

10-22-1998



100801657

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

MRD 6-1-98

8/18/98

Submission Type

New
Resubmission (Non-Recordation)
Document ID #
Correction of PTO Error
Reel # Frame #
Corrective Document
Reel # Frame #

Conveyance Type

Assignment License
Security Agreement Nunc Pro Tunc Assignment
Merger Effective Date
Month Day Year
Change of Name
Other

Conveying Party

Mark if additional names of conveying parties attached

Name Callaway Land & Cattle Co. Inc.

Execution Date
Month Day Year
04 28 98

Formerly

Individual General Partnership Limited Partnership Corporation Association
Other

Citizenship/State of Incorporation/Organization Florida

Receiving Party

Mark if additional names of receiving parties attached

Name Reserve Homes Ltd.

DBA/AKA/TA

Composed of

Address (line 1) c/o Gunster, Yoakley, Valdes-Fauli & Stewart

Address (line 2) 777 South Flagler Drive

Address (line 3) West Palm Beach

FL
State/Country

33401

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

06/03/1998 110411 0000037 203623

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 75.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) in plain paper to
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
REEL: 1765 FRAME: 0503

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name Susan M. Daly, Esq.

Address (line 1) Gunster, Yoakley, Valdes-Fauli & Stewart

Address (line 2) Broward Financial Centre, Suite 1400

Address (line 3) 500 East Broward Blvd.

Address (line 4) Ft. Lauderdale, FL 33394

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 6

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)	Registration Number(s)
	2096625
	2088750
	2043218
	2073415

Number of Properties Enter the total number of properties involved. # 4

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 115.00

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Susan Daly
Name of Person Signing

Susan M. Daly
Signature

8/18/98
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
04 20 98

Name Reserve Sales, Inc.

Formerly

Individual General Partnership Limited Partnership Corporation Association
Other

Citizenship State of Incorporation/Organization Florida

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual City State/Country General Partnership Limited Partnership
Corporation Association
Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

TRADEMARK ASSIGNMENT

WHEREAS, RESERVE REALTY SALES, INC., a Florida Corporation, having its principal offices at 2172 Reserve Park Trace, Port St. Lucie, Florida 34986, ("RRSI") adopted, used, and was the owner of the following trademarks now registered in the United States Patent and Trademark Office ("Trademarks"):

<u>Trademark</u>	<u>Registration No.</u>	<u>Date of Registration</u>
MISCELLANEOUS DESIGN	2096625	September 16, 1997
MISCELLANEOUS DESIGN	2088750	August 19, 1997
THE RESERVE	2043218	March 11, 1997
THE RESERVE	2073415	June 24, 1997

WHEREAS, CALLAWAY LAND & CATTLE CO., INC., a Florida Limited Partnership, ("CALLAWAY") and RESERVE SALES, INC. ("SALES") acquired the Trademarks pursuant to Agreement dated February 3, 1997 between RRSI and CALLAWAY and SALES. This transfer of the Trademarks was confirmed by Confirmatory Assignment dated April 20, 1998, attached hereto and made a part hereof as Exhibit A.

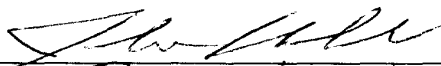
WHEREAS, CALLAWAY and SALES are the current owners of the Trademarks, and have adopted, and are using said Trademarks registered in the United States Patent and Trademark Office.

WHEREAS, RESERVE HOMES LTD, a Delaware limited Partnership ("RESERVE") is desirous of acquiring the Trademarks and the goodwill symbolized therewith.


NOW THEREFORE, in consideration of the sum of one dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, CALLAWAY and SALES, hereby assign to RESERVE all right, title and interest in the United States and worldwide in and to the Trademarks and the registrations therefor, together with the goodwill of the business symbolized by the Trademarks and the registrations thereof.

Signed this 20th day of April, 1998.

CALLAWAY LAND & CATTLE CO., INC.

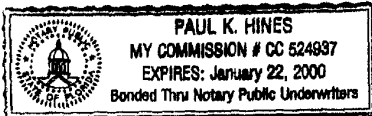
By: 
 President

RESERVE SALES, INC.

