

08-26-1998



100804172

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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)

City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
 - Other
 - Citizenship/State of Incorporation/Organization
- 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.)

FOR OFFICE USE ONLY

08/19/1998 SSMITH 00000056 2165013

01 FC:481 40.00 OP
02 FC:482 100.00 OP

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 FOR INFORMATION TO THE PATENT AND TRADEMARK OFFICE.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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)		
<input type="text" value="74675754"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2165013"/>	<input type="text" value="2075351"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2012838"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2075310"/>	<input type="text"/>	<input type="text"/>

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

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

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.

Kathy G. Drobnak  8/11/98
Name of Person Signing Signature Date Signed

WHEN RECORDED, RETURN TO:

Gallagher & Kennedy, P.A.
2600 North Central Avenue
Phoenix, Arizona 85004
Attn: Gregory L. Mast

SPECIAL WARRANTY DEED AND QUIT-CLAIM ASSIGNMENT,
INCLUDING QUIT-CLAIM ASSIGNMENT OF DECLARANT'S RIGHTS
(South Mountain)

For the consideration of Ten Dollars and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the undersigned PARADISE-94, L.L.C., an Arizona limited liability company (the "Grantor"), does hereby grant and convey to LIPPON, L.L.C., an Arizona limited liability company (the "Grantee"), that certain real property situated in Maricopa County, Arizona, together with all benefits, rights and privileges appurtenant thereto, described as follows (the "Property"):

See Exhibit "A" attached hereto and incorporated herein.

The Property is conveyed subject to all taxes and other assessments, reservations in patents and all easements, rights of way, encumbrances, liens, covenants, conditions, restrictions, obligations and liabilities as may appear of record.

The Grantor hereby binds itself and its successors to warrant and defend the title against all acts of the Grantor herein and no other, subject only to the matters above set forth.

In connection with the conveyance of the Property, Grantor hereby quit claims to Grantee any and all right, title and interest of Grantor in any and all assets relating to the Property and used in the operation of the golf course and associated operations located thereon, including, without limitation, Grantor's interest in any personal property, equipment, materials, supplies, permits, use permits, licenses, variances, approvals, option agreements, contracts and any other items or property, whether similar or dissimilar to the above, if any, which are related to or associated with the Property, together with any and all water rights, reservoir and storage rights, springs and spring rights, water wells, well permits and permit applications located on, underlying, used on or in connection with or otherwise appurtenant to the Property, including, without limitation, (i) all right, title and interest of Grantor in those certain water rights evidenced by those certain Irrigation Grandfathered Groundwater Rights Nos. 58-103058.0003,

551767/10806-0002

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EXHIBIT "A"

LEGAL DESCRIPTION

PARCEL NO. 1:

Parcel 2, of THE RAVEN AT SOUTH MOUNTAIN, according to the plat of record in the office of the County Recorder of Maricopa County, Arizona, recorded in Book 402 of Maps, Page 43.

PARCEL NO. 2:

An easement for roadway and bridge purposes dated September 6, 1995, recorded October 31, 1995 in 95-0665848, of Official Records and in 95-0675576, of Official Records, more particularly described as follows:

A 44.0 foot wide easement over a portion of the right-of-way of the Western Canal and being situated in a portion of the Southwest quarter of Section 36, Township 1 North, Range 3 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, described as follows:

COMMENCING at the South quarter corner of said Section 36;

thence North 00 degrees 02 minutes 00 seconds West, along the North-South mid-section line of Section 36, a distance of 33.00 feet to a point on the North right-of-way line of Baseline Road;

thence South 89 degrees 37 minutes 10 seconds West along the North right-of-way line of Baseline Road, a distance of 70.05 feet;

thence North 29 degrees 06 minutes 33 seconds East, a distance of 20.54 feet;

thence North 05 degrees 37 minutes 51 seconds East, a distance of 152.47 feet;

thence North 00 degrees 02 minutes 00 seconds West, parallel with said North-South mid-section line, a distance of 364.86 feet to the beginning of a curve concave Westerly, said curve having a central angle of 69 degrees 51 minutes 50 seconds and a radius of 30.00 feet;

thence along said curve an arc distance of 36.58 feet to a point of reverse curvature, said curve having a central angle of 84 degrees 37 minutes 44 seconds and a radius of 55.50 feet;

thence along said curve an arc distance of 81.98 feet to a point of reverse curvature, said curve having a central angle of 35 degrees 14 minutes 06 seconds and a radius of 10.00 feet;

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thence along said curve an arc distance of 6.15 feet to a point of tangency;

thence North 20 degrees 30 minutes 11 seconds West, a distance of 30.25 feet to a point on the South right-of-way line of the Western Canal, as established by instrument recorded in 91-189681, of Official Records, said point also being the POINT OF BEGINNING;

thence North 20 degrees 30 minutes 11 seconds West, a distance of 70.00 feet to a point on the North right-of-way line of the Western Canal, said point being on a curve concave Northerly, the center of which bears North 20 degrees 03 minutes 33 seconds West, a distance of 2800.88 feet;

thence, along said curve North Easterly an arc distance of 36.23 feet, through a central angle of 00 degrees 44 minutes 28 seconds, to a point of tangency;

thence along said North right-of-way line, North 69 degrees 11 minutes 59 seconds East, a distance of 7.77 feet;

thence, departing said North right-of-way line, South 20 degrees 30 minutes 11 seconds East, a distance of 70.00 feet to a point on the South right-of-way line of the Western Canal;

thence, along said South right-of-way line, South 69 degrees 11 minutes 59 seconds West, a distance of 7.40 feet to the beginning of a tangent curve to the right, said curve having a central angle of 00 degrees 43 minutes 49 seconds and a radius of 2870.88 feet;

thence along said curve an arc distance of 36.60 feet to the POINT OF BEGINNING.

