

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
KSL Desert Resorts, Inc.		04/02/2004	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CNL DESERT RESORT, LP		
<b>Street Address:</b>	450 South Orange Avenue		
<b>Internal Address:</b>	Legal Dept 12th Floor Carol McKnight		
<b>City:</b>	Orlando		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	32801		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2022400		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(407)650-1085		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	407-650-1289		
<b>Email:</b>	CMCKNIGHT@CNLCHC.COM		
<b>Correspondent Name:</b>	CNL Desert Resort, LP - Carol McKnight		
<b>Address Line 1:</b>	450 South Orange Avenue		
<b>Address Line 2:</b>	Legal Dept - 12th Floor		
<b>Address Line 4:</b>	Orlando, FLORIDA 32801		
<b>ATTORNEY DOCKET NUMBER:</b>	6905 LQ		
<b>NAME OF SUBMITTER:</b>	Carol McKnight, CNL Desert Resort, LP		
<b>Signature:</b>	/Carol McKnight, CNL Desert Resort, LP/		

**OP \$40.00 2022400**

Date:

10/11/2005

**Total Attachments: 4**

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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 THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CNL DESERT RESORT, LP" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF JULY, A.D. 1993, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTH DAY OF APRIL, A.D. 1996, AT 4:20 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "KSL LANDMARK CORPORATION" TO "KSL DESERT RESORTS, INC.", FILED THE SIXTEENTH DAY OF MAY, A.D. 1997, AT 5:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JULY, A.D. 1997.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FIRST DAY OF JULY, A.D. 2000, AT 2:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF MAY, A.D. 2003, AT 10:03 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "KSL



2343835 8100H

040263898

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3044931

DATE: 04-12-04

TRADEMARK  
REEL: 003172 FRAME: 0739

# Delaware

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*The First State*

DESERT RESORTS, INC." TO "CNL DESERT RESORT, LP", FILED THE  
SECOND DAY OF APRIL, A.D. 2004, AT 2:06 O'CLOCK P.M.

CERTIFICATE OF LIMITED PARTNERSHIP, CHANGING ITS NAME FROM  
"KSL DESERT RESORTS, INC." TO "CNL DESERT RESORT, LP", FILED THE  
SECOND DAY OF APRIL, A.D. 2004, AT 2:06 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID LIMITED PARTNERSHIP.

2343835 8100H

040263898



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State  
AUTHENTICATION: 3044931

DATE: 04-12-04

TRADEMARK  
REEL: 003172 FRAME: 0740

CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A LIMITED PARTNERSHIP

This Certificate of Conversion from a Corporation to a Limited Partnership, dated as of April 2, 2004, is being duly executed and filed by KSL DESERT RESORTS, INC., a Delaware corporation (the "*Company*"), and by CNL RESORT SPE GP, LLC, a Delaware limited liability company and the sole general partner of CNL DESERT RESORT, LP, a Delaware limited partnership (the "*LP*") to convert the Company to the LP under the General Corporation Law of the State of Delaware, 8 Del. C. § 101 et seq. (the "*DGCL*") and the Delaware Revised Uniform Limited Partnership Act, 6 Del. C. § 17-101 et seq. (the "*LP Act*").

1. The name of the Company under which it was originally incorporated in the State of Delaware is KSL DESERT RESORTS, INC. and the name of the Company immediately prior to the filing of this Certificate of Conversion from a Corporation to a Limited Partnership is KSL DESERT RESORTS, INC.

2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated in the State of Delaware on July 15, 1993, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion from a Corporation to a Limited Partnership.

3. The name of the limited partnership into which the corporation is herein being converted as set forth in its Certificate of Limited Partnership is CNL DESERT RESORT, LP.

4. The conversion has been approved in accordance with the provisions of Section 266 and Section 228 of the DGCL.

KSL DESERT RESORTS, INC.

By: /s/ Barry A. N. Bloom

Barry A. N. Bloom  
Senior Vice President

CNL DESERT RESORT, LP,  
by CNL RESORT SPE GP, LLC, a Delaware  
limited liability company, as its sole General  
Partner

By: /s/ Barry A. N. Bloom

Barry A. N. Bloom  
Senior Vice President

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:06 PM 04/02/2004  
FILED 02:06 PM 04/02/2004  
SRV 040241457 - 2343835 FILE*

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TRADEMARK  
REEL: 003172 FRAME: 0741

CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A LIMITED PARTNERSHIP

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1. The name of the Company under which it was originally incorporated in the State of Delaware is KSL DESERT RESORTS, INC. and the name of the Company immediately prior to the filing of this Certificate of Conversion from a Corporation to a Limited Partnership is KSL DESERT RESORTS, INC.

2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated in the State of Delaware on July 15, 1993, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion from a Corporation to a Limited Partnership.

3. The name of the limited partnership into which the corporation is herein being converted as set forth in its Certificate of Limited Partnership is CNL DESERT RESORT, LP.

4. The conversion has been approved in accordance with the provisions of Section 266 and Section 228 of the DGCL.

KSL DESERT RESORTS, INC.

By: 

Barry A. N. Bloom  
Senior Vice President

CNL DESERT RESORT, LP,  
by CNL RESORT SPE GP, LLC, a Delaware  
limited liability company, as its sole General  
Partner

By: 

Barry A. N. Bloom  
Senior Vice President