

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion and Change of Name

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Regent Hospitality Worldwide Inc.		06/11/2010	CORPORATION: MINNESOTA

**RECEIVING PARTY DATA**

<b>Name:</b>	Regent Hospitality Worldwide, LLC
<b>Street Address:</b>	12755 State Highway 55
<b>City:</b>	Minneapolis
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	55441
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MINNESOTA

**PROPERTY NUMBERS Total: 17**

Property Type	Number	Word Mark
Registration Number:	3205643	CIRCLES OF INTEREST
Registration Number:	1521777	R
Registration Number:	2227789	R
Registration Number:	1629732	R
Registration Number:	3386048	LIVE THE LUXURY
Registration Number:	3300968	LIVE THE LUXURY
Registration Number:	2654664	LUXURY FOR ALL THE SENSES
Registration Number:	2810457	PARTNER ADVANTAGE
Registration Number:	1139113	REGENT
Registration Number:	3368573	REGENT
Registration Number:	3368577	REGENT
Registration Number:	3572244	REGENT
Registration Number:	3311971	REGENT SEVEN SEAS CRUISES
Registration Number:	3311970	REGENT SEVEN SEAS CRUISES

OP \$440.00 3205643

Registration Number:	3588011	TAO OF REGENT
Registration Number:	1514562	THE REGENT
Registration Number:	3285882	THE REGENT TRAVEL CONCIERGE

**CORRESPONDENCE DATA**

Fax Number: (202)408-4400  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 202.408.4050  
Email: docketing@finnegan.com  
Correspondent Name: David M. Kelly  
Address Line 1: 901 New York Avenue, N.W.  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20001

ATTORNEY DOCKET NUMBER:	11456.0001-00000
NAME OF SUBMITTER:	David M. Kelly
Signature:	/David M. Kelly/
Date:	08/18/2010

**Total Attachments: 10**  
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State of Minnesota

**SECRETARY OF STATE**

**CERTIFICATE OF GOOD STANDING**

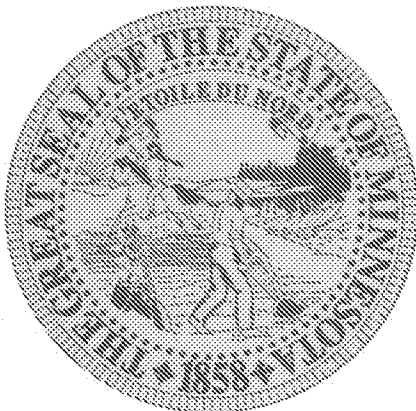
I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The limited liability company listed below is a limited liability company formed or registered to do business under the laws of Minnesota; the limited liability company was formed by the filing of articles of organization or registered to do business by filing an application for a certificate of authority with the Office of the Secretary of State on the date listed below; the limited liability company is governed by Chapter 322B of Minnesota Statutes; and this limited liability company is authorized to do business as a limited liability company at the time this certificate is issued.

Name in Minnesota: Regent Hospitality Worldwide, LLC

State of Organization: Minnesota

Date Formed or Registered: 06/11/2010

This certificate has been issued on: June 11, 2010.



*Mark Ritchie*  
Secretary of State.

TRADEMARK

REEL: 004262 FRAME: 0960

9L-422

DC CV



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ARTICLES OF CONVERSION  
OF  
REGENT HOSPITALITY WORLDWIDE, INC.

Pursuant to the relevant provisions of section 302A of the Minnesota Business Corporation Act (the "MBCA"), the undersigned corporation does hereby adopt the following Articles of Conversion for the purpose of converting Regent Hospitality Worldwide, Inc., a Minnesota corporation (the "Converting Entity"), into Regent Hospitality Worldwide, LLC, a Minnesota limited liability company (the "Converted Entity"), and does hereby certify as follows:

1. The name of the Converting Entity is Regent Hospitality Worldwide, Inc., a Minnesota corporation. The Converted Entity will be named "Regent Hospitality Worldwide, LLC" and will be a limited liability company governed by the laws of the state of Minnesota.

2. A Plan of Conversion (attached hereto as Exhibit A) has been adopted and approved by the Converting Entity pursuant to the provisions of section 302A.685 of the MBCA.

3. The Articles of Organization for the Converted Entity are attached hereto as Exhibit B.

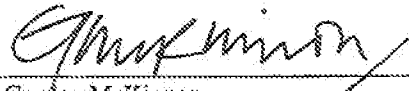
4. All the properties and assets of the Converting Entity will be transferred to the Converted Entity following the conversion.

*[Signature page follows.]*

IN WITNESS WHEREOF, the undersigned has caused these Articles of Conversion to be executed as of June 14, 2010. I certify that the foregoing is true and accurate and that I have authority to sign this document, and I further certify that by signing this document I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this under oath.