By: 
 President

State of Florida)
) ss.
County of MARTIN)

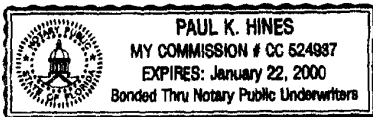
On this 20th day of April, 1998, personally appeared John W. Holcomb, as President of CALLAWAY LAND & CATTLE CO., INC. to me known or has produced DRIVER'S LICENSE as identification, the assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of assignor pursuant to authority duly received.



Paul K. Hines
Notary signature
Paul K. Hines
Name of Notary Printed or Stamped
My Commission Expires: 1/22/2000
My Commission Number: 524937

State of Florida)
) ss.
County of MARTIN)

On this 20th day of April, 1998, personally appeared William C. Wingfield III as President of RESERVE SALES, INC. to me known or has produced DRIVER'S LICENSE as identification, the assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of assignor pursuant to authority duly received.



Paul K. Hines
Notary signature
Paul K. Hines
Name of Notary Printed or Stamped
My Commission Expires: 1/22/2000
My Commission Number: 524937

RESERVE REALTY SALES, INC.

David A. Ward

By: DAVID A. WARD

Its: PRESIDENT

STATE OF VERMONT

COUNTY OF BENNINGTON

The foregoing instrument was acknowledged before me this 20th day of April, 1998, by DAVID A. WARD, its PRESIDENT, on behalf of Reserve Realty Sales, Inc., who:

is personally known to me; or
 has produced vt. DR. lic # 41228245 as identification;

and who did OR did not take an oath.

(Notary Seal)

Eva N. Hess
Notary Public

EVA N HESS
Name of Notary Typed, Printed or Stamped
My Commission expires: 2-10-99
My Commission number: 1/4

David A. Ward

DAVID A. WARD

STATE OF VERMONT

COUNTY OF BENNINGTON

The foregoing instrument was acknowledged before me this 20th day of April, 1998, by DAVID A. WARD who:

[] is personally known to me; or
[] has produced VT - DR LIC # 41228245 as identification;

and who did OR did not [] take an oath.

(Notary Seal)

Eva N. Hess
Notary Public

EVA N. HESS
Name of Notary Typed, Printed or Stamped
My Commission expires: 2-10-99
My Commission number: N/A

Robert A. Noble Jr.
ROBERT A. NOBLE, JR.

STATE OF Florida

COUNTY OF St. Lucie

The foregoing instrument was acknowledged before me this 20th day of April, 1998, by ROBERT A. NOBLE, JR. who:

[] is personally known to me; or
[X] has produced Florida drivers license as identification;

and who did [] OR did not [X] take an oath.

(Notary Seal)

Christine Perkins
Notary Public



Name of Notary Typed, Printed or Stamped
My Commission expires: _____
My Commission number: _____

83806.1

**EXHIBIT A
CONFIRMATORY ASSIGNMENT OF REGISTERED TRADEMARKS**

WHEREAS, RESERVE REALTY SALES, INC., a Florida Corporation, having its principal offices at 2172 Reserve Park Trace, Port St. Lucie, Florida 34986 ("RRSI") adopted, used, and was the owner of the following listed trademarks registered in the United States Trademark Office ("Trademarks"):

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration</u>
MISCELLANEOUS DESIGN	2096625	September 16, 1997
MISCELLANEOUS DESIGN	2088750	August 19, 1997
THE RESERVE	2043218	March 11, 1997
THE RESERVE	2073415	June 24, 1997

WHEREAS, on February 3, 1997 CALLAWAY LAND & CATTLE CO. INC., a Florida Limited Partnership ("CALLAWAY") and RESERVE SALES, INC. a Florida Corporation ("SALES") acquired all rights to the Trademarks from RRSI;

WHEREAS, CALLAWAY and SALES have been using the Trademarks since February 3, 1997;

WHEREAS, RRSI did not record evidence of the Trademark transfer in the records of the United States Patent and Trademark Office;

WHEREAS, RRSI confirms the assignment of the Trademarks together with the interest and good will of the business symbolized by the Trademarks and registrations thereof to CALLAWAY and SALES and desires to execute a confirmatory assignment to be recorded with the United States Patent and Trademark Office evidencing same;

NOW, THEREFORE, in consideration of the sum of one (\$1.00) Dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, RRSI, hereby confirms the assignment the Trademarks together with the interest and good will symbolized by the Trademarks and registrations thereof to CALLAWAY and SALES and executes this confirmatory assignment evidencing such assignment to be recorded with the United States Patent and Trademark Office.

Signed at Beverly Hills, CA this 20 day of April, 1998