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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

<p>1. Name of conveying party(ies): All Seasons Resorts, Inc.</p> <p><input type="checkbox"/> Individual(s)  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation -- State: Arizona  <input type="checkbox"/> Other</p> <p>Additional names of conveying party(ies) attached?  <input type="checkbox"/> YES    <input checked="" type="checkbox"/> NO</p>	<p>2. Name and address of receiving party(ies): Name: Sunterra Centralized Services Company</p> <p>Internal Address: Street Address: 3865 West Cheyenne Avenue Building 5 City: North Las Vegas State: Nevada Zip: 89032</p> <p><input type="checkbox"/> Individual(s)  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation -- State: Delaware  <input type="checkbox"/> Other-</p> <p>If Assignee is not domiciled in the United States, a domestic representative designation is attached:  <input type="checkbox"/> YES    <input type="checkbox"/> NO</p> <p>Additional name(s) and address(es) attached?  <input type="checkbox"/> YES    <input checked="" type="checkbox"/> NO</p>
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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): 2,134,168
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Additional numbers attached?  YES     NO

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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Nancy K. Gardner, Esq.  <b>NEEDLE &amp; ROSENBERG, P.C.</b>          Suite 1200, The Candler Building          127 Peachtree Street, N.E.          Atlanta, Georgia 30303-1811          (404) 688-0770</p>	<p>6. Total number of applications and registrations involved: 1</p>
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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.

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 The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.  
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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  
 Nancy K. Gardner                      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 6<sup>th</sup> day of March, 2003.

Michael Laird                      3/6/03  
 Michael Laird                      Date

**INTELLECTUAL PROPERTY ASSIGNMENT**

**THIS ASSIGNMENT** is being made effective this 27 day of February, 2003, by and between All Seasons Resorts, Inc., an Arizona corporation whose corporate address is 561 Highway 179, Sedona, Arizona 86336 (hereinafter "Assignor") and Sunterra Centralized Services 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.

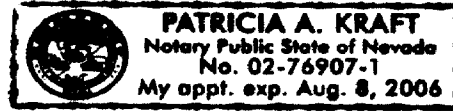
**ALL SEASONS RESORTS, INC.**

By: James F. Anderson  
James F. Anderson  
Its: Vice President

State of Nevada  
County of Clark

This instrument was acknowledged before me on this 25 day of FEBRUARY, 2003 by James F. Anderson as Vice President of All Seasons Resorts, Inc., an Arizona corporation, on behalf of the corporation.

Patricia A. Kraft  
NOTARY PUBLIC



My Commission Expires: August 8, 2006

W168705

**SCHEDULE 1**

United States Trademark Registration

<b>Mark</b>	<b>Registration Number</b>
ALL SEASONS	2134168

W168705