

11-29-2002

Form PTO-1594 (Rev. 10/02) 11.29.02
OMB No. 0651-0027 (exp. 6/30/2005)

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

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

1. Name of conveying party(ies): ML Hotel Investors, L.P.

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

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

2. Name and address of receiving party(ies)

Name: ML Hotel Investors, LLC

Internal Address: None

Street Address: 1999 Avenue of the Stars, Suite 1270

City: Los Angeles State: California Zip: 90067

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other: A Delaware Limited Liability Company

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
- Security Agreement
- Other: Conversion of owner from LP to LLC
- Merger
- Change of Name

Execution Date: August 23, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s): 2,270,703

Additional number(s) attached Yes No

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

Name: Joy Mallory, Colony Advisors LLC

Internal Address: None

12/09/2002 TDIAZ1 00000121 2270703

01 FC:8521	40.00 OP
02 FC:8522	225.00 OP
03 FC:8524	120.00 OP

Street Address: 1999 Avenue of the Stars, Suite 1200

City: Los Angeles State: California Zip: 90067

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 370.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(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.

Mark M. Hedstrom
Name of Person Signing

Signature

November 18, 2002
Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK
REEL: 002583 FRAME: 0056

ATTACHMENT
to FORM PTO-1594 Recordation Form Cover Sheet

4.B. Trademark Registration No.(s): (cont')

2,272,143

2,272,144

2,276,026

2,277,932

2,277,933

2,277,960

2,458,945

2,507,073

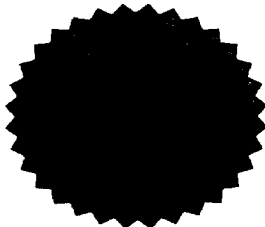
2,537,962

Delaware

PAGE 1

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 LIMITED PARTNERSHIP UNDER THE NAME OF "ML HOTEL INVESTORS, L.P." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ML HOTEL INVESTORS, L.P." TO "ML HOTEL INVESTORS, LLC", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1955674

DATE: 08-27-02

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020533500

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CERTIFICATE OF CONVERSION
of
ML HOTEL INVESTORS, L.P.
(a Delaware Limited Partnership)

Pursuant to Section 18-214 of Delaware Limited Liability Company Act


This Certificate of Conversion of ML Hotel Investors, L.P. (the "Partnership") is being executed by the undersigned for the purpose of converting a Delaware limited partnership into a Delaware limited liability company. The Partnership, does hereby certify the following:

1. The Partnership was first created as a limited partnership pursuant to the laws of the state of Delaware on January 19, 1996;
2. The name of the Partnership immediately prior to the filing of this Certificate of Conversion was: ML Hotel Investors, L.P.;
3. The name of the limited liability company into which the Partnership is converting as set forth on the certificate of formation filed concurrently herewith pursuant to Section 18-214(b) of the Delaware Limited Liability Company Act is: ML Hotel Investors, LLC;
4. The conversion of the Partnership to a limited liability company shall be effective upon the filing hereof and the certificate of formation filed concurrently herewith pursuant to Section 18-214(b) of the Delaware Limited Liability Company Act; and
5. The conversion effected hereby was approved pursuant to Section 17-219 of the Delaware Revised Uniform Limited Partnership Act and accordance with the Partnership's Amended and Restated Limited Partnership Agreement effective as of August 15, 1997.

IN WITNESS WHEREOF, the Partnership has caused this Certificate of Conversion to be signed by the undersigned, its sole general partner, on this 23rd day of August, 2002.

ML HOTEL INVESTORS, L.P.

By: MLHI Genpar, Inc.
Its: General Partner

By: 
Mark M. Hedstrom, Vice President

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