

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
VILLAS OF DISTINCTION, LLC		12/05/2005	LIMITED LIABILITY COMPANY: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CREATIVE LEISURE INTERNATIONAL, LLC		
<b>Street Address:</b>	P. O. Box 7750189		
<b>City:</b>	Petaluma		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94795-0189		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEW YORK		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78534715	VILLAS OF DISTINCTION	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)768-6800		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-768-6700		
<b>Email:</b>	trademarks@sonnenschein.com		
<b>Correspondent Name:</b>	Martin P. Michael, Esq.		
<b>Address Line 1:</b>	Wacker Drive Station - Sears Tower		
<b>Address Line 2:</b>	P. O. Box 061080		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60606-1080		
<b>ATTORNEY DOCKET NUMBER:</b>	20057610-0009-VILLAS-R7M		
<b>NAME OF SUBMITTER:</b>	Martin P. Michael		
<b>Signature:</b>	/martinpmichael/		

OP \$40.00 78534715

Date:

12/05/2005

**Total Attachments: 2**

source=villasofdistinctionassignment#page1.tif

source=villasofdistinctionassignment#page2.tif

**ASSIGNMENT OF TRADEMARK APPLICATION**

WHEREAS, VILLAS OF DISTINCTION, LLC, a California limited liability company, ("ASSIGNOR"), having its principal offices at 951 Transport Way, Petaluma, California 94954, has adopted, used and is using and is the owner of the following trademark for which application in the United States Patent and Trademark Office is pending (the "Mark"):

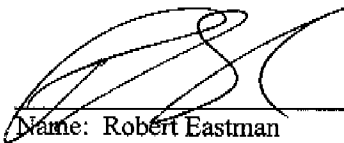
<u>Trademark</u>	<u>Application No.</u>	<u>Filed</u>
VILLAS OF DISTINCTION	78/534,715	December 17, 2004

WHEREAS, CREATIVE LEISURE INTERNATIONAL, LLC, a New York limited liability company, having its principal offices at P. O. Box 7750189, Petaluma, CA 94795-0189, ("ASSIGNEE"), is desirous of acquiring said Mark and the application 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 assign and transfer to ASSIGNEE, ASSIGNOR'S entire right, title and interest in the United States in and to said Mark and said application therefor, together with the good will of the business symbolized by said Mark; also including the right to sue and recover for any past or present infringements of the Mark.

The Under Secretary of Commerce for Intellectual Property and Director of the United States Patent and Trademark Office is requested to issue the Certificate of Registration arising from the pending application for the Mark to said ASSIGNEE, CREATIVE LEISURE INTERNATIONAL, LLC.

Signed at Arundel Ny, this 5 day of Dec, 2005.  
VILLAS OF DISTINCTION, LLC

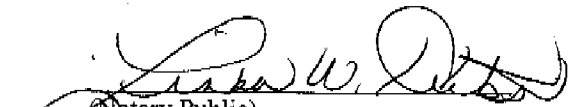
By:   
Name: Robert Eastman  
Title: President

NOTARIAL CERTIFICATE

STATE OF New York )  
  :SS.:  
COUNTY OF Westchester )

On the 5<sup>th</sup> day of December, 2005, before me, the undersigned, personally appeared Robert Eastman, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument, and who acknowledged to me that he/she executed the same as a free act on behalf of the identified company with full authority to do so.

Subscribed and sworn to before me  
this 5<sup>th</sup> day of December, 2005

  
(Notary Public)