PARCEL NO. 3:

Easement for ingress and egress, as set forth in Agreement of Covenants, Conditions and Easements dated July 6, 1995, recorded July 13, 1995, in 95-0409681, of Official Records, more particularly described as follows:

That portion of the Southwest quarter of Section 35, Township 1 North, Range 3 East of the Gila and Salt River Base and Meridian, Maricopa County, Arizona, described as follows:

COMMENCING at the South quarter corner of said Section 36;

thence North 00 degrees 02 minutes 00 seconds West, along the North-South mid-section line of Section 36, a distance of 33.00 feet to a point on the North right-of-way line of Baseline Road, said point being the POINT OF BEGINNING;

thence South 89 degrees 37 minutes 10 seconds West, along said North right-of-way line, a distance of 70.05 feet;

thence North 29 degrees 06 minutes 33 seconds East, a distance of 20.54 feet;

thence North 05 degrees 37 minutes 51 seconds East, a distance of 152.47 feet;

thence North 00 degrees 02 minutes 00 seconds West, parallel with said North-South mid-section line, a distance of 364.86 feet to the beginning of a curve concave Westerly, said curve having a central angle of 69 degrees 51 minutes 50 seconds and a radius of 30.00 feet;

thence along said curve, an arc distance of 36.58 feet to a point of reverse curvature, said curve having a central angle of 84 degrees 37 minutes 44 seconds and a radius of 55.50 feet;

thence along said curve, an arc distance of 81.98 feet to a point of reverse curvature, said curve having a central angle of 35 degrees 14 minutes 06 seconds and a radius of 10.00 feet;

thence along said curve, an arc distance of 6.15 feet to a point of tangency;

thence North 20 degrees 30 minutes 11 seconds West, a distance of 30.25 feet to a point on the South right-of-way line of the Western Canal, as established by instrument recorded in 91-189681, of Official Records and the beginning of a curve concave Northerly, center of said curve bearing North 20 degrees 04 minutes 12 seconds West, a distance of 2870.88 feet;

thence along said curve Northeasterly, an arc distance of 36.60 feet, through a central angle of 00 degrees 43 minutes 49 seconds to a point of tangency;

thence, along said South right-of-way of the Western Canal, North 69 degrees 11 minutes 59 seconds East, a distance of 81.08 feet to a point on said North-South mid-section line;

thence along said North-South mid-section line, South 00 degrees 02 minutes 00 seconds East, a distance of 704.41 feet to the POINT OF BEGINNING.

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EXHIBIT "B"

DESCRIPTION OF THE DECLARATIONS

1. Declaration of Covenants, Conditions and Restrictions Regarding Surface Water Rights dated September 13, 1995 and recorded October 13, 1995 in 95-0627048 of the Official Records of Maricopa County, Arizona.
2. Declaration of Covenants, Conditions and Restrictions dated September 13, 1995 and recorded October 13, 1995 in 95-0627049 of the Official Records of Maricopa County, Arizona.
3. Declaration of Covenants, Conditions and Restrictions Regarding Surface Water Rights dated March 24, 1997 and recorded March 25, 1997 in 97-0190192 of the Official Records of Maricopa County, Arizona.
4. Declaration of Covenants, Conditions and Restrictions dated March 24, 1997 and recorded March 25, 1997 in 97-0190193 of the Official Records of Maricopa County, Arizona.

Exhibit "B"
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Description of
"Personal Property"
referred to in the
foregoing deed

EXHIBIT D

(Attached to and forming a part of Purchase and Sale Agreement (Raven))

OWNED INTANGIBLE PERSONAL PROPERTY

1. Certificate of Service Mark issued by the United States Patent and Trademark Office ("PTO") to Larry Lippon, effective October 29, 1996, Registration No. 2,012, 838, for Golf Course Services, in Class 41, expires October 29, 2006, together with Application by Larry Lippon (with the PTO) for Service Mark Registration, dated May 5, 1995.
2. Certificate of Trademark issued by the PTO to Larry Lippon, effective July 1, 1997, Registration No. 2,075,310, for glassware and dinnerware, in Class 21, expires July 1, 2007, together with Application by Larry Lippon (with PTO) for Trademark Registration, dated February 5, 1996.
3. Certificate of Trademark issued by the PTO to Larry Lippon, effective July 1, 1997, Registration No. 2,075,351, for goods and jewelry made from or coated with precious metals, in Class 14, expires July 1, 2007, together with Application by Larry Lippon (with PTO) for Trademark Registration, dated February 5, 1996 (but filed March 25, 1996).
4. Application by Larry Lippon (with PTO) for Trademark Registration, dated May 5, 1995 for golf equipment and accessories, including golf bags, golf balls and tees, as amended by Request to Amend Identification of Goods, dated December 18, 1997, filed with PTO in respect of such application. *Serial No. 74-675,754*
5. Application by Larry Lippon (with PTO) for Trademark Registration, dated February 5, 1996 for umbrellas, goods made from leather and imitations of leather, as amended by Request to Amend Identification of Goods, dated December 18, 1997, filed with PTO in respect of such application. *Now registered as 2,165,013*