


06-30-1999  


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06-28-99

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

6-28-99

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/AKATA

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

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) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 001920 FRAME: 0648

**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" value="1,104,024"/> | <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"/> | <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  6-22-99  
Name of Person Signing Signature Date Signed

**NOTICE OF GRANT OF SECURITY INTEREST**  
**IN TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of June 1, 1999 (the "Security Agreement") by and among the Credit Parties thereto (each a "Credit Party" and collectively, the "Credit Parties") and NationsBank, N.A., as Collateral Agent (the "Collateral Agent") for the Lenders and the Noteholders (as each term is defined in the Security Agreement), the undersigned Credit Party has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Lenders and the Noteholders:

***TRADEMARKS***

| <b><u>Trademark No.</u></b> | <b><u>Description of Trademark</u></b><br><b><u>Item</u></b> | <b><u>Date of</u></b><br><b><u>Trademark</u></b> |
|-----------------------------|--|--|
|-----------------------------|--|--|

See attached Schedule A

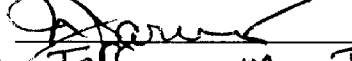
[The remainder of this page is intentionally left blank.]

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

This Notice of Grant of Security Interest in Trademarks may be executed in two counterparts, which taken together will constitute one original.

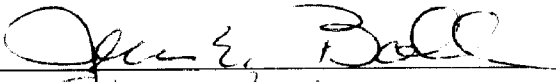
Very truly yours,

**COASTAL RESORTS MANAGEMENT, INC.**  
a Delaware corporation

By:   
Name: Jeffery M. JARVIS  
Title: CFO

Acknowledged and Accepted:

**NATIONSBANK, N.A., as Collateral Agent**

By:   
Name: John E. Bell  
Title: S. V. P.

**Schedule A**

**Mark**

**Registration Number**

**Registration Date**

Sea Colony

1,104,024

10/10/78