

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
Omni RLP Holdings, LLC		09/10/2013	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Omni Hotels Management Corporation
Street Address:	4001 Maple Avenue
Internal Address:	Suite 500
City:	Dallas
State/Country:	TEXAS
Postal Code:	75219
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	3247337	RANCHO LAS PALMAS RESORT & SPA
Registration Number:	3244969	RANCHO LAS PALMAS
Registration Number:	3251548	
Registration Number:	3312511	SPA LAS PALMAS
Registration Number:	3348507	SPA LAS PALMAS
Registration Number:	3247339	
Registration Number:	3247338	RANCHO LAS PALMAS RESORT & SPA
Registration Number:	3779176	RANCHO LAS PALMAS RESORT LEASING
Registration Number:	3779121	RANCHO LAS PALMAS COUNTRY CLUB
Registration Number:	3729160	RANCHO LAS PALMAS RESORT REALTY
Registration Number:	3492284	BLUEMBER
Registration Number:	3429876	RANCHO LAS PALMAS RESORT & SPA
Registration Number:	3429872	SPA LAS PALMAS

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Registration Number:	3429871	SPA LAS PALMAS
Registration Number:	3573346	RANCHO LAS PALMAS COUNTRY CLUB

CORRESPONDENCE DATA

Fax Number: 3122367516
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: 312-368-4000
 Email: ch.tm@dlapiper.com, debbie.leget@dlapiper.com
 Correspondent Name: Mark I. Feldman, DLA Piper LLP (US)
 Address Line 1: P.O. Box 64807
 Address Line 4: Chicago, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	365392-1 OMNI RLP
NAME OF SUBMITTER:	Mark I. Feldman
Signature:	/Mark I Feldman/
Date:	09/11/2013

Total Attachments: 2
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ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, Omni RLP Holdings, LLC, a Delaware limited liability company, having a place of business at 4001 Maple Avenue, Suite 500, Dallas, Texas 75219 ("Assignor"), is the sole and exclusive owner of the United States trademark registrations described on Exhibit A attached hereto and made a part hereof (the "Marks"); and

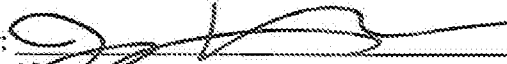
WHEREAS, Omni Hotels Management Corporation, a Delaware corporation, having a place of business at 4001 Maple Avenue, Suite 500, Dallas, Texas 75219 ("Assignee"), desires to acquire the entire right, title and interest in, to and under the said Marks and the registrations thereof;

NOW, THEREFORE, effective as of June 30, 2013, for and in consideration of the sum of One Dollar (\$1.00), to it in hand paid by said Assignee, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, said Assignor does hereby sell, assign, transfer and set over to said Assignee all its right, title and interest in, to and under said Marks and registrations, together with the goodwill of the business symbolized by the Marks, together with all rights and privileges granted and secured thereby, including the right to sue and recover for any past infringement, said rights to be held and enjoyed by said Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made.

AND, said Assignor hereby covenants that it has full right to convey the entire interest herein assigned.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment by its proper officers thereunto duly authorized.

OMNI RLP HOLDINGS, LLC

By: 
Name: JEANETTE J. CORTAZ
Title: VICE PRESIDENT AND SENIOR MANAGER
Date: SEPTEMBER 10, 2013

SCHEDULE 3.2(f)

INTELLECTUAL PROPERTY

Registration No.	Description
3247337	RANCHO LAS PALMAS RESORT & SPA
3244969	RANCHO LAS PALMAS
3251548	MISC. DESIGN (Diamond & Palm Tree Logo)
3312511	SPA LAS PALMAS & Design
3348507	SPA LAS PALMAS
3247339	MISC. DESIGN (3 Palm Trees Logo)
3247338	RANCHO LAS PALMAS RESORT & SPA & Design
3779176	RANCHO LAS PALMAS RESORT LEASING
3779121	RANCHO LAS PALMAS COUNTRY CLUB
3739169	RANCHO LAS PALMAS RESORT REALTY
3492284	BLUEMBER
3429876	RANCHO LAS PALMAS RESORT & SPA & Design
3429872	SPA LAS PALMAS & Design
3429871	SPA LAS PALMAS
3573346	RANCHO LAS PALMAS COUNTRY CLUB & Design
63720 (California State Registration)	PALMS CAFÉ