ON BEHALF OF:

Regent Hospitality Worldwide, Inc.,  
a Minnesota corporation

By:   
Name: Gordon McKinnon  
Title: Chairman of the Board, Chief Executive Officer,  
Executive Vice President and Chief Branding  
Officer

*[Signature Page to Articles of Conversion]*

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**EXHIBIT A**  
**Plan of Conversion**

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**TRADEMARK**  
**REEL: 004262 FRAME: 0963**

PLAN OF CONVERSION  
of  
REGENT HOSPITALITY WORLDWIDE, INC.,  
a Minnesota corporation  
into  
REGENT HOSPITALITY WORLDWIDE, LLC,  
a Minnesota limited liability company

THIS PLAN OF CONVERSION (this "Plan"), dated as of June 11, 2010, sets forth the terms, conditions, and other provisions with respect to the proposed conversion of Regent Hospitality Worldwide, Inc., a Minnesota corporation, into a Minnesota limited liability company. This Plan and the conversion described herein have been approved as required by the applicable provisions of the Minnesota Business Corporation Act.

1. Name of the Converting and Converted Entities. The name of the converting entity is Regent Hospitality Worldwide, Inc., a Minnesota corporation (the "Converting Entity"). The name of the converted entity is Regent Hospitality Worldwide, LLC, a Minnesota limited liability company (the "Converted Entity").

2. Continuation. The Converting Entity is continuing its existence in the organizational form of the Converted Entity.

3. Entity and Jurisdiction of Converted Entity. The Converted Entity is to be a limited liability company, and the State under the laws of which the Converted Entity is to be formed is the State of Minnesota.

4. Manner of Conversion of Shares. The shares of Carlson Hospitality Group, Inc., the sole shareholder of the Converting Entity, are hereinafter referred to as the "Shares." A member's limited liability company membership interest in the Converted Entity is herein referred to as an "LLC Membership Interest." The manner and basis of converting the Shares of the Converting Entity into an LLC Membership Interest in the Converted Entity shall be as follows:

The Shares in the Converting Entity immediately prior to the Effective Date (as defined in Section 6 hereof), and all rights in respect thereof, shall forthwith, on the Effective Date, automatically, and without further action on the part of the Converting Entity, be converted into a 100% Limited Liability Company Membership Interest in the Converted Entity.

Upon formation of the Converted Entity, Carlson Hospitality Group, Inc. shall automatically, and without further action on the part of the Converting Entity, become the Converted Entity's sole member with a 100% LLC Membership Interest in the Converted Entity.

5. Certificate of Formation of Converted Entity. The Articles of Organization of the Converted Entity are attached hereto as Exhibit "A" and are incorporated herein by reference.

6. Effective Time. The conversion will be effective as indicated in the Articles of Conversion filed with the Secretary of State of the State of Minnesota.

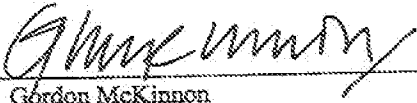
7. Properties and Assets. All the properties and assets of the Converting Entity will be transferred to the Converted Entity following the conversion.

[Signature page follows.]



IN WITNESS WHEREOF, the undersigned has adopted this Plan as of the date first above written.

REGENT HOSPITALITY WORLDWIDE, INC.,  
a Minnesota corporation

By:   
Name: Gordon McKinnon  
Title: Chairman of the Board, Chief Executive Officer,  
Executive Vice President and Chief Branding  
Officer

*[Signature Page to Plan of Conversion]*

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EXHIBIT A

Articles of Organization  
of  
Regent Hospitality Worldwide, LLC  
a Minnesota limited liability company

See attached.

**EXHIBIT B**  
**Articles of Organization**

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**TRADEMARK**  
**REEL: 004262 FRAME: 0968**

ARTICLES OF ORGANIZATION

OF

REGENT HOSPITALITY WORLDWIDE, LLC

The undersigned, being of full age and for the purpose of forming a limited liability company for general business purposes under Chapter 322B of the Minnesota Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

Name

The name of the limited liability company is Regent Hospitality Worldwide, LLC (the "Company").

ARTICLE II

Registered Office


The address of the registered office of the Company is 12755 State Highway 55, Minneapolis, Minnesota 55441.

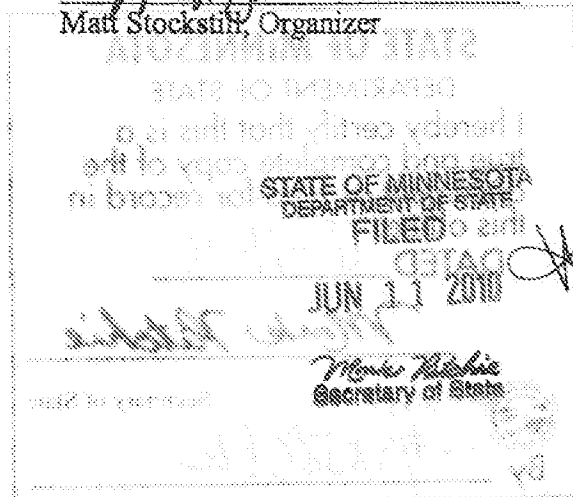
ARTICLE III

Organizer

The name and address of the sole organizer of the Company is Matt Stockstill, Locke Lord Bissell & Liddell LLP, 2200 Ross Ave., Suite 2200, Dallas, TX 75201.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization of the Company this 11th day of June, 2010.

  
Matt Stockstill, Organizer



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