

Resub

09-17-2001



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TRADEMARK

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Sunterra Pacific, Inc. 05/02/01
Individual(s) Association
General Partnership Limited Partnership
Corporation-State Washington
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Greenwich Capital Markets, Inc.
Internal
Address:
Street Address: 600 Steamboat Road
City: Greenwich State: CT Zip: 06830
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other Collateral Assignment for Security
Execution Date: April 26, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75576621
B. Trademark Registration No.(s) 1899168 1675318 1669719 1662762
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Donna R. Gasiorowski
Internal Address: Senior Legal Assistant to Frank Rowinski
Street Address: Kirkland & Ellis 200 E. Randolph Drive, Suite 5300
Chicago IL 60601
City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 5
7. Total fee (37 CFR 3.41) \$ 140.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 22-0440
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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 document.
Donna R. Gasiorowski
Name of Person Signing Signature Date 8/23/01
Total number of pages including cover sheet, attachments, and document: 5

36305-7

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002367 FRAME: 0792

05-11-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

101714663 TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Sunterra Pacific, Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Washington, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Collateral Assignment for Security

Execution Date: April 26, 2001

2. Name and address of receiving party(ies)

Name: Greenwich Capital Markets, Inc.

Internal Address:

Street Address:

City: State: Zip:

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75576621

B. Trademark Registration No.(s)

1899168 1675318 1669719 1662762

Additional number(s) attached Yes No

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

Name: Donna R. Gasiorowski

Internal Address: Senior Legal Assistant to Frank Rowinski

Street Address: Kirkland & Ellis

200 E. Randolph Drive, Suite 5300

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

22-0440

(Attach duplicate copy of this page if paying by deposit account)

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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 document.

Donna R. Gasiorowski

Name of Person Signing

Signature

Signature

5/2/01

Date

Total number of pages including cover sheet, attachments, and document: 5

36305-7

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002367 FRAME: 0793

COLLATERAL ASSIGNMENT FOR SECURITY  
(TRADEMARKS)

WHEREAS, Sunterra Pacific, Inc. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement dated as of April 20, 2001 (the "Security Agreement") in favor of GREENWICH CAPITAL MARKETS, INC., as agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has pledged and assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Guaranteed Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor hereby pledges and assigns to the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Guaranteed Obligations.

The Assignor hereby further acknowledges and affirms that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Collateral Assignment to be duly executed by its officer thereunto duly authorized as of April 26, 2001.

SUNTERRA PACIFIC, INC.

By: 

Name: Lawrence E. Young

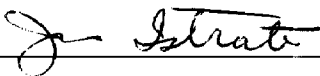
Title: Vice President

STATE OF ILLINOIS

SS.:

COUNTY OF COOK

On this 26<sup>th</sup> day of April, 2001, before me personally came Lawrence E. Young, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Vice President of Sunterra Pacific, Inc., a Washington corporation, and that he executed the foregoing instrument in the firm name of Sunterra Pacific, Inc., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.





SCHEDULE 1A TO COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

SUNTERRA PACIFIC, INC.

TRADEMARKS  
AND  
TRADEMARK LICENSES

U.S. PATENT AND TRADEMARK OFFICE

MARK	REGISTRATION NO./SERIAL NO.	ISSUE/FILING DATE	EXPIRATION DATE
VACATIONER	Serial No. 75,576,621 (Amended)	January 6, 2000 (Date approved)	January 6, 2010
VI VACATION INTERNATIONAL, LTD	Reg. No. 1,899,168	June 13, 1995	June 13, 2005; needs to be filed (6/13/00 and 6/13/01)
VACATION INTERNATIONALE, LTD.	Reg. No. 1,669,719	December 24, 1991	December 24, 2001
DESIGN ONLY	Reg. No. 1,675,318	February 11, 1992	February 11, 2002
THE VACATIONER	Reg. No. 1,662,762	October 29, 1991	October 26, 2001 (ABANDONED)

U.S. STATES

MARK	STATE	REG. NO.	ISSUE DATE	EXPIRES
VACATION TIME SHARE	Washington	24,344	August 23, 1995	August 23, 2001
VTS	Washington	24,343	August 23, 1995	August 23, 2001
VACATION TIME SHARE	Oregon	T12,045	December 6, 1974	December 6, 1999
VTS	California	045687	March 19, 1996	March 19, 2006

CANADA

MARK	APPLICATION NO.	FILING DATE	EXPIRES
VACATION INTERNATIONALE, LTD.)	0801,263	January 9, 1996	ABANDONED