

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CNL DESERT RESORT, LP		06/14/2005	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	CNL HOTELS & RESORTS, INC.
Street Address:	450 South Orange Avenue
Internal Address:	12th Floor
City:	Orlando
State/Country:	FLORIDA
Postal Code:	32801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2533245	CELESTIAL SHOWER
Registration Number:	2524368	MAGIC GARDEN
Registration Number:	2275534	REALITY CAN WAIT
Registration Number:	2391644	SACRED STONE THERAPY
Registration Number:	2367747	SPA LA QUINTA
Registration Number:	2367741	SPA LA QUINTA
Registration Number:	2527472	
Registration Number:	2380331	WESTERN HOME OF GOLF IN AMERICA

CORRESPONDENCE DATA

Fax Number: (407)650-1085
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 407-650-1289
 Email: CMCKNIGHT@CNLCHC.COM

OP \$215.00 2533245

Correspondent Name: Carol McKnight
Address Line 1: 450 South Orange Avenue
Address Line 2: 12th Floor
Address Line 4: Orlando, FLORIDA 32801

NAME OF SUBMITTER:	Carol McKnight
Signature:	/Carol McKnight 407-650-1289/
Date:	06/16/2005

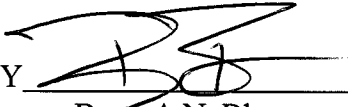
Total Attachments: 2
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source=CNL Desert Resort TM Assignment 6-14-05#page2.tif

ASSIGNMENT OF TRADEMARK

CNL DESERT RESORT, LP (“Assignor”), a corporation of the state of Delaware having an address of 450 South Orange Avenue, Orlando, Florida 32801 in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, receipt of which is hereby acknowledged, transfers and assigns to CNL HOTELS & RESORTS, INC. (“Assignee”), a corporation of the state of Maryland having an address of 450 South Orange Avenue, Orlando, Florida 32801, all right, title and interest Assignor has or may have in and to the trademarks listed on Schedule A attached hereto, including all goodwill associated therewith, along with the United States Trademark registrations and applications listed on Schedule A.

CNL DESERT RESORT, LP
By: CNL Resort SPE GP, LLC
Its general partner

Date: June 14, 2005

BY 
Barry A.N. Bloom
Senior Vice President
ASSIGNOR

STATE OF FLORIDA
COUNTY OF ORANGE

Sworn to and subscribed before me this 14 day of June, 2005, by Barry A.N. Bloom as Senior Vice President of CNL Resort SPE GP, LLC as general partner or CNL Desert Resort, LP. on behalf of the limited liability company and the limited partnership. He is personally known to me.

 **Carol McKnight**
Commission # DD313965
Expires June 18, 2008
Bonded Troy Fain - Insurance, Inc. 800-385-7019

(Seal)


Notary Public's Signature

SCHEDULE "A"

MARK	REG./SERIAL NO.
CELESTRIAL SHOWER	2,533,245
MAGIC GARDEN & DESIGN	2,524,368
REALITY CAN WAIT	2,275,534
SACRED STONE THERAPY	2,391,644
SPA LA QUINTA	2,367,747
SPA LA QUINTA and DESIGN	2,367,741
SUN OVER MOUNTAINS DESIGN	2,527,472
WESTERN HOME OF GOLF IN AMERICA	2,380,331