

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CNL Desert Resort, LP	FORMERLY KSL Desert Resorts, Inc.	10/17/2007	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	MS Resort Purchaser, LLC		
Street Address:	420 South Orange Avenue, Suite 600		
Internal Address:	Attn: Legal Dept		
City:	Orlando		
State/Country:	FLORIDA		
Postal Code:	32801-3313		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78280589	LA QUINTA	
CORRESPONDENCE DATA			
Fax Number:	(407)540-2702		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	407-650-1289		
Email:	cmcknight@cnlhotels.com		
Correspondent Name:	CNL Desert Resort, LP		
Address Line 1:	420 South Orange Avenue, Suite 700		
Address Line 2:	Attn: Legal Dept		
Address Line 4:	Orlando, FLORIDA 32801-3313		
NAME OF SUBMITTER:	/Carol McKnight 407-650-1289/		
Signature:	/CNL Desert Resort, LP/		
Date:	10/17/2007		

OP \$40.00 78280589

Total Attachments: 5

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source=LQ 78280589 Assignment to MS Purchaser 10-17-07#page1.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 DESERT RESORT, LP" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF JULY, A.D. 1993, AT 11 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTH DAY OF APRIL, A.D. 1996, AT 4:20 O'CLOCK P.M.

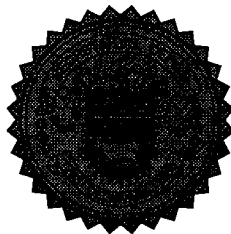
CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME FROM "KSL LANDMARK CORPORATION" TO "KSL DESERT RESORTS, INC.", FILED THE SIXTEENTH DAY OF MAY, A.D. 1997, AT 5:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JULY, A.D. 1997.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FIRST DAY OF JULY, A.D. 2000, AT 2:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SEVENTH DAY OF MAY, A.D. 2003, AT 10:03 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "KSL



2343835 8100H

040263898

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3044931

DATE: 04-12-04

TRADEMARK
REEL: 003641 FRAME: 0544

Delaware

PAGE 2

The First State

DESERT RESORTS, INC." TO "CNL DESERT RESORT, LP", FILED THE
SECOND DAY OF APRIL, A.D. 2004, AT 2:06 O'CLOCK P.M.

CERTIFICATE OF LIMITED PARTNERSHIP, CHANGING ITS NAME FROM
"KSL DESERT RESORTS, INC." TO "CNL DESERT RESORT, LP", FILED THE
SECOND DAY OF APRIL, A.D. 2004, AT 2:06 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.

2343835 8100H

040263898



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3044931

DATE: 04-12-04

TRADEMARK
REEL: 003641 FRAME: 0545

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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TRADEMARK
REEL: 003641 FRAME: 0546

CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED PARTNERSHIP

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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 DESERT RESORTS, INC.

By: 

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

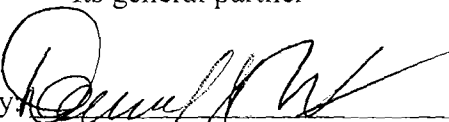
By: 

Barry A. N. Bloom
Senior Vice President

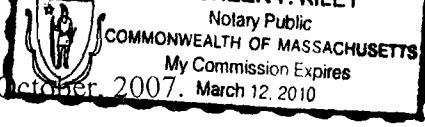
ASSIGNMENT OF TRADEMARK

KSL Desert Resorts, Inc., now known as CNL Desert Resort, LP ("Assignor") having an address of 420 South Orange Avenue, Suite 700, 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 **MS Resort Purchaser LLC** ("Assignee"), a limited liability company of the state of Delaware having an address of 420 South Orange Avenue, Suite 600, Orlando, Florida 32801, all right, title and interest Assignor has or may have in and to the trademark "LA QUINTA" US Patent and Trademark Serial No. 78,280,589. including all goodwill and United States Trademark registrations and applications associated therewith.

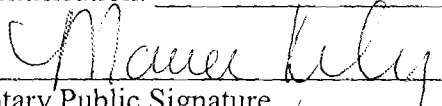
CNL DESERT RESORT, LP
Formerly KSL Desert Resorts, Inc.
By: CNL Resort SPE GP, LLC
Its general partner

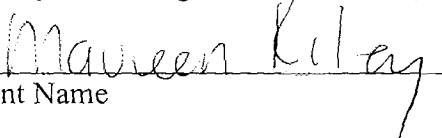
By: 
Daniel C. Wright, Vice President
ASSIGNOR

STATE OF MASSACHUSETTS
COUNTY OF SUFFOLK

Sworn to and subscribed before me this 17th day of October, 2007. 

Personally known to me Produced identification: _____


Notary Public Signature


Print Name

(SEAL)