FORM PTO-1618A
Expires 06/30/99
OMB0651-0027

M120
8-10-99

08-12-1999

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

10

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 ☐ Nunc Pro Tunc Assignment

Effective Date
Month Day Year
7/30/99

☐ Merger

☐ Change of Name

☒ Other Notice of Grant of Security Interest in Trademarks

Conveying Party ☐ **Mark if additional names of conveying parties attached**

Execution Date
Month Day Year
7/30/99

Name Pebble Beach Company

Formerly

☐ Individual ☒ General Partnership ☐ Limited Parnership ☐ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization California

Receiving Party ☐ **Mark if additional names of receiving parties attached**

Name Bank of America, N.A., as Agent

DBA/AKA/TA

Composed of

Address (line 1) 901 Main Street

Address (line 2) 51st Floor

Address (line 3) Dallas (City) Texas (State/Country) 75202 (Zip Code)

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ 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.)

☐ Corporation ☐ Association

☒ Other A National Banking Association

☐ Citizenship/State of Incorporation/Organization

08/11/1999 DCUATES 00000249 75229615

01 FC:481 40.00 OP
02 FC:482 1575.00 OP

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

DUR1\RTC\INTP\238133_1

AUG 10

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 (919) 286-8000

Name Arlene D.Hanks

Address (line 1) Moore & Van Allen, PLLC

Address (line 2) 2200 West Main Street

Address (line 3) Suite 800

Address (line 4) Durham, NC 27705-4658

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 11

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)		
75/229,615	75/700,779		1,897,908	1,953,246	2,105,613
75/162,296	75/699,006		1,806,757	1,884,513	1,806,360
75/162,295			1,995,592	1,919,791	1,800,901

Number of Properties Enter the total number of properties involved. # 64

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): $ 1,615.00

Method of Payment: Enclosed ☒ Deposit Account ☒
Deposit Account (any deficiency)
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: # 13-4365
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 — Name of Person Signing

Arlene D. Hanks — Signature

8/4/99 — Date Signed

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RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party ☐ **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Parnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organizaiton

Receiving Party ☐ Mark if additional names of receiving parties attached
Enter Additional Receiving Party

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

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Trademark Application Number(s)			Registration Number(s)		
			1,973,850	1,723,230	1,738,389
			1,909,326	1,738,248	1,735,008
			1,866,438	1,723,688	1,724,418
			1,791,043	1,723,773	1,720,366
			1,941,371	1,723,806	1,776,631
			1,895,629	1,738,373	1,767,424

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Trademark Application Number(s)			Registration Number(s)		
			1,765,946	1,604,889	1,685,253
			1,769,995	1,604,812	1,685,377
			1,767,506	1,714,240	1,597,864
			1,790,511	1,605,019	1,597,910
			1,767,688	1,685,325	1,589,475
			1,604,890	1,685,352	1,575,774

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Trademark Application Number(s)			Registration Number(s)		
			1,573,994	1,571,563	1,028,939
			1,573,993	1,571,562	768,208
			1,573,992	1,548,843	
			1,575,773	1,159,317	
			1,605,005	1,094,027	
			1,567,956	1,065,027	

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Schedule A

Pebble Beach Company
[A California General Partnership comprised of Cypress I LLC (a Delaware limited liability company) and Cypress II LLC (a Delaware limited liability company)]

