

12-31-2001



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

12.27.01

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 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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

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

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.)

12/31/2001 LMUELLER 00000008 75633821

FOR OFFICE USE ONLY

01 FC:481 40.00 OP

02 FC:482 1825.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:

TRADEMARK
REEL: 002407 FRAME: 0927

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

212-682-9640

Name

Albert Robin

Address (line 1)

Robin, Blecker & Daley

Address (line 2)

330 Madison Avenue

Address (line 3)

New York

Address (line 4)

New York 10017

Pages

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

#

6

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)

See attached

See attached

Number of Properties

Enter the total number of properties involved.

#

74

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

1,865.00

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:

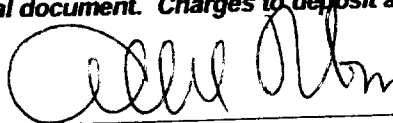
Yes

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.

Albert Robin



October 22, 2001

Name of Person Signing

Signature

Date Signed

PENDING APPLICATIONS

SERIAL NO.	MARK
75633821	PASSPORT
75698212	FITNESS SUITES
75698213	BUSINESS SUITES
75698214	CINEMASUITES
75698215	CLASSIC 2 BEDROOM SUITES
75698216	RESIDENTIAL SUITES
75698218	HOLIDAY INN FAMILY SUITES
76058498	ROOM FOR HOPE
76150350	HOTEL PILOT
76168583	ONE TO ONE
76172178	HOLIDEALS
78060835	1-800 MEETING

SCHEDULE OF TRADEMARKS

REGISTERED TRADEMARKS

REG. NO.	MARK
592539	HOLIDAY INN
592541	HOLIDAY INN (& GREAT SIGN)
708521	HOLIDAY INN OF AMERICA (GREAT SIGN)
812308	HOLIDEX
864359	HOLIDAY INN
872751	THE WORLD'S INNKEEPER
876721	GENERAL DATA
929814	HOLIDAYS AROUND THE WORLD
946989	THE MOST ACCOMMODATING PEOPLE IN THE WORLD
1059639	HOLIDAY INN, THE WORLD'S INNKEEPER
1064668	HOLIDOME
1182496	HOLIDOME INDOOR RECREATION CENTER
1192666	HOLIDEX II
1196516	INNKARE
1243330	HOLIDAY INN & STAR DEVICE
1243332	STAR DEVICE
1261925	HOLIDAY INN PREFERRED CORPORATE TRAVELER

1270423	STAR DEVICE
1275560	HOLIDAY INN & STAR DEVICE
1281008	HOLIDAY INN (SIGN)
1281951	HOLIDAY INN CROWNE PLAZA
1288408	THE NEXT DOOR DEAL
1297211	CROWNE PLAZA
1301022	HOLIDAY INN CROWNE PLAZA
1303239	CROWNE PLAZA FLAG DEVICE
1311607	RAISING SERVICE TO AN ART
1315089	KING LEISURE
1315216	PRIORITY CLUB (WORDS)
1363788	FIRST CONCERN
1555275	HOLIDAY INN CROWNE PLAZA
1628750	STAY WITH SOMEONE YOU KNOW
1651851	HOLIDAY INN EXPRESS
1667077	SHOOTING STAR DEVICE
1705602	PRIORITY CLUB
1714036	HOLIDAY INN CONFERENCE NETWORK
1788986	EXECUTIVE EDITION
1804994	SUNSPREE
1806858	HOLIDAY INN SUNSPREE RESORT
1806861	SUNSPREE DEVICE

2031252	INN KEEPING WITH THE TIMES
2031923	CONSERVING FOR TOMORROW
2034107	HOLIDAY INN SELECT
2093816	KIDSUITES
2119448	E-SPACE
2139286	LINEBUSTERS
2144734	BEST-4-BREAKFAST
2157388	CONVENIENCE CAFÉ
2176715	CAFÉ CONNECTION
2193624	E-SPACE
2207318	HOLIDAY INN EXPRESS
2211220	STAY SMART
2244113	CONVENIENCE COURT
2257830	STAYBRIDGE SUITES
2263783	MAKE IT YOUR PLACE
2281153	CONSERVING FOR TOMORROW
2304373	STAYBRIDGE SUITES
2308889	BHR CAPITAL
2329074	ON THE GO!
2329872	CROWNE PLAZA
2361552	CROWNE PLAZA HOTPHONE
2370049	HOLIDAY INN SELECT
2445064	SWEET HEART SUITES

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BASS HOTELS & RESORTS, INC.", CHANGING ITS NAME FROM "BASS HOTELS & RESORTS, INC." TO "SIX CONTINENTS HOTELS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JULY, A.D. 2001, AT 9:31 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1269101

DATE: 07-30-01

2713097 8100

010368241

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:31 AM 07/30/2001
010368241 - 2713097

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BASS HOTELS & RESORTS, INC.**

Bass Hotels & Resorts, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify that:

FIRST: The Board of Directors of the Corporation, by the unanimous written consent of its members filed with the minute records of the Corporation, adopted the following resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

"RESOLVED, that the Board of Directors deems it advisable, and the Board hereby recommends, that the Certificate of Incorporation of the Company be amended by striking Article FIRST in its entirety and replacing as follows:

FIRST: The name of the Corporation is Six Continents Hotels, Inc."

SECOND: In lieu of a meeting and vote of the sole shareholder, the sole shareholder has given written consent to said amendment in accordance with the provisions of Section 228 of the Delaware General Corporation Law; and

THIRD: The aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, Bass Hotels & Resorts, Inc. has caused this Certificate to be signed and attested by its duly authorized officers this 27th day of July, 2001.

BASS HOTELS & RESORTS, INC.

BY: Robert D. Hill
Robert D. Hill, Executive Vice President

ATTEST:

[Signature]
Assistant Secretary

424 888 7795 P. 03/05

CT-9174979, TEAMS

JUL-30-2001 09:183