

**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 Claremont Resort, Inc.       |  | 04/02/2004                | CORPORATION: DELAWARE |
| <b>RECEIVING PARTY DATA</b>      |  |                           |                       |
| <b>Name:</b>                     | CNL Claremont 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: 5</b> |  |                           |                       |
| <b>Property Type</b>             | <b>Number</b>  | <b>Word Mark</b>          |                       |
| Registration Number:             | 2602401  | SPA CLAREMONT             |                       |
| Registration Number:             | 2332128  | CLAREMONT RESORT & SPA    |                       |
| Registration Number:             | 2332127  | CLAREMONT RESORT & SPA    |                       |
| Registration Number:             | 2332126  | THE CLUB AT THE CLAREMONT |                       |
| Registration Number:             | 2332125  | THE SPA AT THE CLAREMONT  |                       |
| <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 Claremont 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   |                           |                       |

**OP \$140.00 2602401**

|   |                               |
|---|-------------------------------|
| ATTORNEY DOCKET NUMBER:   | 6905 CLAREMONT                |
| NAME OF SUBMITTER:  | Carol McKnight 407-650-1289   |
| Signature:  | /Carol McKnight 407-650-1289/ |
| Date:   | 10/17/2005                    |
| Total Attachments: 3<br>source=CNL Claremont Resort, LP - Cert of Conversion 4-2-04#page1.tif<br>source=CNL Claremont Resort, LP - Cert of Conversion 4-2-04#page2.tif<br>source=CNL Claremont Resort, LP - Cert of Conversion 4-2-04#page3.tif |                               |

# Delaware

PAGE 1

*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 CLAREMONT RESORT, LP" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWELFTH DAY OF MARCH, A.D. 1998, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF MAY, A.D. 2003, AT 10:02 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "KSL CLAREMONT RESORT, INC." TO "CNL CLAREMONT RESORT, LP", FILED THE SECOND DAY OF APRIL, A.D. 2004, AT 2:07 O'CLOCK P.M.

CERTIFICATE OF LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "KSL CLAREMONT RESORT, INC." TO "CNL CLAREMONT RESORT, LP", FILED THE SECOND DAY OF APRIL, A.D. 2004, AT 2:07 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.

2870859 8100H

040263889



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3044918

DATE: 04-12-04

TRADEMARK  
REEL: 003176 FRAME: 0174

**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 CLAREMONT RESORT, 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 CLAREMONT 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 CLAREMONT RESORT, 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 CLAREMONT RESORT, 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 March 12, 1998, 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 CLAREMONT RESORT, LP.
4. The conversion has been approved in accordance with the provisions of Section 266 and Section 228 of the DGCL.

KSL CLAREMONT RESORT, INC.

By: /s/ Barry A. N. Bloom

Barry A. N. Bloom  
Senior Vice President

CNL CLAREMONT 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 02:07 PM 04/02/2004  
FILED 02:07 PM 04/02/2004  
SRV 040238073 - 2870859 FILE*

\\DEL-SRV01\81266v01

**TRADEMARK  
REEL: 003176 FRAME: 0175**

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

KSL CLAREMONT RESORT, INC.

By: \_\_\_\_\_

  
Barry A. N. Bloom  
Senior Vice President

CNL CLAREMONT 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