

05-14-2001



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

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

5-801

KEY - 8

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 License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
03/02/01

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year
03/02/01

Name Mountbay Holdings Inc.
Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Oversea-Chinese Banking Corporation Limited, New York Agency

DBA/AKA/TA
Composed of
Address (line 1) Two World Financial Center
Address (line 2) 225 Liberty Street, 36th Floor
Address (line 3) New York New York 10281
City State/Country 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
- Citizenship/State of Incorporation/Organization New York

05/14/2001 6TON11 00000061 75922841
01 FC:481 40.00 DP
02 FC:482 100.00 DP

FOR OFFICE USE ONLY

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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: 002293 FRAME: 0811

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

Linda Donovan

Address (line 1)

Donovan & Giannuzzi

Address (line 2)

405 Park Avenue

Address (line 3)

New York, New York 10022

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)

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:

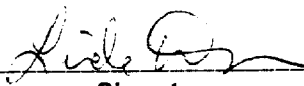
Yes

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.

Linda Donovan, Atty of Record



March 2, 2001

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

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Trademark Application Number(s)

Registration Number(s)

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TRADEMARK SECURITY AGREEMENT

New York, New York
March 2, 2001

BE IT ACKNOWLEDGED that:

MOUNTBAY HOLDINGS INC., having an address c/o Orient-Express Hotels Inc., 1155 Avenue of the Americas, New York, New York 10036 ("Debtor") hereby grants to OVERSEA-CHINESE BANKING CORPORATION LIMITED, NEW YORK AGENCY, having an address at Two World Financial Center, 225 Liberty Street, 36th Floor, New York, New York 10281, and its successors and assigns ("Secured Party") a security interest in, and a lien on, all of the trademarks set forth on Schedule A attached hereto (the "Trademarks") to the fullest extent permitted by the Uniform Commercial Code.

This security interest is made pursuant to a certain Credit Agreement, dated March 2, 2001, made by Debtor in favor of the Secured Party (the "Credit Agreement") in order to secure the Secured Obligations, as defined in the Credit Agreement in the aggregate principal amount of US\$20,000,000.00, and this Trademark Security Agreement. The Credit Agreement, this Trademark Security Agreement and the other Mountbay Loan Documents (as defined in the Credit Agreement) shall be referred to as the Loan Documents.

The Secured Party shall have all remedies of a secured party under the Uniform Commercial Code and as set forth in the Loan Documents with respect to the Trademarks.

MOUNTBAY HOLDINGS INC.

OVERSEA-CHINESE BANKING
CORPORATION LIMITED,
NEW YORK AGENCY

By: 

Name:
Title:

By: 

Tiong Seng Wee
Agent and General Manager

TRADEMARK
REEL: 002293 FRAME: 0814

Keswick Hall

Keswick Hall	1,796,153	Sept. 28, 1993	Hotel services, restaurant services, retail gift shop services, & retail golf shop services, Class 42	Mtbay Hldgs
Keswick Club	1,812,621	Dec. 21, 1993	Country club services, Class 41; restaurant services, retail gift shop services, & retail golf shop services, Class 42	Mtbay Hldgs
Keswick Club	1,828,725	March 29, 1994	Pencils and score cards, Class 16; golfing equipment; tees, bag tees, balls and divot repairers, Class 28.	Mtbay Hldgs
Keswick Club	1,906,591	July 18, 1995	Clothing: shirts, sweaters, blouses, wind resistant jackets, slacks, swimwear, dressing gowns, caps, Class 22 and 39	Mtbay Hldgs
Keswick Hall at Monticello	75/922,841	(application)	Class 42; hotel services, restaurant services	Mtbay Hldgs