

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Morgans Hotel Group LLC		05/20/2004	LIMITED LIABILITY COMPANY: NEW YORK
RECEIVING PARTY DATA			
Name:	Morgans Hotel Group LLC		
Street Address:	475 10th Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2648615	BLUE DOOR	
Registration Number:	2948429	BLUE DOOR	
CORRESPONDENCE DATA			
Fax Number:	(312)984-7700		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-372-2000		
Email:	Chicago_IP_Docket@mwe.com		
Correspondent Name:	Michelle C. Burke		
Address Line 1:	227 West Monroe Street		
Address Line 2:	Suite 4400		
Address Line 4:	Chicago, ILLINOIS 60606-5096		
NAME OF SUBMITTER:	Michelle C. Burke		
Signature:	/Michelle C. Burke/		
Date:	01/16/2007		

CH \$65.00 2648615

Total Attachments: 3

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**CERTIFICATE OF CONVERSION
TO LIMITED LIABILITY COMPANY
OF
MORGANS HOTEL GROUP LLC**

Pursuant to Sections 18-204 and 18-214 of the
Delaware Limited Liability Company Act

1. The limited liability company was originally formed on the 11th day of August, 1997 under the laws of the State of New York. The limited liability company's jurisdiction of formation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is New York.
2. The name of the limited liability company immediately prior to the filing of this Certificate of Conversion to Limited Liability Company is Morgans Hotel Group LLC. The name under which the limited liability company was originally formed is West 57th LLC.
3. The name of the limited liability company into which the limited liability company shall be converted, as set forth in its Certificate of Formation, is Morgans Hotel Group LLC (the "LLC").

IN WITNESS WHEREOF, the LLC has caused this Certificate of Conversion to Limited Liability Company to be executed in its name this 20th day of May, 2004.

MORGANS HOTEL GROUP LLC

By: M. Gordon
Name: Marc Gordon
Title: Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:22 AM 05/20/2004
FILED 11:22 AM 05/20/2004
SRV 040370828 - 3805616 FILE

CERTIFICATE OF FORMATION

OF

MORGANS HOTEL GROUP LLC

1. The name of the limited liability company is MORGANS HOTEL GROUP LLC.

2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of MORGANS HOTEL GROUP LLC on this 20th day of May, 2004.

MORGANS HOTEL GROUP LLC

By:



Name: Marc Gordon

Title: Authorized Person

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