

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks Recorded at Reel/Frame 1388/0770		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Bank of Nova Scotia		12/22/2011	Financial Institution: UNITED STATES
RECEIVING PARTY DATA			
Name:	MS Resort Purchaser LLC		
Street Address:	1251 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10020		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2042277		
Registration Number:	2032700	THE SPA	
CORRESPONDENCE DATA			
Fax Number:	(312)862-2200		
Phone:	312-862-3865		
Email:	christine.casey@kirkland.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Kirkland & Ellis LLP		
Address Line 1:	300 N. LaSalle Street, 28th Floor		
Address Line 2:	c/o Christine Casey		
Address Line 4:	Chicago, ILLINOIS 60654		
ATTORNEY DOCKET NUMBER:	12375-22 CAC		
NAME OF SUBMITTER:	Christine Casey		

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Signature:	/Christine Casey/
Date:	12/23/2011
Total Attachments: 2 source=KSL Release#page1.tif source=KSL Release#page2.tif	

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This **RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of December 22, 2011, is made by The Bank of Nova Scotia, a Canadian incorporated chartered bank ("Secured Party"), in favor of MS Resort Purchaser LLC, a Delaware limited liability company located at 1251 Avenue of the Americas, New York, New York 10020, (successor to MSR Hotels & Resorts, Inc.'s intellectual property by assignment).

WHEREAS, reference is made to that certain Agreement, dated as of August 4, 1995 (as may have been amended, modified or supplemented from time to time, the "Security Agreement") by and among KSL Hotel Corp., on the one hand, and Secured Party, on the other hand;

WHEREAS, KSL Hotel Corp. granted a security interest in the trademarks listed on the attached Schedule I (the "Trademarks") to Secured Party pursuant to the Security Agreement recorded at the Assignment Division of the U.S. Patent and Trademark Office ("PTO") on August 4, 1995 at Reel 1388, Frame 0770;

WHEREAS, KSL Hotel Corp. changed its name to CNL Resort Hotel, LP on April 2, 2004, and such change was recorded by the PTO on March 8, 2005;

WHEREAS, CNL Resort Hotel, LP assigned its interest in the Trademarks to CNL Hotels & Resorts, Inc. on June 14, 2005;

WHEREAS, CNL Resort Hotel, LP changed its name to MSR Hotels & Resorts, Inc.;

WHEREAS, MSR Hotels & Resorts, Inc. assigned its interest in the Trademarks to MS Resort Purchaser LLC on June 21, 2007; and

WHEREAS, the Secured Party has agreed to terminate and release its security interest in the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby (i) terminates and releases its security interest in the Trademarks, (ii) acknowledges and authorizes the recording hereof at the PTO, and (iii) agrees to execute and deliver any further releases or termination statements as may be reasonably necessary to effect the termination and release contemplated hereby.


IN WITNESS WHEREOF, the Secured Party has caused this instrument to be duly executed as of the twenty-second day of December, 2011

THE BANK OF NOVA SCOTIA

By: Mel Mandelbaum
Mel Mandelbaum
Managing Director

SCHEDULE 1

U.S. TRADEMARK REGISTRATIONS

Mark	Jurisdiction	Reg. No.
SPA DESIGN 	US	2042277
THE SPA	US	2032700