

03-23-2001



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TRADEMARKS

3-22-01

To the Honorable Commissioner of Patents and Trademarks:
Please record the attached original documents or copy thereof:

1. Name and address of conveying party:

ResortQuest International
530 Oak Court Drive, Suite 360
Memphis, TN 38117

2. Name and address of receiving party:

Citibank, N.A., as Collateral Agent
390 Greenwich Street
New York, New York 10013

3. Nature of conveyance:

Notice of Grant of Security Interest in Trademarks

Execution Date: January 22, 2001

4. Application numbers and trademark numbers:

A. Trademark Application Nos.
76/127,853 & 75/688,367

B. Trademark Registration Nos.
2,298,957; 2,298,956; 2,298,982 & 2,318,649

5. Name and address of party to whom correspondence concerning document should be mailed:

**RETURN TO:
FEDERAL RESEARCH CORP.
400 SEVENTH STREET NW
SUITE 101
WASHINGTON DC 20004**

6. Total number of applications and registrations involved:

6

7. Total fee:

165⁰⁰

8. Deposit Account Number:

N/A

RECEIVED
2001 MAR 22 AM 10:47
ASSIGNMENT SERVICES
DIVISION

9. 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 documents.

Lauren Schmauch
Name of Person Signing

Lauren Schmauch
Signature

3/13/2001
Date

NY1:782588.1

TRADEMARK
REEL: 002256 FRAME: 0653

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 January 22, 2001 (the "Security Agreement") by and among the Credit Parties thereto (each a "Credit Party" and collectively, the "Credit Parties") and Citibank, N.A., as Collateral Agent (the "Collateral Agent") for the secured parties referenced therein (the "Secured Parties"), 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 Secured Parties:

TRADEMARKS

Type	Description	Registration No.	Registration Date
Registered Mark	RESORTQUEST	2,298,957	12/7/99
Registered Mark	RESORTQUEST INTERNATIONAL	2,298,956	12/7/99
Registered Mark	STAR Design	2,298,982	12/7/99
Registered Mark	QUESTCLUB	2,318,649	2/15/00

TRADEMARK APPLICATIONS

Type	Description	Application No.	Application Date
Service Mark	QUESTPERKS	76/127,853	9/13/00
Service Mark	Vacation Rentals from Sand to Snow	75/688,367	4/22/99

[Remainder of this page intentionally left blank]

The undersigned Credit Party and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks 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,

RESORTQUEST INTERNATIONAL, INC.,
a Delaware corporation

By: David Selberg
Name: David Selberg
Title: Vice President

Acknowledged and Accepted:

CITIBANK, N.A., as Collateral Agent

By: _____
Name:
Title:

The undersigned Credit Party and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks 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,

RESORTQUEST INTERNATIONAL, INC.,
a Delaware corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

CITIBANK, N.A., as Collateral Agent

By: David Hirsh
Name: DAVID HIRSH
Title: VP