

01-04-2002



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

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): Meditrust Corporation 1-2002
Individual(s) Association General Partnership Limited Partnership Corporation-State Other Delaware
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: La Quinta Properties, Inc. Internal Address: Suite 600 Street Address: 909 Hidden Ridge City: Irving State: TX Zip: 75038
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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: June 20, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See Attached Schedule A 2365000
Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2002 See Attached Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Beth Kotran, Esq. Internal Address: Street Address: Goodwin Procter LLP Seven Becker Farm Road City: Roseland State: NJ Zip: 07068

6. Total number of applications and registrations involved: 23
7. Total fee (37 CFR 3.41) \$ 590.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: 06-0923 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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. Beth Kotran, Esq. Signature Date: November 27, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

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

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TRADEMARK REEL: 002416 FRAME: 0127

<u>Trademark</u>	<u>Registration No.</u>
AN OASIS FROM THE WORLD	2,365,000
CAB CLUB & Design	1,411,800
CABCLUB	1,411,799
FIRST LIGHT	2,076,246
GOLD MEDAL	2,061,347
KEENTA	1,563,984
KING PLUS	1,623,015
LA QUINTA	1,080,641
LA QUINTA	875,802
LA QUINTA BRAIN TRUST	1,429,660
LA QUINTA INN & Design	1,199,980
LA QUINTA INN & Design	1,823,440
LA QUINTA INN & Design	1,841,032
LA QUINTA MOTOR INNS & Design	1,393,579
LA QUINTA MOTOR INNS & Design	1,393,578
LQ LA QUINTA INN & SUITES & Design	2,298,693
LQ LA QUINTA INN & SUITES & Design	2,300,509
RETURNS	1,572,656
TELQUIK	1,078,158
TEL QUIK	1,022,257

Trademark

Serial No.

CAFÉ QUINTA

76/029,804

LA QUINTA ELINK

76/269,141

WE'RE JUST YOUR STYLE

76/037,806

LIBNJ/1062393.1

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 OWNERSHIP, WHICH MERGES:

"LA QUINTA PROPERTIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "MEDITRUST CORPORATION" UNDER THE NAME OF "LA QUINTA PROPERTIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF JUNE, A.D. 2001, AT 2:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTIETH DAY OF JUNE, A.D. 2001, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1405635

010529455

DATE: 10-23-01

TRADEMARK
REEL: 002416 FRAME: 0130

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****LA QUINTA PROPERTIES, INC.****INTO****MEDITRUST CORPORATION***********

Meditrust Corporation, a corporation organized and existing under the laws of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Corporation was incorporated on August 23, 1979 under the name "Santa Anita Realty Enterprises, Inc." pursuant to the General Corporation Law of the State of Delaware. The name of the Corporation was changed to Meditrust Corporation on November 5, 1997.

SECOND: That the Corporation owns all of the issued and outstanding shares of the common stock of La Quinta Properties, Inc., a corporation incorporated on the 2nd of May, 2001, pursuant to the General Corporation Law of the State of Delaware, which class of stock is the only class of capital stock of La Quinta Properties, Inc., outstanding.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting of its members, held on May 3, 2001, determined to merge with and into itself said La Quinta Properties, Inc.

RESOLVED, that effective upon the filing of an appropriate Certificate of Ownership and Merger (the "Certificate of Merger") with the Secretary of State of Delaware, La Quinta Properties, Inc. (the "Subsidiary"), a wholly-owned subsidiary of the Corporation shall be merged (the "Merger") with and into the Corporation, and the Corporation shall be the surviving corporation (the

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:30 PM 06/19/2001
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"Surviving Corporation") possessed of all the estate, property, rights, privileges and franchises of the Subsidiary, and the Corporation shall assume all of the liabilities and obligations of the Subsidiary pursuant to and in the manner prescribed by Section 253 of the Delaware General Corporation Law; and

FURTHER RESOLVED, that the Chief Executive Officer, President, the Chief Financial Officer, Treasurer, Secretary, any Vice President of the Corporation and any other individual authorized by any of the foregoing (the "Authorized Officers"), and each of them individually, on behalf of the Corporation, be and is hereby directed to execute a Certificate of Ownership and Merger (the "Certificate of Ownership and Merger") setting forth a copy of the resolutions authorizing the Merger and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or outside the State of Delaware, which may be in anyway necessary or proper to effect said Merger, and

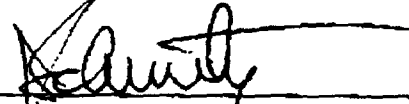
FURTHER RESOLVED, that the Merger shall be effective on June 20, 2001 at 12:01 a.m.; and

FURTHER RESOLVED, that as part of the Merger and as authorized by Section 253 of the Delaware General Corporation Law, the Corporation change its name to La Quinta Properties, Inc. by amending Article First of the Amended and Restated Certificate of Incorporation of the Corporation to read as follows:

"First. Name. The name of the Corporation is La Quinta Properties, Inc."

IN WITNESS WHEREOF, said Meditrust Corporation has caused this Certificate of Ownership and Merger to be signed by John F. Schmutz, its Senior Vice President, General Counsel and Secretary, this 16th day of June, 2001.

MEDITRUST CORPORATION

By: 
John F. Schmutz, Senior Vice President,
General Counsel and Secretary

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November 27, 2001

Via First Class Mail

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, DC 20231

Re: Recordation of Certificate of Merger
Meditrust Corporation and La Quinta Properties, Inc.
Client/Matter No.: 061519/074448

Dear Commissioner of Patent and Trademarks:

Enclosed please find for recordation in the Trademark Office, a Certificate of Merger effective June 20, 2001, which indicates that Meditrust Corporation, merged with and into La Quinta Properties, Inc. Please record this Certificate of Merger against the records of the Trademark Office for the trademark applications and registrations set forth in the recordation cover sheet.

In connection with the recordation of the Certificate of Merger, enclosed please also find the Recordation Cover Sheet and Schedule, and a return postcard. The filing fee of \$590.00 associated with the recordation of the Certificate of Merger, and any amounts due in excess of the filing fee, may be charged against the Goodwin Procter LLP Deposit Account No. 06-0923. A copy of this letter is enclosed.

Any questions relating to the enclosed information may be directed to the undersigned.

Respectfully submitted,


Beth Kotran

Enclosures

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CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service, as First Class Mail, postage pre-paid on November 27, 2001, and is addressed to: Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, D.C., 20231.



Evelyn Torres

LIBNJ/1072774.1

RECORDED: 11/27/2001

TRADEMARK
REEL: 002416 FRAME: 0135