

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CNL Desert Resort, LP		10/14/2005	LIMITED PARTNERSHIP: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CNL Hotels & Resorts, Inc.		
<b>Street Address:</b>	450 South Orange Avenue		
<b>Internal Address:</b>	Legal Dept - 12th Floor (C.McKnight)		
<b>City:</b>	Orlando		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	32801		
<b>Entity Type:</b>	CORPORATION: MARYLAND		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	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 Hotels & Resorts, Inc. (C. 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 407-650-1289		
<b>Signature:</b>	/Carol McKnight 407-650-1289/		

OP \$40.00 2022400

Date:

10/14/2005

**Total Attachments: 2**

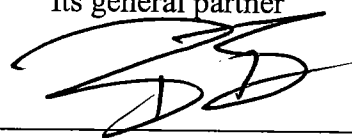
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ASSIGNMENT OF TRADEMARK

CNL DESERT RESORT, LP (“Assignor”), a limited partnership of the state of Delaware having an address of 450 South Orange Avenue, 12<sup>th</sup> Floor Legal Dept., 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, 12<sup>th</sup> Floor Legal Dept., 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



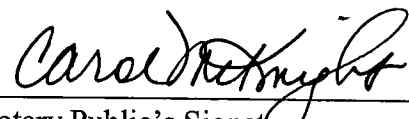
BY \_\_\_\_\_  
Barry A.N. Bloom  
Senior Vice President  
ASSIGNOR

Date: October 14, 2005

STATE OF FLORIDA  
COUNTY OF ORANGE


Sworn to and subscribed before me this 14<sup>th</sup> day of October 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 Pain - Insurance, Inc. 800-385-7019

  
\_\_\_\_\_  
Notary Public's Signature

(Seal)

SCHEDULE "A"

MARK	REG./SERIAL NO.
<p>(Design only)</p> 	<p>2022400</p>