

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/27/1996

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
KSL LA QUINTA CORPORATION		03/27/1996	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	KSL DESERT RESORTS, INC.
Street Address:	56-140 PGA Boulevard
City:	La Quinta
State/Country:	CALIFORNIA
Postal Code:	92253
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2342039	LA QUINTA RESORT & CLUB

CORRESPONDENCE DATA

Fax Number: (303)296-5310
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 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:	50264-00022
NAME OF SUBMITTER:	Peter F. Weinberg
Signature:	/Peter F. Weinberg/

CH \$40.00 2342039

Date:

03/27/2006

Total Attachments: 3

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP WHICH MERGES:

"KSL LA QUINTA CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "KSL DESERT RESORTS, INC." UNDER THE NAME OF "KSL DESERT RESORTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF MARCH, A.D. 1996, AT 6:02 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.

2604261 8100M

960093217



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 7889730

DATE: 04-01-96

TRADEMARK
REEL: 1528 FRAME: 0548

TRADEMARK
REEL: 003277 FRAME: 0179

APR-01-96 MON 14:57
MAR-29-96 FRI 19:58

NCR PH# 734-1450
NCK PH# 734-1450

FAX NO. 3027341476

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
KSL LA QUINTA CORPORATION
INTO
KSL DESERT RESORTS, INC.
(PURSUANT TO SECTION 253 OF THE GENERAL
CORPORATION LAW OF DELAWARE)**

KSL Desert Resorts, Inc., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Corporation owns all of the outstanding shares of each class of the capital stock of KSL La Quinta Corporation, a Delaware corporation.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, duly adopted on the 21 day of March, 1996, determined to merge into itself KSL La Quinta Corporation effective upon the later to occur of: (i) March 31, 1996; or (ii) the merger of KSL Financial I Corporation, a Delaware corporation and KSL La Quinta Hotel Corporation, a Delaware corporation, into KSL La Quinta Corporation, on the conditions set forth in such resolutions:

RESOLVED: That KSL Desert Resorts, Inc. merge into itself its subsidiary, KSL La Quinta Corporation, and assume all of said subsidiary's liabilities and obligations effective upon the later to occur of: (i) March 31, 1996, or (ii) the merger of KSL Financial I Corporation, a Delaware corporation, and KSL La Quinta Hotel Corporation, a Delaware corporation, into KSL La Quinta Corporation;

FURTHER RESOLVED: That the President and the Secretary of this Corporation be and they hereby are directed to make, execute and acknowledge a certificate of ownership and merger setting forth a copy of the resolution to merge said KSL La Quinta Corporation effective upon the later to occur of: (i) March 31, 1996; or (ii) the merger of KSL Financial I Corporation, a Delaware corporation, and KSL La Quinta Hotel Corporation, a Delaware corporation, into KSL La Quinta Corporation, into this Corporation, and to assume said subsidiary's liabilities and obligations and to file the same in the office of the Secretary of State of Delaware and a certified copy thereof in the Office of the Recorder of Deeds of New Castle.

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:02 PM 03/29/1996
960093217 - 2604261

TRADEMARK
REEL: 1528 FRAME: 0549

TRADEMARK
REEL: 003277 FRAME: 0180

APR-01-96 MON 14:58
MAR-29-96 FRI 19:59

NCR PH# 734-1450
NCR PH# 734-1450

FAX NO. 3027341476
FAX NO. 3027341476

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IN WITNESS WHEREOF, said KSL Desert Resorts, Inc. has caused this certificate to be signed by Michael S. Skan its authorized officer, this 27 day of March, 1996.
Nola S. Dyal

KSL DESERT RESORTS, INC.,
a Delaware corporation

By: Michael S. Skan
Vice President

By: Nola S. Dyal
Secretary

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60670081 LA1/TMC/K49ES-010/03-22-96/tp

RECORDED: 11/21/1996

TRADEMARK
REEL: 1528 FRAME: 0550

RECORDED: 03/27/2006

TRADEMARK
REEL: 003277 FRAME: 0181