

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Utah 7000, L.L.C.	FORMERLY Pivotal Promontory, L.L.C.	07/22/2008	LIMITED LIABILITY COMPANY: ARIZONA
Utah 7000 Capital, L.L.C.	FORMERLY Pivotal Promontory Capital, L.L.C.	07/22/2008	LIMITED LIABILITY COMPANY: ARIZONA
Utah 7000 Development, L.L.C.	FORMERLY Pivotal Promontory Development, L.L.C.	07/22/2008	LIMITED LIABILITY COMPANY: ARIZONA
Utah 7000 Cabins, L.L.C.	FORMERLY Pivotal Promontory Cabins, L.L.C.	07/22/2008	LIMITED LIABILITY COMPANY: ARIZONA
Pivotal Promontory TRC, L.L.C.		07/22/2008	LIMITED LIABILITY COMPANY: ARIZONA
Utah 7000 Realty, L.L.C.	FORMERLY Promontory Realty, L.L.C.	07/22/2008	LIMITED LIABILITY COMPANY: ARIZONA

RECEIVING PARTY DATA

Name:	Pivotal Finance, L.L.C.
Street Address:	2555 East Camelback Road, Suite 700
City:	Phoenix
State/Country:	ARIZONA
Postal Code:	85016
Entity Type:	LIMITED LIABILITY COMPANY: ARIZONA

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Registration Number:	2821565	
Registration Number:	2624858	
Registration Number:	2624859	
Registration Number:	2754093	
Registration Number:	2635033	
Registration Number:	2530387	PROMONTORY

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Registration Number:	2830500	PROMONTORY
Registration Number:	2868315	PROMONTORY
Registration Number:	2865962	PROMONTORY
Registration Number:	2865961	PROMONTORY
Registration Number:	2754095	PROMONTORY
Registration Number:	2810879	PROMONTORY RANCH
Registration Number:	2830501	PROMONTORY THE RANCH CLUB
Registration Number:	2865966	PROMONTORY THE RANCH CLUB
Registration Number:	2865967	PROMONTORY THE RANCH CLUB
Registration Number:	2859334	PROMONTORY THE RANCH CLUB
Registration Number:	2754102	PROMONTORY THE RANCH CLUB
Registration Number:	2754100	PROMONTORY THE RANCH CLUB
Registration Number:	2964350	PROMONTORY THE RANCH CLUB
Registration Number:	2964351	PROMONTORY THE RANCH CLUB
Registration Number:	2821567	PROMONTORY THE RANCH CLUB
Registration Number:	2964352	PROMONTORY THE RANCH CLUB
Registration Number:	2865963	PROMONTORY THE RANCH CLUB
Registration Number:	2865965	PROMONTORY THE RANCH CLUB
Registration Number:	2865964	PROMONTORY THE RANCH CLUB
Registration Number:	2754101	PROMONTORY THE RANCH CLUB
Registration Number:	2856365	PROMONTORY THE RANCH CLUB
Registration Number:	2680754	RESPECT THE LAND. NOURISH THE SOUL.
Registration Number:	2680755	RESPECT THE LAND. NOURISH THE SOUL.
Registration Number:	2821566	THE RANCH CLUB
Registration Number:	2748407	THE RANCH CLUB
Registration Number:	2631521	THE RANCH CLUB
Registration Number:	2631522	THE RANCH CLUB
Registration Number:	3023945	PROMONTORY CLUB

CORRESPONDENCE DATA

Fax Number: (602)734-3750
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 602-262-5311
Email: TRADEMARKS@LRLAW.COM
Correspondent Name: Jennifer A. Van Kirk
Address Line 1: 40 North Central Avenue, Suite 1900
Address Line 2: Lewis and Roca LLP

Address Line 4: Phoenix, ARIZONA 85004

ATTORNEY DOCKET NUMBER: 48781-1

NAME OF SUBMITTER: Jennifer A. Van Kirk

Signature: /JENNIFER A. VAN KIRK/

Date: 08/06/2008

Total Attachments: 13

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**MEMORANDUM OF SECURITY INTEREST IN
TRADEMARK AND REGISTRATION**

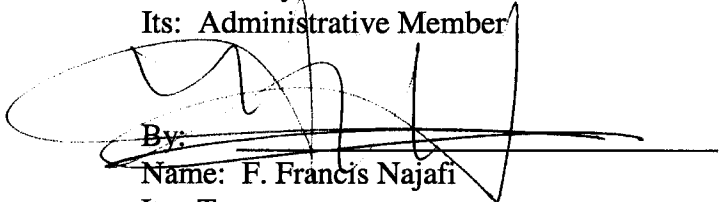
This Memorandum of Security Interest in Trademark and Registration evidences and confirms the following:

