

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
KSL Desert Resorts, Inc.		04/02/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CNL Resort SPE GP, LLC		
Street Address:	215 North Eola Drive		
City:	Orlando		
State/Country:	FLORIDA		
Postal Code:	32801		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2147965	LA QUINTA RESORT & CLUB	
CORRESPONDENCE DATA			
Fax Number:	(303)296-5310		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	303/298-5700		
Email:	ptodenver@gibsondunn.com		
Correspondent Name:	Peter F. Weinberg		
Address Line 1:	1801 California Street, Suite 4200		
Address Line 4:	Denver, COLORADO 80202		
ATTORNEY DOCKET NUMBER:	50264-00023		
NAME OF SUBMITTER:	Peter F. Weinberg		
Signature:	/Peter F. Weinberg/		
Date:	10/25/2005		

CH \$40.00 2147965

Total Attachments: 2
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Delaware

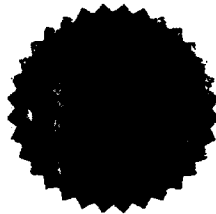
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "KSL DESERT RESORTS, INC." TO A DELAWARE LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "KSL DESERT RESORTS, INC." TO "CNL DESERT RESORT, LP", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2004, AT 2:06 O'CLOCK P.M.

2343835 8100V

050821123



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4210545

DATE: 10-06-05

TRADEMARK

REEL: 003181 FRAME: 0681

**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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