

03-06-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE



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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):

3-3-03

Heller Financial, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Termination of Collateral Assignments

Execution Date: 2/24/03

2. Name and address of receiving party(ies)

Name: Tempus Resorts International, Ltd.

Internal Address: Attn: Legal Department

Street Address: 7380 Sand Lake Rd., Ste. 600

City: Orlando State: FL Zip: 32819

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

B. Trademark Registration No.(s)

2580599

Additional number(s) attached Yes No

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

Name: Jill Sarnoff Riola, Esq.

Internal Address:

Street Address: 200 S. Orange Ave. Suite 2300

City: Orlando State: FL Zip: 32801

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:

02-0398

(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.

Jill S. Riola Name of Person Signing

[Signature] Signature

03/13/03 Date

Total number of pages including cover sheet, attachments, and document: 6

03/06/2003 EC80PER 00000036 2580599 01 FC:8521 40.00 UP

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

TRADEMARK REEL: 002684 FRAME: 0317

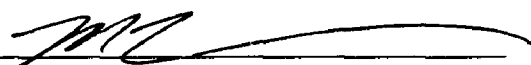
TERMINATION OF COLLATERAL ASSIGNMENTS


KNOW ALL MEN BY THESE PRESENT THAT HELLER FINANCIAL, INC., a Delaware corporation, for itself and as agent ("Lender"), hereby acknowledges receipt of payment in full of all of Tempus Palms International, Ltd.'s indebtedness to Lender pursuant to those certain loan facilities (collectively, the "Heller Loan"), as evidenced by that certain (i) Amended and Restated Acquisition and Construction Loan Agreement dated December 5, 2000, as amended by that certain First Amendment of Amended and Restated Acquisition and Construction Loan Agreement dated December 19, 2001, as further amended by that certain Second Amendment of Amended and Restated Acquisition and Construction Loan Agreement dated July 15, 2002; and (ii) Consolidation Agreement and Sixth Amendment of Amended and Restated Loan and Security Agreement dated as of July 15, 2002, which consolidates into a single loan agreement and amends that certain Amended and Restated Loan and Security Agreement dated June 9, 1999, as amended by that certain Modification of Amended and Restated Loan and Security Agreement dated July 30, 1999, that certain First Amendment of Amended and Restated Loan and Security Agreement dated October 31, 2000, that certain Second Amendment of Amended and Restated Loan and Security Agreement dated November 3, 2000, that certain Third Amendment of Amended and Restated Loan and Security Agreement dated November 3, 2000, that certain Fourth Amendment of Amended and Restated Loan and Security Agreement dated December 5, 2000, and that certain Fifth Amendment of Amended and Restated Loan and Security Agreement dated December 19, 2001 and that certain Receivables Loan and Security Agreement dated December 5, 2000, as amended by that certain First Amendment of Receivables Loan and Security Agreement dated December 19, 2001, as all may have been further amended.

Lender has received full payment of said indebtedness, and for and in consideration of said payment in full, Lender hereby terminates any and all collateral assignments executed in connection with the Heller Loan including, but not limited to, those collateral assignments listed on Exhibit "1" attached hereto.

DATED this 24th day of ~~January~~ February, 2003.

WITNESSES:


Signature
Print Name: MICHAEL COEN


Signature
Print Name: Damon W. Peters

HELLER FINANCIAL INC., a Delaware corporation, for itself and as agent

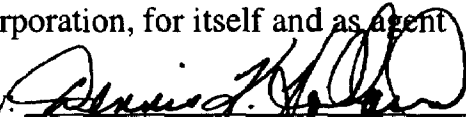
By: 
Print Name: Dennis K. Holland
Its: S.R. V.P.
Address: 500 West Monroe St
Chicago, IL 60601

Exhibit 1

Collateral Assignments

- Collateral Assignment of Contract and Contract Rights, The Palms Country Club & Resort, dated October 15, 1998, by Tempus Palms International, Ltd., a Florida limited partnership in favor of Heller Financial, Inc., a Delaware corporation, as amended by that certain First Amendment to Collateral Assignment of Contract and Contract Rights, The Palms Country Club & Resort, dated June 10, 1999, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;
- Assignment of Management, Marketing and Service Contracts, The Palms Country Club & Resort, dated October 6, 1998, by Tempus Palms International, Ltd., a Florida limited partnership in favor of Heller Financial, Inc., a Delaware corporation, as amended by that certain First Amendment to Assignment of Management, Marketing and Service Contracts, The Palms Country Club & Resort, dated June 10, 1999, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;
- Collateral Assignment of Funds, Contracts and Permits, dated September 6, 1998, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation, as amended by that certain First Amendment to Collateral Assignment of Funds, Contracts and Permits, dated December 5, 2000, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;
- Collateral Assignment of Sales Contracts and Deposits, dated September 6, 1998, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;
- Assignment of Construction Contract, dated March 31, 1999, by and between Tempus Resorts International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;
- Assignment of Architectural Plans and Specifications, dated August 4, 1999, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;
- Assignment of Architectural Contract and Plans and Specifications, dated August 4, 1999, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;
- Assignment of Construction Contract, dated August 4, 1999, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;

- Assignment of Pledge Agreement, dated June 10, 1999, by Heller Financial, Inc., a Delaware corporation and joined by Tempus Palms International, Ltd., a Florida limited partnership and Tempus Marketing International, Inc., a Florida corporation;
- Assignment of Construction Contract, dated December 5, 2000, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;
- Assignment of Architectural Contract and Plans and Specifications, dated December 5, 2000, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;
- Collateral Assignment of Contract and Contract Rights, The Palms Country Club & Resort, dated December 5, 2000, by Tempus Palms International, Ltd., a Florida limited partnership in favor of Heller Financial, Inc., a Delaware corporation;
- Assignment of Construction Contract, dated July 15, 2002, by and between Tempus Resorts International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;
- Assignment of Architectural Contract and Plans and Specifications, dated July 15, 2002, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;
- Collateral Assignment of Recreational Facilities Membership Agreement, dated July 15, 2002, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;
- Collateral Assignment of Declarant's Rights, effective as of July 15, 2002, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial, Inc., a Delaware corporation;
- Collateral Assignment of Management Agreement, dated July 15, 2002 by and between Tempus Resorts Management, Ltd. a Florida limited partnership and Heller Financial, Inc., a Delaware corporation; and
- Collateral Assignment Of Master Declarant's Rights, effective as of July 15, 2002, by and between Tempus Palms International, Ltd., a Florida limited partnership and Heller Financial Inc., a Delaware corporation.

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