

FORM PTO-1618A  
Expires 08/30/99  
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  
Effective Date  
Month Day Year \_\_\_\_\_
- Merger
- Change of Name
- Other \_\_\_\_\_

#### Conveying Party

Mark if additional names of conveying parties attached

Name Red Lion Hotels, Inc.

Execution Date  
Month Day Year  
07 31 2000

Formerly \_\_\_\_\_

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

#### Receiving Party

Mark if additional names of receiving parties attached

Name Hilton Hospitality, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 9336 Civic Center Drive

Address (line 2) \_\_\_\_\_

Address (line 3) Beverly Hills California 90210

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 Nevada

#### 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

**TRADEMARK**

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REEL: 002104 FRAME: 0764

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Patent and Trademark Office  
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**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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1834138"/>	<input type="text" value="1973552"/>	<input type="text" value="1877838"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1702302"/>	<input type="text" value="2089986"/>	<input type="text" value="1834122"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2036969"/>	<input type="text" value="1838929"/>	<input type="text" value="1095529"/>

**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 L. Arnold

Name of Person Signing



Signature

August 25, 2000

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

FORM PTO-1618C  
Expires 08/30/99  
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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 Red Lion Hotels, Inc.

07 31 2000

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/AKA/TA

Composed of

Address (line 1) 9336 Civic Center Drive

Address (line 2)

Address (line 3) Beverly Hills California 90210  
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 the Assignment.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization Nevada

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)


1131985	1832988	
1915645	1170655	
1915646		
1485662		
1151968		
1603104		
1603105		

## ASSIGNMENT OF TRADEMARKS

WHEREAS, RED LION HOTELS, INC., a corporation duly organized and existing under the laws of the state of Delaware, currently having a principal place of business at 755 Crossover Lane, Memphis, Tennessee 38117, and formerly located at 4001 Main Street, P.O. 1027, Vancouver, Washington 98663, is the owner of certain trademarks and service marks and has acquired goodwill associated with and symbolized by said marks; and

WHEREAS, RED LION HOTELS, INC. is the owner of registrations and applications relating to said marks in the United States Patent and Trademark Office, whose registration numbers and registration dates are set out below:

<i>Description of Mark</i>	<i>Registration Number</i>	<i>Registration Date</i>
100 West (Block)	1834138	05.03.1994
Brickstones (Block)	1702302	07.21.1992
Dream Deal (Block)	2036969	02.11.1997
Frequent Guest Dividends (Block)	1973552	05.07.1996
Oscar (Block)	2089986	08.19.1997
Pacific Grill and Smoke House (Block)	1838929	06.07.1994
Piatto's (Block)	1877838	02.07.1995
R. J. Grin's (Block)	1834122	05.03.1994
Red Lion (Design)	1095529	07.04.1998
Red Lion Hotel (Design)	1131985	03.11.1980
Red Lion Hotel (Block)	1915645	08.29.1995
Red Lion Hotels and Inns (Block)	191646	08.29.1995
Red Lion Inn (Block)	1485662	04.19.1988
Red Lion Motor Inn (Block)	1151968	04.21.1981
Seaports (Block)	1603104	06.19.1990
Seaports (Design)	1603105	06.19.1990
Velato's (Block)	1832988	04.26.1994

WHEREAS, HILTON HOSPITALITY, INC., a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, 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 marks and the registrations and applications thereof;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Red Lion Hotels, Inc. does hereby transfer and assign to Hilton Hospitality, Inc., a Nevada corporation, all of its right, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks, and all causes of action for the infringement of such marks, and the registrations and applications hereinabove listed.

Dated: July 31, 2000

Assignor:

RED LION HOTELS, INC.

By: Karen D. Riedel  
Karen D. Riedel  
Assistant Vice President and  
Assistant Treasurer

Assignee:

HILTON HOSPITALITY, INC.

By: Barbara L. Arnold  
Barbara L. Arnold  
Assistant Vice President

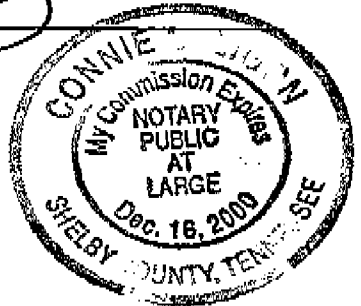
STATE OF TENNESSEE )  
 ) ss:  
COUNTY OF SHELBY )

Personally appeared before me the above-named Karen D. Riedel known or proved to me to be the same person who executed the foregoing instrument and to be the Assistant Vice President and Assistant Treasurer of RED LION HOTELS, 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 July 31, 2000.

*Connie*  
Notary Public

My Commission Expires: 12-16-2000



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 a 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 July 31, 2000.

*Connie*  
Notary Public

My Commission Expires: 12-16-2000