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
Miscellaneous Design	1,897,908	6/6/95
Miscellaneous Design	1,806,757	11/23/93
PEBBLE BEACH and Design	1,995,592	8/20/96
Miscellaneous Design	1,953,246	1/30/96
PEBBLE BEACH	1,884,513	3/21/95
Miscellaneous Design	1,919,791	9/19/95
Miscellaneous Design	2,105,613	10/14/97
PEBBLE BEACH	1,806,360	11/23/93
Miscellaneous Design	1,800,901	10/26/93
Miscellaneous Design	1,973,850	5/14/96
Miscellaneous Design	1,909,326	8/1/95
PEBBLE BEACH FOREST COURSE	1,866,438	12/6/94
PEBBLE BEACH	1,791,043	8/31/93
Miscellaneous Design	1,941,371	12/12/95
SPYGLASS HILL	1,895,629	5/23/95
PEBBLE BEACH	1,723,230	10/13/92
PEBBLE BEACH	1,738,248	12/8/92
PEBBLE BEACH	1,723,688	10/13/92
PEBBLE BEACH	1,723,773	10/13/92
PEBBLE BEACH	1,723,806	10/13/92
PEBBLE BEACH	1,738,373	12/8/92
PEBBLE BEACH	1,738,389	12/8/92
PEBBLE BEACH	1,735,008	11/24/92
PEBBLE BEACH	1,724,418	10/13/92
Miscellaneous Design	1,720,366	9/29/92
SPYGLASS HILL	1,776,631	6/15/93
SPYGLASS HILL	1,767,424	4/27/93
SPYGLASS HILL	1,765,946	4/20/93
Miscellaneous Design	1,769,995	5/11/93
Miscellaneous Design	1,767,506	4/27/93
Miscellaneous Design	1,790,511	8/31/93
SPANISH BAY	1,767,688	4/27/93
Miscellaneous Design	1,604,890	7/3/90
Miscellaneous Design	1,604,889	7/3/90
PEBBLE BEACH GOLF LINKS and Design	1,604,812	7/3/90
17-MILE DRIVE	1,714,240	9/8/92

PEBBLE BEACH MIXED INVITATIONAL	1,605,019	7/3/90
17 MILE DRIVE	1,685,325	5/5/92
17 MILE DRIVE	1,685,352	5/5/92
17 MILE DRIVE	1,685,253	5/5/92
17 MILE DRIVE	1,685,377	5/5/92
Miscellaneous Design	1,597,864	5/22/90
Miscellaneous Design	1,597,910	5/22/90
TRAPS	1,589,475	3/27/90
TRAPS and Design	1,575,774	1/2/90
THE BAY CLUB	1,573,994	12/26/89
THE BAY CLUB and Design	1,573,993	12/26/89
THE DUNES	1,573,992	12/26/89
THE DUNES and Design	1,575,773	1/2/90
PEBBLE BEACH RESORTS	1,605,005	7/3/90
SPANISH BAY	1,567,956	11/28/89
PEBBLE BEACH GOLF LINKS	1,571,563	12/19/89
PEBBLE BEACH and Design	1,571,562	12/19/89
Miscellaneous Design	1,548,843	7/25/89
PEBBLE BEACH and Design	1,159,317	6/30/81
17 and Design	1,094,027	6/20/78
PEBBLE BEACH (Block)	1,065,027	5/3/77
SPYGLASS HILL (Stylized)	1,028,939	12/30/75
PEBBLE BEACH	768,208	4/14/64

Pending Applications

Mark	Application Serial No.	Filing Date
PEBBLE BEACH REALTY	75-229,615	1/22/97
PEBBLE BEACH REMEMBER	75-162,296	9/9/96
PEBBLE BEACH	75-162,295	9/9/96
Miscellaneous Design	75-700,779	5/7/99
Miscellaneous Design	75-699,006	5/6/99

NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of July 30, 1999 (the "Security Agreement") by and among the Pebble Beach Company (the "Obligor") and Bank of America , N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

Trademark No.	Description of Trademark Item	Date of Trademark
	See Schedule A attached hereto	

Trademark Applications

Trademark Applications No.	Description of Trademark Applied For	Date of Trademark Applications
	See Schedule A attached hereto	

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

Very truly yours,

PEBBLE BEACH COMPANY

By:_____
Name: Richard Hamilton
Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By:_____
Name: Michael D. Malone
Title: Managing Director

Signature Page to
Notice of Grant of Security Interest

RECORDED: 08/10/1999