1. Utah 7000, L.L.C., formerly known as Pivotal Promontory, L.L.C., an Arizona limited liability company, Utah 7000 Development, L.L.C., formerly known as Pivotal Promontory Development, L.L.C., an Arizona limited liability company, Utah 7000 Capital, L.L.C., formerly known as Pivotal Promontory Capital, L.L.C., an Arizona limited liability company, Utah 7000 Realty, L.L.C., formerly known as Pivotal Promontory Realty, L.L.C., an Arizona limited liability company, Utah 7000 Cabins, L.L.C., an Arizona limited liability company and Pivotal Promontory TRC, L.L.C., an Arizona limited liability company ("Assignors"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor, pursuant to the Long Term DIP Loan Agreement and the Security Agreement, each executed as of July 22, 2008, creates, grants and assigns to Pivotal Finance, L.L.C., an Arizona limited liability company ("Secured Party"), effective as of July 22, 2008, a continuing security interest in all rights, title and interest in the names and trademarks identified in Schedule I attached hereto, and the goodwill of the business symbolized by and associated with the trademarks and federal trademark registrations.
2. This security interest pertains to Assignors' rights everywhere throughout the world.
3. Assignors acknowledge that they have the full right to enter into and convey the rights described in the Security Agreement and this Memorandum of Security Interest.

**UTAH 7000, L.L.C., formerly known as PIVOTAL
PROMONTORY, L.L.C., an Arizona limited liability
company**

**By: PIVOTAL GROUP X, L.L.C., an Arizona limited
liability company**
Its: Managing Member

By: F. Francis Najafi; as Trustee of the F. Francis Najafi
Family Trust
Its: Administrative Member


By: _____
Name: F. Francis Najafi
Its: Trustee

**UTAH 7000 CAPITAL, L.L.C., formerly known as
PIVOTAL PROMONTORY CAPITAL, L.L.C., an
Arizona limited liability company**

**By: PIVOTAL GROUP X, L.L.C., an Arizona limited
liability company**

Its: Managing Member

**By: F. Francis Najafi; as Trustee of the F. Francis Najafi
Family Trust**

Its: Administrative Member

By:

Name: F. Francis Najafi

Its: Trustee

**UTAH 7000 DEVELOPMENT, L.L.C., formerly known
as PIVOTAL PROMONTORY DEVELOPMENT,
L.L.C., an Arizona limited liability company**

**By: PIVOTAL GROUP X, L.L.C., an Arizona limited
liability company**

Its: Managing Member

**By: F. Francis Najafi; as Trustee of the F. Francis Najafi
Family Trust**

Its: Administrative Member

By:

Name: F. Francis Najafi

Its: Trustee

**UTAH 7000 CABINS, L.L.C., formerly known as
PIVOTAL PROMONTORY CABINS, L.L.C., an
Arizona limited liability company**

By: Pivotal Promontory Development, L.L.C., as Sole
Member

By: **PIVOTAL GROUP X, L.L.C., an Arizona limited
liability company**

Its: Managing Member

By: F. Francis Najafi; as Trustee of the F. Francis Najafi
Family Trust

Its: Administrative Member

By:

Name: F. Francis Najafi

Its: Trustee

Pivotal Promontory TRC, L.L.C., an Arizona limited liability company

By: Utah 7000, L.L.C., formerly known as Pivotal Promontory, L.L.C., as Sole Member

By: **PIVOTAL GROUP X, L.L.C., an Arizona limited liability company**

Its: Managing Member

By: F. Francis Najafi; as Trustee of the F. Francis Najafi Family Trust

Its: Administrative Member

By:

Name: F. Francis Najafi

Its: Trustee

PIVOTAL PROMONTORY TRC, L.L.C., an Arizona limited liability company

By: Pivotal Promontory, L.L.C., as Sole Member

By: **PIVOTAL GROUP X, L.L.C.,** an Arizona limited liability company

Its: Managing Member

By: F. Francis Najafi; as Trustee of the F. Francis Najafi Family Trust

Its: Administrative Member

By:

Name: ~~F. Francis Najafi~~

Its: Trustee

UTAH 7000 REALTY, L.L.C., formerly known as **PROMONTORY REALTY, L.L.C.,** an Arizona limited liability company

