

Form PTO-1504  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):  
Hilton Hospitality, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 01/05/2004

2. Name and address of receiving party(ies)

Name: Hilton HHonors Worldwide, LLC

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 \_\_\_\_\_
- Other Limited Liability Company - Delaware

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s) 2796392

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Galen Colbert

Internal Address: Hilton Hotels Corporation

Legal Department

Street Address: 755 Crossover Lane

City: Memphis State: TN Zip: 38117

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501043

**DO NOT USE THIS SPACE**

9. Signature.

Galen Colbert

Name of Person Signing



Signature

January 20, 2004

Date

Total number of pages including cover sheet, attachments, and document: 5

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

## ASSIGNMENT OF TRADEMARKS

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, is the owner of certain trademarks and service marks and has acquired goodwill associated with and symbolized by said marks; and

WHEREAS, HILTON HOSPITALITY, INC., is the owner of a registration relating to said marks in the United States Patent and Trademark Office, whose registration number and registration date are set out below:

<i>Description of Mark</i>	<i>Registration Number</i>	<i>Registration Date</i>
POINTS OF INTEREST	2796392	12/16/2003

WHEREAS, HILTON HHONORS WORLDWIDE, L.L.C., a limited liability company duly organized and existing under and by virtues of the laws of the state of Delaware, having a principal place of business at 9336 Civic Center Drive, Beverly Hills, California, 90210, is desirous of acquiring all of the right, title and interest in and to said mark and the registration and application thereof.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, HILTON HOSPITALITY, INC. does hereby transfer and assign to HILTON HHONORS WORLDWIDE, L.L.C., a Delaware limited liability company, all of its right, title and interest in and to the said mark, together with the goodwill of the business symbolized by the mark,

and all causes of action for the infringement of said mark, and the registration and application hereinabove listed.

Dated: January 5, 2004


Assignor:

HILTON HOSPITALITY, INC.

By:   
Barbara L. Arnold  
Assistant Vice President

Assignee:


HILTON HHONORS WORLDWIDE, L.L.C.

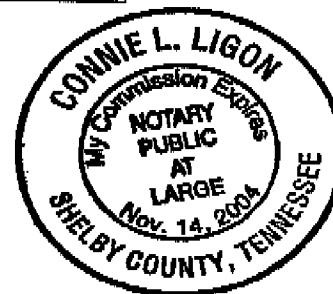
By:   
Carey J. Dutton  
Secretary

STATE OF TENNESSEE )  
 ) ss:  
COUNTY OF SHELBY )

Personally appeared before me the above-named Barbara Arnold known or proved to me to be the same person who executed the foregoing instrument and to be the 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 January 5, 2004.

  
\_\_\_\_\_  
Notary Public



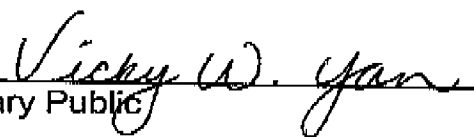
My Commission Expires: 11-14-04

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF LOS ANGELES )

Personally appeared before me the above-named Carey J. Dutton, known or proved to me to be the same person who executed the foregoing instrument and to be a Secretary of HILTON HHONORS WORLDWIDE, L.L.C., 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 January 5, 2004.



  
\_\_\_\_\_  
Notary Public

My Commission Expires: June 26, 2007