

03-14-2003

KEY DOCKET NO. 19241.3044

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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

1. Name of conveying party(ies):

Sunterra Poipu GP 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 Centralized Services 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	<input type="checkbox"/>	

Execution Date: February 27, 2003

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 2,110,860; 2,323,539; 2,332,512; 2,340,934; 2,369,499; 2,406,610; 2,406,611; 2,414,306; 2,490,560; 2,494,277

Additional numbers attached? YES NO

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02 FC:4522

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W170479

TRADEMARK
REEL: 002691 FRAME: 0420

INTELLECTUAL PROPERTY ASSIGNMENT

THIS ASSIGNMENT is being made effective this 27 day of February, 2003, by and between Sunterra Poipu GP 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 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 are the United States trademark and service mark registrations listed on the attached Schedule 1; and

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

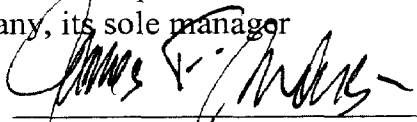
WHEREAS, Assignee is desirous of acquiring said Intellectual Property Assets and registrations therefor;

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 POIPU GP DEVELOPMENT, LLC

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

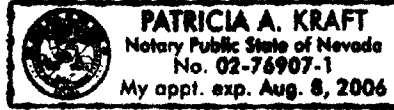
By: 
James F. Anderson

Its: Vice President

State of Nevada
County of Clark

This instrument was acknowledged before me on this 27 day of FEBRUARY, 2003 by James F. Anderson as Vice President of Sunterra Developer and Sales Holding Company, a Delaware corporation and the sole manager of Sunterra Poipu GP Development LLC, a Delaware limited liability company.

Patricia A. Kraft
NOTARY PUBLIC






My Commission Expires: August 8, 2006

W168705

SCHEDULE 1

United States Trademark Registrations

Mark	Registration Number
OWNERSHARES	2110860
VACATIONER	2323539
 The logo for Sun Options features the word "Sun" in a bold, sans-serif font, followed by a stylized sun icon consisting of a spiral, and then the word "ptions" in a similar font.	2332512
SUNOPTIONS	2340934
 The Sunterra logo consists of the word "Sunterra" in a bold, sans-serif font, with a stylized sun icon above the letter "t".	2369499
SUNTERRA	2406610
 The Sunterra logo consists of the word "Sunterra" in a bold, sans-serif font, with a stylized sun icon above the letter "t".	2406611
OWN YOUR WORLD	2414306
SUNTERRA ESCAPES	2490560
 The Sunterra Club logo features a square icon with a stylized sun symbol inside, the word "Club" in a bold, sans-serif font below the icon, and the word "Sunterra" in a bold, sans-serif font below "Club".	2494277

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