

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement (Trademarks) (Second Lien)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WCI Communities, LLC		09/03/2009	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Wilmington Trust FSB, as administrative agent and collateral agent
Street Address:	591 Broadway
Internal Address:	2nd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10012
Entity Type:	Federal Savings Bank: UNITED STATES

PROPERTY NUMBERS Total: 61

Property Type	Number	Word Mark
Registration Number:	2993982	WCI LIFESTYLES BEYOND EXPECTATIONS
Registration Number:	3025677	WCI LIFESTYLES BEYOND EXPECTATIONS
Registration Number:	3010180	SIGNATURE SERVICES CONCIERGE
Registration Number:	3025882	SIGNATURE SERVICES CONCIERGE SSC
Registration Number:	3159544	WCI THE EXPERIENCE IS EVERYTHING
Registration Number:	3254049	WCI THE EXPERIENCE IS EVERYTHING
Registration Number:	3159543	WCI THE EXPERIENCE IS EVERYTHING
Registration Number:	3159545	WCI THE EXPERIENCE IS EVERYTHING
Registration Number:	3162514	LIVE THE EXPERIENCE. ADMIRE THE VIEW
Registration Number:	3162518	LIVE THE EXPERIENCE. ADMIRE THE VIEW
Registration Number:	2863051	WATERLEFE
Registration Number:	2863050	WATERLEFE
Registration Number:	2561231	WCI

CH \$1540.00 2993982

Registration Number:	2742508	WCI
Registration Number:	2672739	WCI COMMUNITIES INC.
Registration Number:	2684095	WCI COMMUNITIES INC.
Registration Number:	2570769	TIBURON
Registration Number:	2613838	TIBURON
Registration Number:	2685174	TIBURON
Registration Number:	2629890	TIBURON
Registration Number:	2679476	TIBURON
Registration Number:	2606524	TIBURON
Registration Number:	2703475	TIBURON
Registration Number:	2570770	TIBURON
Registration Number:	2702913	TIBURON
Registration Number:	2854127	TIBURON
Registration Number:	2634017	TIBURON NAPLES
Registration Number:	2676038	TIBURON NAPLES
Registration Number:	2733709	TIBURON NAPLES
Registration Number:	2613836	TIBURON NAPLES
Registration Number:	2608607	TIBURON NAPLES
Registration Number:	2633863	TIBURON NAPLES
Registration Number:	2650043	TIBURON
Registration Number:	2684187	TIBURON
Registration Number:	2666128	SUN CITY CENTER
Registration Number:	2677212	SUN CITY CENTER
Registration Number:	2668691	SUN CITY CENTER
Registration Number:	2796862	SUN CITY CENTER
Registration Number:	2695037	SUNCITYCENTER
Registration Number:	2666113	SUNCITYCENTER
Registration Number:	2668676	SUNCITYCENTER
Registration Number:	2816192	SUN CITY CENTER
Registration Number:	2896082	OLD PALM GOLF CLUB
Registration Number:	2897631	OLD PALM GOLF CLUB
Registration Number:	2687357	OLD PALM GOLF CLUB
Registration Number:	2743800	OLD PALM GOLF CLUB
Registration Number:	2919313	OLD PALM GOLF CLUB
Registration Number:	2893716	OLD PALM GOLF CLUB

Registration Number:	2897635	OLD PALM GOLF CLUB THE PALM BEACHES
Registration Number:	2938512	OLD PALM GOLF CLUB THE PALM BEACHES
Registration Number:	2809075	OLD PALM GOLF CLUB THE PALM BEACHES
Registration Number:	2772242	OLD PALM GOLF CLUB THE PALM BEACHES
Registration Number:	2916569	OLD PALM GOLF CLUB THE PALM BEACHES
Registration Number:	2948668	TIBURON
Registration Number:	2952213	TIBURON
Registration Number:	2854383	TIBURON
Registration Number:	2771066	SKY HOMES
Registration Number:	2771067	SKY HOMES
Registration Number:	3358307	TIBURON
Registration Number:	2878706	ON THE MARK HOSPITALITY CONCIERGE PROGRAM
Registration Number:	2964550	TIBURON

CORRESPONDENCE DATA

Fax Number: (212)836-6337
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-836-7319
Email: psomelofske@kayescholer.com
Correspondent Name: Paul J. Somelofske c/o Kaye Scholer LLP
Address Line 1: 425 Park Avenue
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Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	58965-0002
NAME OF SUBMITTER:	Paul J. Somelofske
Signature:	/Paul J. Somelofske/
Date:	09/03/2009

