

03-14-2003



102390432

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

3-12-03

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof. ATTORNEY DOCKET NO.: 19241.3044

1. Name of conveying party(ies):

Sunterra Residual Assets Development, LLC.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State:
- Other- Delaware Limited Liability Company

Additional names of conveying party(ies) attached?

YES NO

2. Name and address of receiving party(ies):

Name: Sunterra Developer and Sales Holding Company

Internal Address:

Street Address: 3865 West Cheyenne Avenue
Building 5

City: North Las Vegas

State: Nevada

Zip: 89032

- Individual(s)
- 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

Additional name(s) and address(es) attached?

YES NO

3. Nature of conveyance:

<input checked="" type="checkbox"/>	Assignment	<input type="checkbox"/>	Merger	<input type="checkbox"/>	Other
<input type="checkbox"/>	Security Agreement	<input type="checkbox"/>	Change of Name		

Execution Date: February 27, 2003

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 1,288,151

Additional numbers attached? YES NO

03/12/2003 LINDLER 00000106 1288151

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40.00

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

Nancy K. Gardner, Esq.
NEEDLE & ROSENBERG, P.C.
Suite 1200, The Candler Building
127 Peachtree Street, N.E.
Atlanta, Georgia 30303-1811
(404) 688-0770

6. Total number of applications and registrations involved: 1

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

Enclosed, authorized by a signed Credit Card Payment Form PTO-2038

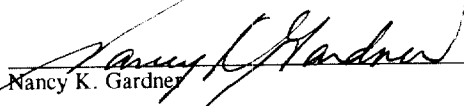
Authorized to be charged to Deposit Account.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629
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(Attach duplicate copy of this form if paying by deposit account)

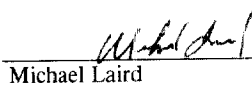
9. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.


Nancy K. Gardner

March 6, 2003
Date

Total Number of Pages Including Cover Sheet, Attachments, and Document: 5

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: **BOX ASSIGNMENT**, Director of the United States Patent and Trademark Office, Washington, D.C. 20231, on this 6th day of March, 2003.


Michael Laird

3/6/03
Date

INTELLECTUAL PROPERTY ASSIGNMENT

THIS ASSIGNMENT is being made effective this 27 day of February, 2003, by and between Sunterra Residual Assets Development, LLC, a Delaware Limited Liability Company, whose corporate address is 3865 W. Cheyenne Avenue., Building #5, North Las Vegas, Nevada 89032 (hereinafter "Assignor") and Sunterra Developer and Sales Holding Company, a Delaware corporation, whose corporate address is 3865 W. Cheyenne Avenue., Building #5, North Las Vegas, Nevada 89032 (hereinafter "Assignee").

WHEREAS, Assignor has adopted and used certain intellectual property assets in association with its business including, but not limited to, trademarks, service marks, trade names, trade dress, and copyrights, and any registrations therefor and goodwill associated therewith (collectively the "Intellectual Property Assets"); and

WHEREAS, among the Intellectual Property Assets of Assignor is the United States service mark registration listed on the attached Schedule 1; and

WHEREAS, Assignor intends to convey to Assignee all its Intellectual Property Assets; and

WHEREAS, Assignee is desirous of acquiring said Intellectual Property Assets and registrations therefor;

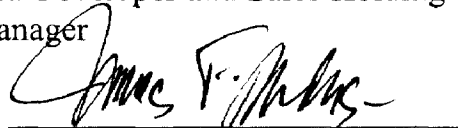
NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and convey unto said Assignee the entire right, title and interest in and to the said Intellectual Property Assets and applications and registrations therefor, together with the good will of the business associated therewith, and the right to sue for past infringement of the said assets.

In witness whereof, I have executed this Assignment this 27 day of February, 2003.

SUNTERRA RESIDUAL ASSETS DEVELOPMENT, LLC

By: Sunterra Developer and Sales Holding Company, its
sole manager

By:



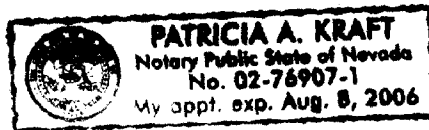
James F. Anderson

Its: Vice President

State of Nevada
County of Clark

This instrument was acknowledged before me on this 29 day of FEBRUARY, 2003 by James F. Anderson as Vice President of Sunterra Developer and Sales Holding Company, a Delaware corporation and the sole member and manager of Sunterra Residual Assets Development LLC, a Delaware limited liability company.

Patricia A Kraft
NOTARY PUBLIC




My Commission Expires: August 8, 2006

W168705

TRADEMARK
REEL: 002691 FRAME: 0132

SCHEDULE 1

United States Trademark Registration

Mark	Registration Number
	1288151

W168726