By: Pivotal Promontory Development, L.L.C., as Sole Member

By: **PIVOTAL GROUP X, L.L.C.,** an Arizona limited liability company

Its: Managing Member

By: F. Francis Najafi; as Trustee of the F. Francis Najafi Family Trust

Its: Administrative Member

By:


Name: ~~F. Francis Najafi~~

Its: Trustee

STATE OF Arizona)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me on July 29, 2008
by F. Francis Naigfi, ^{authorized signer as} indicated under respective of Utah 7000, L.L.C.,
^{signature line}
formerly known as Pivotal Promontory, L.L.C. an Arizona limited liability
company, Utah 7000 Development, L.L.C., formerly known as Pivotal Promontory
Development, L.L.C. an Arizona limited liability company, Utah 7000 Capital,
L.L.C., formerly known as Pivotal Promontory Capital, L.L.C. an Arizona limited
liability company, Utah 7000 Realty, L.L.C., formerly known as Pivotal Promontory
Realty, L.L.C. an Arizona limited liability company, Utah 7000 Cabins, L.L.C., an
Arizona limited liability company and Pivotal Promontory TRC, L.L.C. an Arizona
limited liability company, on behalf of the company.




Notary Public

My Commission Expires:

Jan 22 2011

SCHEDULE I

Registration No. and Registration Date	Application No. and Filing Date	Contents	Status
2,821,565 3/9/2004	76/352,243 12/20/2001	Federal Trademark: Miscellaneous Design <i>For: Sporting goods, toys and games, namely, golf balls, golf clubs, golf bags, golf putters, golf divot repair tools, golf tees, golf ball markers, golf bag covers, club head covers, golf gloves, tennis rackets, tennis balls, skis, snowboards, ski poles, ski carry bags, ice skates, fishing tackle, fishing rods, fishing reels, kickboard arm floats, water wings, inflatable ride-on toys and inflatable float mattresses for recreational use, toy swim fins, toy swim goggles for recreational use, and toy swim masks for recreational use</i>	Registered
2,624,858 9/24/2002	76/352,242 12/20/2001	Federal Trademark: Miscellaneous Design <i>For: Real estate development services</i>	Registered
2,624,859 9/24/2002	76/352,245 12/20/2001	Federal Trademark: Miscellaneous Design <i>For: Hotel, bar, restaurant and resort community services</i>	Registered
2,754,093 8/19/2003	76/352,244 12/20/2001	Federal Trademark: Miscellaneous Design <i>For: Clothing, namely, shirts, t-shirts, knit shirts, golf shirts, jackets, caps, shoes, shorts, hats, visors, jogging suits, pullovers, socks, head bands, wrist bands, sport shirts, sweat suits, warm-up suits, sweaters, ties, underwear, turtlenecks, vests, slacks, jeans, skirts, blouses, dresses, gloves, scarves, coats, boots, ski boots, ski pants, ski jackets, and ski gloves</i>	Registered
2,635,033 10/15/2002	76/352,241 10/15/2001	Federal Trademark: Miscellaneous Design <i>For: Real estate brokerage and management services</i>	Registered

Registration No. and Registration Date	Application No. and Filing Date	Contents	Status
2,530,387 1/15/2002	76/751,445 7/14/1999	Federal Trademark: Promontory For: <i>Real estate brokerage and management service; operating and maintaining a real estate development; and hotel, bar, restaurant and resort community services</i>	Registered
2,830,500 5/6/2004	76/352,293 12/20/2001	Federal Trademark: Promontory and Design For: <i>Sporting goods, toys and games, namely, golf balls, golf clubs, golf bags, golf putters, golf divot repair tools, golf tees, golf ball markers, golf bag covers, club head covers, golf gloves, tennis rackets, tennis balls, skis, snowboards, ski poles, ski carry bags, ice skates, fishing tackle, fishing rods, fishing reels, kickboard arm floats, water wings, inflatable ride-on toys and inflatable float mattresses for recreational use, toy swim fins, toy swim goggles for recreational use, and toy swim masks for recreational use</i>	Registered
2,868,315 9/3/2004	76/352,296 12/20/2001	Federal Trademark: Promontory and Design For: <i>Hotel, bar, restaurant and resort community services</i>	Registered
2,865,962 7/27/2004	76/352,295 12/20/2001	Federal Trademark: Promontory and Design For: <i>Real estate development services</i>	Registered
2,865,961 7/27/2004	76/352,294 12/20/2001	Federal Trademark: Promontory and Design For: <i>Real estate brokerage and management services</i>	Registered

