

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Change of Name and Legal Form

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Sheraton Corporation		04/10/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	The Sheraton LLC
Street Address:	1111 Westchester Avenue
City:	White Plains
State/Country:	NEW YORK
Postal Code:	10604
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 66

Property Type	Number	Word Mark
Serial Number:	78698792	AFICIONADO PROGRAMME
Registration Number:	2053316	C AL CARBON
Registration Number:	2813767	CUISINE ESSENTIALS
Registration Number:	2772495	ENDLESS WEEKEND
Registration Number:	2835980	ENDLESS WEEKENDS
Serial Number:	76602708	FOUR CUDDLES
Registration Number:	2003614	FOUR POINTS
Registration Number:	3018022	FOUR POINTS BY SHERATON
Serial Number:	76614394	FOUR POINTS BY SHERATON FOUR COMFORT BATH
Serial Number:	76563502	FOUR POINTS BY SHERATON FOUR COMFORT BED
Serial Number:	78692070	
Registration Number:	2381916	INSTANT AWARDS
Registration Number:	1952305	KING COLE BAR AND LOUNGE
Registration Number:	2023791	MARY ELAINE'S

CH \$1665.00 78698792

Registration Number:	1430621	
Registration Number:	2038596	
Registration Number:	2027281	
Registration Number:	2020900	PRAYING MONK
Registration Number:	956964	S
Registration Number:	891095	S
Registration Number:	1847086	S
Registration Number:	1903833	S
Serial Number:	78645123	S
Registration Number:	1524989	SGSS
Registration Number:	1527531	SGSS
Registration Number:	3020845	SHERATON
Serial Number:	78645116	SHERATON
Registration Number:	679027	SHERATON
Registration Number:	954454	SHERATON
Registration Number:	1784580	SHERATON
Registration Number:	1884365	SHERATON
Registration Number:	1401715	SHERATON
Registration Number:	1401714	SHERATON
Registration Number:	2671312	SHERATON BAL HARBOUR
Registration Number:	2105719	SHERATON CUISINE
Registration Number:	2811385	SHERATON CUISINE ESSENTIALS
Registration Number:	2896807	S SHERATON SEE FOR YOURSELF
Registration Number:	1493704	SHERATON SUITES
Registration Number:	2940606	SPA ATLANTIC
Registration Number:	2893705	ST. REGIS
Registration Number:	3039374	ST. REGIS
Serial Number:	78699001	ST. REGIS AFICIONADO PROGRAMME
Serial Number:	78647865	STR
Registration Number:	1927312	STR
Registration Number:	2991460	ST. REGIS RESIDENCE CLUB
Serial Number:	78647921	ST. REGIS RESIDENCES
Serial Number:	76563233	ST. REGIS RETREAT
Registration Number:	2624344	SURESAVER WEEKENDS
Serial Number:	76411384	SWEET

Serial Number:	76630964	SWEET SLEEPER
Serial Number:	76630963	SWEET SLEEPER
Serial Number:	76977427	SWEET SLEEPER
Serial Number:	76411332	SWEET SLEEPER
Registration Number:	2038576	THE CENTRE FOR WELL-BEING
Registration Number:	2033783	THE LUXURY COLLECTION
Serial Number:	78719955	THE LUXURY COLLECTION
Registration Number:	1432402	THE PHOENICIAN
Registration Number:	1546513	THE PHOENICIAN
Registration Number:	2048861	THE PHOENICIAN
Registration Number:	2728722	THE PHOENICIAN
Registration Number:	1881001	THE PHOENICIAN RESORT
Registration Number:	1897870	THE ST. REGIS
Registration Number:	2757310	THE ST. REGIS LIBRARY LOUNGE AND RESTAURANT
Registration Number:	2022084	THE THIRSTY CAMEL
Registration Number:	3010392	WHERE VALUE NEVER MEANS COMPROMISE
Registration Number:	2022079	WINDOWS ON THE GREEN

CORRESPONDENCE DATA

Fax Number: (212)813-5901
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-813-5900
Email: dsullivan@frosszelnick.com
Correspondent Name: David Ehrlich
Address Line 1: Fross Zelnick Lehrman & Zissu, P.C.
Address Line 2: 866 United Nations Plaza
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	SHER - 0604149
NAME OF SUBMITTER:	David Ehrlich
Signature:	/david ehrlich/
Date:	05/16/2006

Total Attachments: 3
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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "THE SHERATON CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "THE SHERATON CORPORATION" TO "THE SHERATON LLC", FILED IN THIS OFFICE ON THE TENTH DAY OF APRIL, A.D. 2006, AT 7:49 O'CLOCK A.M.

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



0802417 8100V

060331651

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4654694

DATE: 04-10-06

TRADEMARK
REEL: 003309 FRAME: 0018

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
THE SHERATON CORPORATION
(A Delaware corporation)
TO
THE SHERATON LLC
(A Delaware Limited Liability Company)**

This Certificate of Conversion to Limited Liability Company, dated as of April 10, 2006 (this "Certificate of Conversion"), is being duly executed and filed by the undersigned, as an authorized person, to convert The Sheraton Corporation, a Delaware corporation (the "Other Entity"), to The Sheraton LLC, a Delaware limited liability company (the "Company"), under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, et seq.).

1. The Other Entity was first incorporated on June 10, 1974. The jurisdiction of the Other Entity at the time it was first incorporated, and the jurisdiction of the Other Entity immediately prior the filing of this Certificate of Conversion, was the State of Delaware.

2. The Other Entity's name immediately prior to the filing of this Certificate of Conversion was The Sheraton Corporation.

3. The name of the Delaware limited liability company into which the Other Entity shall be converted as set forth in its certificate of formation is The Sheraton LLC.

4. The conversion of the Other Entity to the Company shall be effective upon the filing of this Certificate of Conversion and a certificate of formation of the Company in the office of the Secretary of State of the State of Delaware.

*State of Delaware
Secretary of State
Division of Corporations
Delivered 07:49 AM 04/10/2006
FILED 07:49 AM 04/10/2006
SRV 060331651 - 0802417 FILE*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Conversion as of the date first written above.

/s/ Peter Morrow
Name: Peter Morrow
Title: Authorized Person