Total Attachments: 11
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NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY AND WHETHER OR NOT OTHERWISE EXPRESSLY SET FORTH HEREIN, THE RIGHTS AND REMEDIES OF THE SUBORDINATED TERM LOAN AGENT, SUBORDINATED TERM LOAN LENDERS GRANTEE, SET FORTH HEREIN AND THE LIENS AND SECURITY INTERESTS EVIDENCED HEREBY ARE SUBORDINATE IN THE MANNER AND TO THE EXTENT SET FORTH IN THE INTERCREDITOR AGREEMENT (AS DEFINED IN THE SUBORDINATED SECURITY AGREEMENT) TO THE RIGHTS AND REMEDIES AND LIENS AND SECURITY INTERESTS IN FAVOR OF THE SENIOR SECURED PARTY AND OTHER SENIOR TERM LOAN CREDITORS UNDER AND PURSUANT TO THE SENIOR TERM LOAN DOCUMENTS (EACH AS DEFINED IN THE INTERCREDITOR AGREEMENT, AS DEFINED IN THE SUBORDINATED SECURITY AGREEMENT). IN THE EVENT OF ANY CONFLICT BETWEEN THE TERMS OF THE INTERCREDITOR AGREEMENT AND THIS SECURITY AGREEMENT (TRADEMARKS), THE TERMS OF THE INTERCREDITOR AGREEMENT SHALL GOVERN AND CONTROL.

SECURITY AGREEMENT
(TRADEMARKS)

September 3, 2009

WHEREAS, WCI Communities, LLC, a Delaware limited liability company, (the "Grantor"), has adopted, used and is using the trademarks listed on Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor is obligated to Wilmington Trust FSB, as administrative agent (the "Subordinated Term Loan Agent") and collateral agent (referred to herein in its capacity as collateral agent as the "Grantee") and the other Subordinated Term Loan Lenders as defined in the Subordinated Security Agreement dated as of August 31, 2009 (the "Subordinated Security Agreement") among the Grantor, the other Debtors (as defined in the Subordinated Security Agreement), and the Grantee for the payment and performance of the Secured Obligations (as defined in the Subordinated Security Agreement); and

WHEREAS, pursuant to the Subordinated Security Agreement, the Grantor has granted to Grantee a security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications, registrations, recordings, extension and renewals thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may now or hereafter exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations, which security interests and rights are subordinated in the manner set forth in the Intercreditor Agreement, as defined in and as further described in the Subordinated Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Grantee, on behalf of itself,

the Subordinated Term Loan Agent and the Subordinated Term Loan Lenders, a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Collateral made and granted hereby are more fully set forth in the Subordinated Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Grantee's address is Wilmington Trust FSB, 591 Broadway, 2nd Floor, New York, New York 10012.

IN WITNESS WHEREOF, Grantor has caused this Security Agreement (Trademarks) to be duly executed by its officer thereunto duly authorized as of the date first above written.

WCI COMMUNITIES, LLC

By: WCI Communities, Inc., its sole member

By: 

Name: Jonathan M. Pertchik

Title: President

SCHEDULE I TO SECURITY AGREEMENT

TRADEMARKS

Docket No.	Mark	Class	Country	Serial No./ Registratio n No.	Filing Date/ Reg. Date
74753/00012	WCI	036, 037, 039	Florida State	T00000000 448	4/13/2000
74753/00025	TIBURON & DESIGN	036, 037, 041	Florida State	T00000000 679	6/8/2000
74753/00026	TIBURON & DESIGN	036, 037, 041	Florida State	T00000000 678	6/8/2000
74753/00032	PELICAN LANDING & DESIGN		Florida State	T12817	4/30/1990
74753/00034	DESIGN OF HERON	036, 037	Florida State	T94000001 571	12/16/1994
74753/00035	HERON BAY & DESIGN	036, 037	Florida State	T94000001 572	12/16/1994
74753/00062	TIBURON NAPLES & DESIGN	036, 037, 041	Florida State	T00000000 929	8/10/2000
74753/00063	TIBURON (STYLIZED)	036, 037, 041	Florida State	T00000000 928	8/10/2000
74753/00064	TIBURON NAPLES & DESIGN	036, 037, 041	Florida State	T00000000 926	8/10/2000
74753/00065	TIBURON & DESIGN	036, 037, 341	Florida State	T00000000 923	8/10/2000

