

12-16-2002

Form PTO-1594

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

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)



Tab Settings

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

1. Name of conveying party(ies):  
L.R. NELSON CORPORATION

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

DELAWARE

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 19, 2002

2. Name and address of receiving party(ies)

Name: SUNTERRA, LLC

Internal Address:

Street Address: 5901 US Highway 150

City: Peoria State: IL Zip: 61615

- 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)

76/350,998

B. Trademark Registration No.(s)

Additional number(s) attached  Yes  No

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

Name: Joan L. Long

Internal Address: Mayer Brown Rowe & Maw (01919696)

Street Address: P.O. Box 2828

City: Chicago State: IL Zip: 60690-2828

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:

13-0019

(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.

Joan L. Long

Name of Person Signing

Signature

December 5, 2002

Date

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

3

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

12/16/2002 6TON11 00000036 76350998

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TRADEMARK  
REEL: 2633 FRAME: 0751

## TRADEMARK ASSIGNMENT

This Trademark Assignment (the "Assignment") is between SUNTERRA, LLC (the "Assignee") and L.R. NELSON CORPORATION (the "Assignor").

WHEREAS, ASSIGNOR is the owner of all right, title and interest in the mark SUNTERRA, Serial No. 76/350,998 (the "Trademark"); and

WHEREAS, ASSIGNOR desires to assign all rights, title and interest in the TRADEMARK to ASSIGNEE and ASSIGNEE desires to acquire all of ASSIGNOR's right, title and interest in, to and under the TRADEMARK.

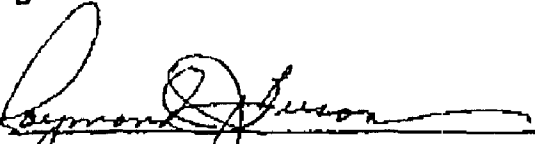
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby sell, assign, transfer and set over to ASSIGNEE, its successors, legal representatives and assigns, all of ASSIGNOR's right, title and interest in and to the TRADEMARK together with the goodwill of the business associated with said TRADEMARK and registrations thereof (including, without limitation, all proceeds thereof and the rights to sue for past, present and future infringements), the same to be held and enjoyed by ASSIGNEE, for its own use and on behalf of its successors, legal representatives and assigns, as fully and entirely as the same would have been held and enjoyed by ASSIGNOR, had this sale and assignment not been made.

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TRADEMARK  
REEL: 2633 FRAME: 0752

In witness of this assignment, authorized representatives of ASSIGNOR and  
ASSIGNEE have executed this ASSIGNMENT as of the 19<sup>th</sup> day of November, 2002.

**L.R. NELSON CORPORATION,**  
**Assignor**

By: 

Name: RAY BUSAM

November 18, 2002

Title: Vice President of Finance & Admin

**SUNTERRA, LLC,**  
**Assignee**

By: 

Name: RAY BUSAM

November 18, 2002

Title: President

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RECORDED: 12/10/2002

TRADEMARK  
REEL: 2633 FRAME: 0753