

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	06/01/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Telluride Resort and Spa, L.L.C.	FORMERLY Telluride Resort and Spa, L.P.	06/01/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Telluride Resort and Spa L.L.C.
Street Address:	136 Country Club Drive
City:	Telluride
State/Country:	COLORADO
Postal Code:	81435
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	76193817	THE CABINS AT THE PEAKS
Serial Number:	76193815	THE CABINS & PENTHOUSES AT THE PEAKS
Registration Number:	3038609	THE PEAKS
Registration Number:	2448151	THE PEAKS
Registration Number:	3038608	THE PEAKS RESORT & SPA
Registration Number:	2649744	THE PEAKS RESORT & SPA
Registration Number:	3006781	THE PEAKS RESORT & SPA
Registration Number:	2618484	THE PEAKS RESORT & SPA
Registration Number:	1910574	THE PEAKS AT TELLURIDE
Serial Number:	76193816	THE PENTHOUSES AT THE PEAKS
Serial Number:	77140530	THE PEAKS RESORT & GOLDEN DOOR · SPA

CORRESPONDENCE DATA

900092165

**TRADEMARK
 REEL: 003663 FRAME: 0788**

CH \$290.00 76193817

Fax Number: (305)416-3190
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 305-416-3180
Email: dl@lydeckerlaw.com
Correspondent Name: Deborah Lee-Serafini
Address Line 1: 1201 Brickell Avenue, 5th Floor
Address Line 4: Miami, FLORIDA 33131

ATTORNEY DOCKET NUMBER:	TELLURIDE CHANGE OF NAME
NAME OF SUBMITTER:	Deborah Lee
Signature:	/deborahlee/
Date:	11/16/2007

Total Attachments: 4
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Delaware

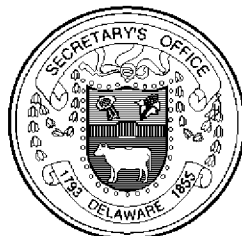
PAGE 1

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 LIMITED PARTNERSHIP UNDER THE NAME OF "TELLURIDE RESORT AND SPA L.P." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "TELLURIDE RESORT AND SPA L.P." TO "TELLURIDE RESORT AND SPA L.L.C.", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2007, AT 6:55 O'CLOCK P.M.

2348458 8100V

070666098



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5724565

DATE: 06-01-07

TRADEMARK
REEL: 003663 FRAME: 0790

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 CERTIFICATE OF FORMATION OF "TELLURIDE RESORT AND SPA L.L.C." FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2007, AT 6:55 O'CLOCK P.M.



2348458 8100V

070666098

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5724565

DATE: 06-01-07

TRADEMARK

REEL: 003663 FRAME: 0791

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
TELLURIDE RESORT AND SPA, L.P.
(A Delaware Limited Partnership)
TO
TELLURIDE RESORT AND SPA L.L.C.
(A Delaware Limited Liability Company)**

This Certificate of Conversion to Limited Liability Company, dated as of June 1, 2007 (this "Certificate of Conversion"), is being duly executed and filed by the undersigned, as an authorized person, to convert TELLURIDE RESORT AND SPA, L.P., a Delaware Limited Partnership (the "Partnership"), to TELLURIDE RESORT AND SPA L.L.C., a Delaware limited liability company (the "Company"), under the Delaware Revised Uniform Limited Partnership Act (6 Del.C. § 17-101, *et seq.*), and the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*).

1. The Partnership was first formed on August 23, 1993. The jurisdiction of the Partnership at the time it was first formed, and the jurisdiction of the Partnership immediately prior the filing of this Certificate of Conversion, was the State of Delaware.
2. The Partnership's name immediately prior to the filing of this Certificate of Conversion was TELLURIDE RESORT AND SPA, L.P.
3. The name of the Delaware limited liability company into which the Partnership shall be converted as set forth in its certificate of formation is TELLURIDE RESORT AND SPA L.L.C.
4. The conversion of the Partnership to the Company shall be effective upon the filing of this Certificate of Conversion and a certificate of formation of the Company in the office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first-above written.



Name: Amy Abbazia
Title: Authorized Person

CERTIFICATE OF FORMATION
OF
TELLURIDE RESORT AND SPA L.L.C.

This Certificate of Formation of TELLURIDE RESORT AND SPA L.L.C., dated as of June 2, 2007, has been duly executed and is being filed by Amy Abbazia, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is Telluride Resort and Spa L.L.C.

SECOND. The address of the registered office of the LLC in the State of Delaware is c/o National Registered Agents, Inc., 160 Greentree Drive, Suite 101 in the City of Dover, County of Kent, Delaware 19904.

THIRD. The name and address of the registered agent for service of process on the LLC in the State of Delaware are National Registered Agents, Inc., 160 Greentree Drive, Suite 101 in the City of Dover, County of Kent, Delaware 19904.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.



Name: Amy Abbazia
Authorized Person

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