Docket No.	Mark	Class	Country	Serial No./ Registratio n No.	Filing Date/ Reg. Date
74753/00066	TIBURON NAPLES & DESIGN	025, 028	Florida State	T00000000 657	6/7/2000
74753/00067	TIBURON (STYLIZED)	036, 037, 041	Florida State	T00000000 920	8/10/2000
74753/00077	TIBURON	036, 037, 041	Florida State	T00000000 919	8/10/2000
74753/00081	WCI LIFESTYLES BEYOND EXPECTATIO NS	043	U.S.	76/602,244 2,993,982	7/13/2004 9/13/2005
74753/00082	WCI LIFESTYLES BEYOND EXPECTATIO NS	041	U.S.	76/602,249 3,025,677	7/13/2004 12/13/2005
74753/00084	SIGNATURE SERVICES CONCIERGE	045	U.S.	76/586,178 3,010,180	04/12/2004 11/1/2005
74753/00105	SIGNATURE SERVICES CONCIERGE AND DESIGN	045	U.S.	76/613,420 3,025,882	09/29/2004 12/13/2005
74753/00109	WCI THE EXPERIENCE IS EVERYTHIN G	036	U.S.	76/619,267 3,159,544	11/4/2005 10/17/2006
74753/00110	WCI THE EXPERIENCE IS EVERYTHIN G	043	U.S.	76/619,127 3,254,049	11/4/2004 6/19/2007

Docket No.	Mark	Class	Country	Serial No./ Registratio n No.	Filing Date/ Reg. Date
74753/00111	WCI THE EXPERIENCE IS EVERYTHIN G	041	U.S.	76/619,266 3,159,543	11/4/2004 10/17/2006
74753/00112	WCI THE EXPERIENCE IS EVERYTHIN G	037	U.S.	76/619,268 3,159,545	11/4/2004 10/17/2006
74753/00116	WCI	036, 037, 039	Canada	1,259,032 660,830	5/27/2005 3/15/2006
74753/00121	LOST KEY GOLF AND BEACH CLUB	036, 037, 042	Florida State	T05000001 475	11/18/2005
74753/00127	LIVE THE EXPERIENCE , ADMIRE THE VIEW	036	U.S.	78/765,420 3,162,514	12/2/2005 10/24/2006
74753/00128	LIVE THE EXPERIENCE , ADMIRE THE VIEW	037	U.S.	78/765,456 3,162,518	12/2/2005 10/24/2006
74753/00129	OCEANSIDE & DESIGN	036, 037	Florida State	T06000001 236	9/26/2006
74753/02620	WATERLEFE	039	U.S.	76/053,829 2,863,051	05/22/2000 07/13/2004
74753/02625	WATERLEFE and design	039	U.S.	76/052,734 2,863,050	05/22/2000 07/13/2004
74753/04855	WCI	039, 041, 042	U.S.	76/063,853 2,561,231	06/06/2000 04/16/2002

Docket No.	Mark	Class	Country	Serial No./ Registration No.	Filing Date/ Reg. Date
74753/04856	WCI	036, 037	U.S.	75/842,209 2,742,508	11/05/1999 0 7/29/2003
74753/04857	WCI COMMUNITI ES INC.	039, 041, 042	U.S.	75/063,855 2,672,739	06/06/2000 01/07/2003
74753/04858	WCI COMMUNITI ES INC.	036, 037	U.S.	75/842,208 2,684,095	11/05/1999 02/04/2003
74753/04861	TIBURON (stylized)	036, 037, 041, 042	U.S.	76/014,134 2,570,769	03/31/2000 05/21/2002
74753/04861 A	TIBURON	035	U.S.	75/980,513 2,613,838	03/31/2000 09/03/2002
74753/04862 A	TIBURON (stylized)	035	U.S.	75/980,746 2,685,174	03/31/2000 2/11/2003
74753/04862	TIBURON (stylized)	036, 037, 041, 042	U.S.	76/014,514 2,629,890	03/31/2000 10/08/2002
74753/04863 A	TIBURON and design (fin)	035	U.S.	75/980,470 2,679,476	03/31/2000 01/28/2003
74753/04863	TIBURON and design (fm)	036, 037, 041, 042	U.S.	76/014,138 2,606,524	03/31/2000 08/13/2002
74753/04864 A	TIBURON and design (fin in box)	035	U.S.	75/980,514 2,703,475	03/31/2000 04/08/2003
74753/04864	TIBURON and design (fin in box)	036, 037, 041, 042	U.S.	76/014,136 2,570,770	06/31/2000 05/21/2002

