10-14-2005

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RE 103099731

TRADEMARKS ONLY

9/20/05

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Kuilima Resort Company

- [ ] Individual(s)
- [ ] Association
- [x] General Partnership
- [ ] Limited Partnership
- [ ] Corporation- State:
- [ ] Other

Citizenship (see guidelines) Hawaii

Additional names of conveying parties attached? [ ] Yes [x] No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? [ ] Yes [x] No

Name: Credit Suisse
Internal Address:
Street Address: Eleven Madison Avenue
City: New York
State: NY
Country: USA Zip: 10010

- [ ] Association Citizenship
- [ ] General Partnership Citizenship
- [ ] Limited Partnership Citizenship
- [ ] Corporation Citizenship
- [x] Other Agent/Bank Citizenship

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) 09/ /2005

- [ ] Assignment
- [ ] Merger
- [ ] Security Agreement
- [ ] Change of Name
- [x] Other First Lien Security Agreement

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
76/564051

B. Trademark Registration No.(s)
2865448; 2943124; 2837438

Additional sheet(s) attached? [ ] Yes [x] No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Deborah Taylor
Internal Address: c/o Latham & Watkins LLP
Street Address: 633 West Fifth St., Suite 4000
City: Los Angeles
State: CA Zip: 90071
Phone Number: 213-485-1234
Fax Number: 213-891-8763
Email Address: deborah.taylor@lw.com

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $ 115.00

- [ ] Authorized to be charged by credit card
- [ ] Authorized to be charged to deposit account
- [x] Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers
Expiration Date

b. Deposit Account Number

Authorized User Name

9. Signature: Deborah Taylor
Signature

September 20, 2005
Date

Deborah Taylor
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

NOTICE OF SECURITY INTEREST IN TRADEMARKS

NOTICE IS HEREBY GIVEN that **KUILIMA RESORT COMPANY**, a Hawaii general partnership (the "Grantor") with an office located at 57-091 Kamehameha Highway, Kahuku, Hawaii 96731, and **CREDIT SUISSE**, as Collateral Agent (the "Agent"), with an office located at Eleven Madison Avenue, New York, NY 10010, on behalf of certain Lenders and the Agent, and the successors and assigns of each of the foregoing (collectively, the "Secured Parties"), have entered into the Security Agreement dated as of September 30, 2005 (the "Security Agreement").

Pursuant to the Security Agreement, the Grantor has conveyed, pledged, assigned and transferred to the Agent, for the equal and ratable benefit of the Secured Parties, and has granted to the Agent, for the equal and ratable benefit of the Secured Parties, a security interest in, the registered trademarks and service marks and applications for registration of trademarks and service marks, listed in Schedule A hereto (collectively, the "Trademarks"), together with the goodwill of the business symbolized thereby, to secure the payment, performance and observance of the Secured Obligations as defined in the Security Agreement, provided that the grant of security interest shall not include any Trademark that may be deemed invalidated, canceled or abandoned due to the grant and/or enforcement of such security interest unless and until such time as the grant and/or enforcement of the security interest will not affect the validity of such Trademark.

The Commissioner of Patents and Trademarks is requested to record this notice in its records.

Dated: September 30, 2005

KUILIMA RESORT COMPANY, a Hawaii general partnership

By: TURTLE BAY HOLDING, L.L.C., its managing general partner

By: OAKTREE CAPITAL MANAGEMENT, LLC, its manager

By: _____
Name: Marc Porosoff
Title: Senior Vice President, Legal

By: _____
Name: Stephanie Schulman
Title: Vice President, Legal

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SCHEDULE A
TO
NOTICE OF SECURITY INTEREST IN TRADEMARKS

TRADEMARKS
USPTO

Mark	Reg. No. / Serial No.	Status	Owner/Assignee/Comments
OCEAN VILLAS AT TURTLE BAY RESORT	76-564051	Pending	Kuilima Resort Company
TURTLE BAY RESORT TRUE HAWAII	76-423895	Allowed – Intent to use	Kuilima Resort Company
TRUE HAWAII	76-423896	Allowed – Intent to use	Kuilima Resort Company
TURTLE BAY RESORT AND DESIGN	2865448	Registered	Kuilima Resort Company
TURTLE BAY RESORT	2943124	Registered	Kuilima Resort Company
TURTLE BAY RESORT	2837438	Registered	Kuilima Resort Company

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