Registration No. and Registration Date	Application No. and Filing Date	Contents	Status
2,754,095 8/19/2003	76/352,297 12/20/2001	Federal Trademark: Promontory and Design For: <i>Clothing, namely, shirts, t-shirts, knit shirts, golf shirts, jackets, caps, shoes, shorts, hats, visors, jogging suits, pullovers, socks, head bands, wrist bands, sport shirts, sweat suits, warm-up suits, sweaters, ties, underwear, turtlenecks, vests, slacks, jeans, skirts, blouses, dresses, gloves, scarves, coats, boots, ski boots, ski pants, ski jackets, and ski gloves</i>	Registered
2,810,879 2/3/2004	75/751,443 7/14/1999	Federal Trademark: Promontory Ranch For: <i>Real estate brokerage and management services; operating and maintaining a real estate development; and hotel, bar, restaurant, and resort community services</i>	Registered
2,830,501 4/6/2004	76/353,872 12/20/2001	Federal Trademark: Promontory The Ranch Club For: <i>Sporting goods, toys and games, namely, golf balls, golf clubs, golf bags, golf putters, golf divot repair tools, golf tees, golf ball markers, golf bag covers, club head covers, golf gloves, tennis rackets, tennis balls, skis, snowboards, ski poles, ski carry bags, ice skates, fishing tackle, fishing rods, fishing reels, kickboard arm floats, water wings, inflatable ride-on toys and inflatable float mattresses for recreational use, toy swim fins, toy swim goggles for recreational use, and toy swim masks for recreational use</i>	Registered
2,865,966 7/27/2004	76/353,871 12/20/2001	Federal Trademark: Promontory The Ranch Club For: <i>Hotel, bar, restaurant and resort community services</i>	Registered

Registration No. and Registration Date	Application No. and Filing Date	Contents	Status
2,865,967 7/27/2004	76/353,874 12/20/2001	Federal Trademark: Promontory The Ranch Club <i>For: Real estate development services</i>	Registered
2,859,334 7/6/2004	76/353,873 12/20/2001	Federal Trademark: Promontory The Ranch Club <i>For: Real estate brokerage and management services</i>	Registered
2,754,102 8/19/2003	76/353,870 12/20/2001	Federal Trademark: Promontory The Ranch Club <i>For: Clothing, namely, shirts, t-shirts, knit shirts, golf shirts, jackets, caps, shoes, shorts, hats, visors, jogging suits, pullovers, socks, head bands, wrist bands, sport shirts, sweat suits, warm-up suits, sweaters, ties, underwear, turtlenecks, vests, slacks, jeans, skirts, blouses, dresses, gloves, scarves, coats, boots, ski boots, ski pants, ski jackets, and ski gloves</i>	Registered
2,754,100 8/19/2003	76/353,855 12/20/2001	Federal Trademark: Promontory The Ranch Club and Design <i>For: Clothing, namely, shirts, t-shirts, knit shirts, golf shirts, jackets, caps, shoes, shorts, hats, visors, jogging suits, pullovers, socks, head bands, wrist bands, sport shirts, sweat suits, warm-up suits, sweaters, ties, underwear, turtlenecks, vests, slacks, jeans, skirts, blouses, dresses, gloves, scarves, coats, boots, ski boots, ski pants, ski jackets, and ski gloves</i>	Registered
2,964,350 6/28/2005	76/353,856 12/20/2001	Federal Trademark: Promontory The Ranch Club and Design <i>For: Real estate development services</i>	Registered