Docket No.	Mark	Class	Country	Serial No./ Registration No.	Filing Date/ Reg. Date
74753/04865 A	TIBURON and design (fin, squiggle in box)	035	U.S.	75/980,472 2,702,913	03/31/2000 04/01/2003
74753/04865	TIBURON and design (fin, squiggle in box)	036, 037, 041, 042	U.S.	76/014,140 2,854,127	03/31/2000 06/15/2004
74753/04866	TIBURON NAPLES and design (fin, squiggle)	025, 028	U.S.	76/062,960 2,634,017	06/05/2000 10/15/2002
74753/04873	TIBURON NAPLES and design (fin, squiggle)	035	U.S.	76/014,513 2,676,038	03/31/2000 01/21/2003
74753/04873 A	TIBURON NAPLES and design (fin, squiggle)	036, 037, 041, 042	U.S.	75/980,741 2,733,709	03/31/2000 07/08/2003
74753/04874 A	TIBURON NAPLES and design (fin, squiggle in box)	035	U.S.	75/980,471 2,613,836	03/31/2000 09/03/2002
74753/04874	TIBURON NAPLES and design (fin, squiggle in box)	041, 042	U.S.	76/014,139 2,608,607	03/31/2000 08/20/2002
74753/04875	TIBURON NAPLES and design (fin, squiggle in box)	036, 037	U.S.	75/842,210 2,633,863	11/05/1999 10/15/2002
74753/05066 A	TIBURON and design (fin, squiggle)	035	U.S.	75/980,512 2,650,043	03/31/2000 11/12/2002

Docket No.	Mark	Class	Country	Serial No./ Registratio n No.	Filing Date/ Reg. Date
74753/05066	TIBURON and design (fin, squiggle)	036, 037, 041, 042	U.S.	76/014,137 2,684,187	03/31/2000 02/04/2003
74753/13347	SUN CITY CENTER	036	U.S.	76/346,064 2,666,128	12/06/2001 12/24/2002
74753/13348	SUN CITY CENTER	037	U.S.	76/345,841 2,677,212	12/06/2001 01/21/2003
74753/13349	SUN CITY CENTER	041	U.S.	76/346,063 2,668,691	12/06/2001 12/31/2002
74753/13350	SUN CITY CENTER	042	U.S.	76/418,457 2,796,862	05/28/2002 12/23/2003
74753/13354	SUN CITY CENTER and design	036	U.S.	76/343,778 2,695,037	11/30/2001 03/11/2003
74753/13355	SUN CITY CENTER and design	037	U.S.	76/343,777 2,666,113	11/30/2001 12/24/2002
74753/13356	SUN CITY CENTER and design	041	U.S.	76/434,775 2,668,676	11/30/2001 12/31/2002
74753/13357	SUN CITY CENTER and design	042	U.S.	76/418,343 2,816,192	05/28/2002
74753/14079	OLD PALM GOLF CLUB	025	U.S.	76/292,082 2,896,082	07/25/2001
74753/14080	OLD PALM GOLF CLUB	028	U.S.	76/289,992 2,897,631	07/25/2001
74753/14081	OLD PALM GOLF CLUB	036	U.S.	76/292,079 2,687,357	07/25/2001
74753/14082	OLD PALM GOLF CLUB	037	U.S.	76/289,991 2,743,800	07/25/2001

Docket No.	Mark	Class	Country	Serial No./ Registration No.	Filing Date/ Reg. Date
74753/14083	OLD PALM GOLF CLUB	041	U.S.	76/292,083 2,919,313	07/25/2001
74753/14084	OLD PALM GOLF CLUB	042	U.S.	76/290,402 2,893,716	07/25/2001
74753/14085	OLD PALM GOLF CLUB and design	025	U.S.	76/293,622 2,897,635	08/01/2001
74753/14086	OLD PALM GOLF CLUB and design	028	U.S.	76/293,618 2,938,512	08/01/2001
74753/14088	OLD PALM GOLF CLUB and design	036	U.S.	76/293,623 2,809,075	08/01/2001
74753/14089	OLD PALM GOLF CLUB and design	037	U.S.	76/293,324 2,772,242	08/01/2001
74753/14090	OLD PALM GOLF CLUB and design	041	U.S.	76/293,619 2,916,569	08/01/2001
74753/15655	TIBURON and design (fin)	042	U.S.	76/339,022 2,948,668	11/16/2001
74753/15658	TIBURON	042	U.S.	76/338,751 2,952,213	11/16/2001
74753/15659	TIBURON	041	U.S.	76/339,020 2,854,383	31/16/2001
74753/22185	SKY HOMES	036	U.S.	76/415,366 2,771,066	05/29/2002
74753/22186	SKY HOMES	037	U.S.	76/415,398 2,771,067	05/29/2002 10/07/2003

Docket No.	Mark	Class	Country	Serial No./ Registratio n No.	Filing Date/ Reg. Date
74753/31059	TIBURON	028	U.S.	76/498,596 3,358,307	03/19/2003 12/25/2007
74753/32504	ON THE MARK HOSPITALIT Y CONCIERGE PROGRAM	045	U.S.	76/515,871 2,878,706	05/20/2003 8/31/2004
74753/33370	TIBURON	25	U.S.	76/537,137 2,964,550	8/13/2003 7/5/2005