

06-30-1999



101080022

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
- Security Agreement
- Merger
- Change of Name
- Other *6-25-99*
- License
- Nunc Pro Tunc Assignment
- Effective Date
Month Day Year

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)

- 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

06/27/1999 16:00AZZ 00000025 75374883
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300.00 SP

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. 20503

REEL: 001921 FRAME: 0536

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="75/374,283"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,149,471"/>	<input type="text" value="1,973,037"/>	<input type="text" value="1,835,801"/>
<input type="text" value="75/374,282"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,017,516"/>	<input type="text" value="1,830,957"/>	<input type="text" value="1,811,695"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,988,370"/>	<input type="text" value="1,833,536"/>	<input type="text" value="1,649,809"/>

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  11-22-99
 Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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

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

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

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)

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 the Assignment.)

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

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Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>
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1,591,404	<input type="text"/>	<input type="text"/>
1,435,023	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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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"), 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 (as defined in the Security Agreement) and the Noteholders (as defined in the Security Agreement):

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See attached Schedule A

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See attached Schedule A

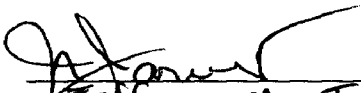
[The remainder of this page is intentionally left blank.]

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,

**HOTEL CORPORATION OF
THE PACIFIC, INC.,**
a Hawaii corporation

By: 
Name: Jeffery M. Jarvis
Title: SVP.

Acknowledged and Accepted:

NATIONSBANK, N.A., as Collateral Agent

By: John E. Ball
Name: John E. Ball
Title: S. J. P.

EXHIBIT A**U. S. Registered Trademarks of
Hotel Corporation of the Pacific, Inc.**

Mark	Registration Number	Registration Date
ASTONISHING (Stylized)	2,149,471	04/07/98
HAWAII and Design	2,017,516	11/19/96
SUITE HAWAIIAN VACATIONS	1,988,370	7/23/96
RELAX AND ENJOY THE VALUE	1,973,037	05/07/96
HAWAII'S VACATION VALUE	1,830,957	04/12/94
HAWAII NEVER FELT SO SUITE	1,833,536	04/26/94
PARADISE NEVER FELT SO SUITE	1,835,801	05/10/94
AT HOME IN HAWAII	1,811,695	12/14/93
ASTON EXPRESS	1,649,809	07/02/91
THE FRIENDLY HOST	1,591,404	04/10/90
ASTON	1,435,023	03/31/87

**Pending U. S. Trademark Applications of
Hotel Corporation of the Pacific, Inc.**

Mark	Application Number	Filing Date
ASTON GRANDE SUITES	75/374,283	10/16/97
GRANDE SUITES	75/374,282	10/16/97