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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

06-25-1999

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101078092

RECORDATION FORM COVER SHEET
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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
 - Merger
 - Change of Name
 - Other Assignment of Grant of Security Interest
- Effective Date
Month Day Year
June 16, 1999

Conveying Party

Mark if additional names of conveying parties attached

Name NationsBank, N.A., As Agent Execution Date June 16, 1999
Month Day Year

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name NationsBank, N.A., As Collateral Agent

DBA/AKATA _____

Composed of _____

Address (line 1) Independence Center, 15th Floor

Address (line 2) 101 North Tryon Street NC1-001-15-04

Address (line 3) Charlotte North Carolina 28255
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other National Banking Association
- 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.)

06/24/1999 DMGUYEN 00000059 2074276

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 001919 FRAME: 0148

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,074,276"/>	<input type="text" value="2,159,210"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<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.

ARLENE D. HANKS, Esq. 

Name of Person Signing

Signature

6-16-99

Date Signed

**ASSIGNMENT
OF
GRANT OF SECURITY INTEREST
IN TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Resort Property Management, Inc., as a Credit Party, entered into that certain Security Agreement dated as of May 26, 1998 (as the same may be amended, modified, extended or restated from time to time, 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") and granted a continuing security interest in and continuing lien upon, the trademarks, service marks and related registrations and applications (the "Trademarks"), respectively shown in Exhibit A attached hereto and incorporated herein, to the Agent for the ratable benefit of the Lenders.

The Notice of Grant of Security Interest in Trademarks was recorded with the United States Patent and Trademark Office July 7, 1998 at Reel 1752, Frame 0940.

NationsBank, N.A., as Agent, hereby transfers and assigns its interest in and to said Security Agreement and security interest in and continuing lien upon the Trademarks to NationsBank, N.A., as Collateral Agent, with the right to exercise all powers set forth therein as Agent thereunder.

Very truly yours,

NATIONSBANK, N.A.,
as Agent and Assignor

By: John E. Ball

Name: John E. Ball

Title: SVP

Acknowledged and Accepted:

NationsBank, N.A., as Collateral Agent and Assignee

By: James E. Ball

Name: James E. Ball

Title: SVP

As to NationsBank, N.A., as Agent and Assignor:

Sworn to and subscribed before me
this 16 day of June, 1999.

Betty G. Johnson
Notary Public

My Commission Expires:

My Commission Expires April 28, 2003

As to NationsBank, N.A., as Collateral Agent and Assignee

Sworn to and subscribed before me
this 16 day of June, 1999.

Betty G. Johnson
Notary Public

My Commission Expires:

My Commission Expires April 28, 2003

EXHIBIT 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