Registration No. and Registration Date	Application No. and Filing Date	Contents	Status
2,964,351 6/28/2005	76/353,857 12/20/2001	Federal Trademark: Promontory The Ranch Club and Design For: <i>Real estate brokerage and management services</i>	Registered
2,821,567 3/9/2004	76/353,858 12/20/2001	Federal Trademark: Promontory The Ranch Club and Design For: <i>Sporting goods, toys and games, namely, golf balls, golf clubs, golf bags, golf putters, golf divot repair tools, golf tees, golf ball markers, golf bag covers, club head covers, golf gloves, tennis rackets, tennis balls, skis, snowboards, ski poles, ski carry bags, ice skates, fishing tackle, fishing rods, fishing reels, kickboard arm floats, water wings, inflatable ride-on toys and inflatable float mattresses for recreational use, toy swim fins, toy swim goggles for recreational use, and toy swim masks for recreational use</i>	Registered
2,964,352 6/28/2005	76/353,859 12/20/2001	Federal Trademark: Promontory The Ranch Club and Design For: <i>Hotel, bar, restaurant and resort community services</i>	Registered
2,865,963 7/27/2004	76/353,860 12/20/2001	Federal Trademark: Promontory The Ranch Club and Design For: <i>Real estate development services</i>	Registered
2,865,965 7/27/2004	76/353,864 12/20/2001	Federal Trademark: Promontory The Ranch Club and Design For: <i>Hotel, bar, restaurant and resort community services</i>	Registered
2,865,964 7/27/2004	76/353,861 12/20/2001	Federal Trademark: Promontory The Ranch Club and Design For: <i>Real estate brokerage and management services</i>	Registered

Registration No. and Registration Date	Application No. and Filing Date	Contents	Status
2,754,101 8/19/2003	76/353,863 12/20/2001	Federal Trademark: Promontory The Ranch Club and Design <i>For: Clothing, namely, shirts, t-shirts, knit shirts, golf shirts, jackets, caps, shoes, shorts, hats, visors, jogging suits, pullovers, socks, head bands, wrist bands, sport shirts, sweat suits, warm-up suits, sweaters, ties, underwear, turtlenecks, vests, slacks, jeans, skirts, blouses, dresses, gloves, scarves, coats, boots, ski boots, ski pants, ski jackets, and ski gloves</i>	Registered
2,856,365 6/22/2004	76/353,862 12/20/2001	Federal Trademark: Promontory The Ranch Club and Design <i>For: Sporting goods, toys and games, namely, golf balls, golf clubs, golf bags, golf putters, golf divot repair tools, golf tees, golf ball markers, golf bag covers, club head covers, golf gloves, tennis rackets, tennis balls, skis, snowboards, ski poles, ski carry bags, ice skates, fishing tackle, fishing rods, fishing reels, kickboard arm floats, water wings, inflatable ride-on toys and inflatable float mattresses for recreational use, toy swim fins, toy swim goggles for recreational use, and toy swim masks for recreational use</i>	Registered
2,680,754 1/28/2003	76/392,940 4/9/2002	Federal Trademark: Respect the Land. Nourish the Soul. <i>For: Real estate brokerage and management services</i>	Registered
2,680,755 1/28/2003	76/392,941 4/9/2002	Federal Trademark: Respect the Land. Nourish the Soul. <i>For: Real estate development services</i>	Registered

Registration No. and Registration Date	Application No. and Filing Date	Contents	Status
2,821,566 3/9/2004	76/352,277 12/20/2001	Federal Trademark: The Ranch Club <i>For: Sporting goods, toys and games, namely, golf balls, golf clubs, golf bags, golf putters, golf divot repair tools, golf tees, golf ball markers, golf bag covers, club head covers, golf gloves, tennis rackets, tennis balls, skis, snowboards, ski poles, ski carry bags, ice skates, fishing tackle, fishing rods, fishing reels, kickboard arm floats, water wings, inflatable ride-on toys and inflatable float mattresses for recreational use, toy swim fins, toy swim goggles for recreational use, and toy swim masks for recreational use</i>	Registered
2,748,407 8/5/2003	76/352,276 12/20/2001	Federal Trademark: The Ranch Club <i>For: Clothing, namely, shirts, t-shirts, knit shirts, golf shirts, jackets, caps, shoes, shorts, hats, visors, jogging suits, pullovers, socks, head bands, wrist bands, sport shirts, sweat suits, warm-up suits, sweaters, ties, underwear, turtlenecks, vests, slacks, jeans, skirts, blouses, dresses, gloves, scarves, coats, boots, ski boots, ski pants, ski jackets, and ski gloves</i>	Registered
2,631,521 10/8/2002	76/352,275 12/20/2001	Federal Trademark: The Ranch Club <i>For: Real estate brokerage and management services</i>	Registered
2,631,522 10/8/2002	76/352,278 12/20/2001	Federal Trademark: The Ranch Club <i>For: Real estate development services</i>	Registered
3,023,945 12/6/2005	75/751,444 7/14/1999	Federal Trademark: Promontory Club <i>For: Real estate brokerage and management services; real estate development services: Hotel, bar, restaurant and resort hotel services</i>	Registered