

Resub

09-17-2001



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

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J.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):

Marc Hotels & Resorts, Inc.

08/23/01

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

15/02/01

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)

B. Trademark Registration No.(s)

2214342

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 East Randolph Drive, Suite 5300

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- 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

Signature

8/23/01

Date

Total number of pages including cover sheet, attachments, and document: 9

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

36305-7

TRADEMARK REEL: 002367 FRAME: 0798

COLLATERAL ASSIGNMENT FOR SECURITY
(TRADEMARKS)

WHEREAS, Marc Hotels & Resorts, 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.

MARC HOTELS & RESORTS, INC.

By: 

Name: Lawrence E. Young

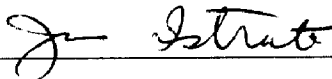
Title: Vice President

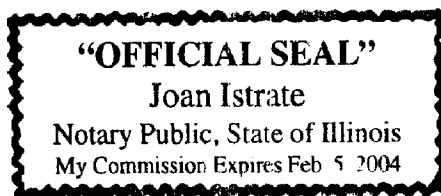
STATE OF ILLINOIS

ss.:

COUNTY OF COOK

On this 26th 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 Marc Hotels & Resorts, Inc., a Hawaii corporation, and that he executed the foregoing instrument in the firm name of Marc Hotels & Resorts, 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)

MARC HOTELS & RESORTS, INC.

TRADEMARKS
AND
TRADEMARK LICENSES

<u>NAMES</u>	<u>REGISTRATION NO.</u>
Marc Suites & Design-U.S. Service Mark Registration Registered 12/29/98 – Renewal 12/29/08	#2,214,342
The Ad Group Registered 10/19/91-Renewal 10/18/01	#135919
Activity Depot Registered 9/24/00-Renewal 9/23/10	#240785
CONDOPASS Registered 4/12/00-Renewal 4/11/10	#226462
CONDOFREE Resorts Hawaii Registered 7/30/91-Renewal 7/29/01	#133058
Hawaiian Island Activities Registered 12/1/99-Renewal 11/30/00	#233697
Hawaii Hotel Exchange Registered 1/22/93-Renewal 1/21/03	#148927
Hawaii Suite Pass Registered 11/14/92-Renewal 11/13/02	#148105
Hawaii's Classic Small Hotels & Resorts Registered 1/19/91-Renewal 1/18/01	#126255
Hotel Passport Registered 12/15/93-Renewal 12/14/03	#161832
Kauai Drive & Dine Registered 2/12/93-Renewal 2/11/03	#151301
Marc Hotel Pass Registered 11/14/92-Renewal 11/13/02	#148106
Marc's Island Hopper Registered 7/27/93-Renewal 7/26/03	#157572

<u>NAME</u>	<u>REGISTRATION NO.</u>
Marc Resorts Group Registration 1/3/93-Renewal 1/2/03	#150082
Marc Resorts Hawaii Registration 3/28/93-Renewal 3/27/05	#177564
Marc Suites Kaanapali Registration 8/4/98-Renewal 8/3/08	#(no number listed)
Marc Suites Kauai Registration 8/4/98-Renewal 8/3/08	#(unreadable)
Marc Suites Kauai Poipu Point Registration 8/4/98-Renewal 8/3/08	#714117
Marc Suites Maui Registration 8/4/98-Renewal 8/3/08	#819008
Marc Suites Poipu Registration 8/4/98-Renewal 8/3/08	#819009
Marc Suites Waikiki Registration 5/28/97-Renewal 5/27/07	#205772
Maui Drive & Dine Registration 2/12/93-Renewal 2/11/03	#151299
Maui Marc Suites on the Beach Registration 8/4/98-Renewal 8/3/08	#(no number listed)
Na Pali Boat Company Registration 1/10/00-Renewal 1/9/01	#234802
No Frills Room Rates Registration 8/4/94-Renewal 8/3/04	#169465
Suite Free Hawaii Registration 7/30/91-Renewal 7/29/01	#133059
Hotel and Resort Management Registration 12/10/99-Renewal 12/9/00	#233939
Waikiki's Classic Small Hotels Registration 8/26/94-Renewal 8/25/04	#170016