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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

ER SHEET
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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Resort Property Management, Inc.
1355-B Lynnfield Road, Suite 245
Memphis, TN 38119

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation Utah
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent
Internal Address: NC1-001-15-04
Street Address: Independence Center, 15th Floor
101 North Tryon Street
City: Charlotte State: North Carolina Zip: 28255

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation
☒ Other National Banking Association

Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of Conveyance:

☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Notice of Grant of Security Interest In Trademarks
Execution Date: May 26, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): N/A

B. Trademark Registration No.(s): 2,074,276; 2,159,210

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Arlene D. Hanks, Esq.
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street, Suite 800
City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.4): ..... $ 65.00
☒ Enclosed
☒ Authorized to be charged to deposit account
(Any Deficiency)

8. Deposit account number:
13-4365
(Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Arlene D. Hanks, Esq. — Name of Person Signing
Arlene D. Hanks — Signature
7/7/98 — Date

Total number of pages including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

07/13/1998 TTON11 00000252 2074276
01 FC:481 40.00 OP
02 FC:482 25.00 OP

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Chris Harrison
(Typed or printed name of person signing the certificate)

(Signature of the person signing the certificate)

7-7-98
(Date of Signature)

NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of May 26, 1998 (the "Security Agreement") by and among the Credit Parties party thereto (each a "Credit Party" and collectively, the "Credit Parties") and NationsBank, N.A., as Agent (the "Agent") for the lenders referenced therein (the "Lenders"), the undersigned Credit Party has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

Trademark No.	Description of Trademark Item	Date of Trademark

See attached Schedule A

[The remainder of this page is intentionally left blank.]

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The undersigned Credit Party and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

RESORT PROPERTY MANAGEMENT, INC.,
a Utah corporation

By: _____
Name: John K. Lines
Title: Sr. Vice President, Secretary + General Counsel

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: _____
Name: John N. Ellington
Title: Vice President

SCHEDULE A

U. S. Registered Trademarks of
Resort Property Management, Inc.

Mark	Registration Number	Registration Date
CENTRAL RESERVATIONS OF PARK CITY and Design	2,074,276	06/24/97
CENTRAL RESERVATIONS OF PARK CITY	2,159,210	05/19/98

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