

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

02/14/2008
 900099160

SUBMISSION TYPE:		CORRECTIVE ASSIGNMENT	
NATURE OF CONVEYANCE:		Corrective Assignment to correct the assignee name previously recorded on Reel 003641 Frame 0542. Assignor(s) hereby confirms the assignment of the mark together with the associated goodwill.	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CNL Desert Resort, LP		02/14/2008	LIMITED PARTNERSHIP; DELAWARE
RECEIVING PARTY DATA			
Name:	MSR Hotels & Resorts, Inc.		
Street Address:	420 South Orange Avenue		
Internal Address:	Suite 600		
City:	Orlando		
State/Country:	FLORIDA		
Postal Code:	32801		
Entity Type:	CORPORATION; MARYLAND		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78280589	LA QUINTA	
CORRESPONDENCE DATA			
Fax Number:	(617)574-7659		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	617-574-4153		
Email:	lbillone@goulstonstorr.com		
Correspondent Name:	Lisa Billone		
Address Line 1:	400 Atlantic Avenue		
Address Line 2:	Goulston & Storrs, P.C.		
Address Line 4:	Boston, MASSACHUSETTS 02110		
NAME OF SUBMITTER:	Lisa Billone		
Signature:	/Lisa Billone/		

OP \$40.00 78280589

FEB-26-08

10:38AM

FROM-GOULSTON & STORRS

+1-617

T-343

P.002/012

F-636

TO:LISA BILLONE COMPANY:400 ATLANTIC AVENUE

Date:

02/14/2008

Total Attachments: 1

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TRADEMARK

REEL: 003726 FRAME: 0643

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
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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

900089569

TRADEMARK
 REEL: 003641 FRAME: 0542
TRADEMARK
 REEL: 003726 FRAME: 0644

Total Attachments: 5

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source=CNL Desert Resort, LP - Cert of Conversion 4-2-04#page2.tif

source=CNL Desert Resort, LP - Cert of Conversion 4-2-04#page3.tif

source=CNL Desert Resort, LP - Cert of Conversion 4-2-04#page4.tif

source=LQ 78280589 Assignment to MS Purchaser 10-17-07#page1.tif

CORRECTIVE 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 MSR Hotels & Resorts, Inc. ("Assignee"), a corporation of the state of Maryland 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

Effective Date: October 17, 2007

By: [Signature]
Daniel C. Wright, Vice President
ASSIGNOR

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK

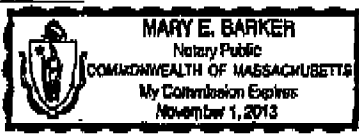
Sworn to and subscribed before me this 14th day of January 2008.

Personally known to me Produced identification: _____

[Signature]
Notary Public Signature

MARY E. BARKER
Print Name

(SEAL)



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.

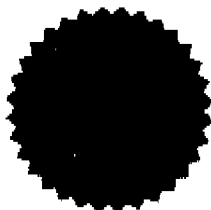
CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-FIRST DAY OF JULY, A.D. 2000, AT 2:30 O'CLOCK P.M.

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
TRADEMARK
REEL: 003726 FRAME: 0647

Delaware

PAGE 2

The First State

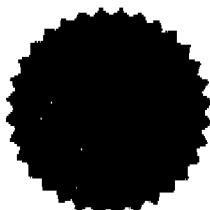
DESERT RESORTS, INC." TO "CNL DESERT RESORT, LP", FILED THE
SECOND DAY OF APRIL, A.D. 2004, AT 2:06 O'CLOCK P.M.

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
TRADEMARK
REEL: 003726 FRAME: 0648

FROM 3147 #3

(FRI) 4. 2'04 17:07 ST. 17:05, NO. 4664901040 F 6

**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

WDEL-SRV018126601


TRADEMARK
REEL: 003641 FRAME: 0546
TRADEMARK
REEL: 003726 FRAME: 0649

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: 
Barry A. N. Bloom
Senior Vice President

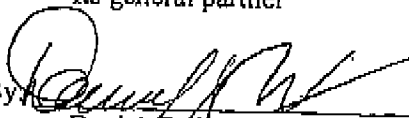
CNL DESERT RESORT, LP,
by CNL RESORT SPE GP, LLC, a Delaware
limited liability company, as its sole General
Partner

By: 
Barry A. N. Bloom
Senior Vice President

ASSIGNMENT OF TRADEMARK

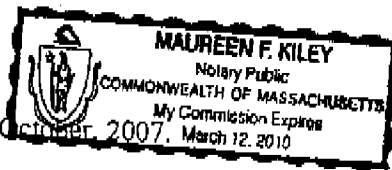
KSL Desert Resorts, Inc., now known as CNL Desert Resort, LP ("Assignor") having an address of 420 South Orange Avenue, Suite 700, Orlando, Florida 32801, in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, receipt of which is hereby acknowledged, transfers and assigns 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

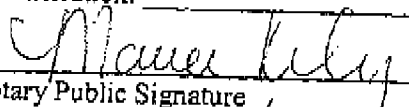
By: 
Daniel C. Wright, Vice President
ASSIGNOR

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

Maureen Kiley
Print Name

(SEAL)

RECORDED: 10/17/2007

RECORDED: 02/14/2008

TRADEMARK
REEL: 003641 FRAME: 0548
TRADEMARK

REEL: 003726 FRAME: 0651