Notary Public in and for said State