

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
Caystar Corp. III		03/16/1998	CORPORATION: CAYMAN ISLANDS
RECEIVING PARTY DATA			
Name:	Starwood Opportunity Fund IV, L.P.		
Street Address:	c/o Starwood Capital Group, L.L.C.		
Internal Address:	Three Pickwick Plaza, Suite 250		
City:	Greenwich		
State/Country:	CONNECTICUT		
Postal Code:	06830		
Entity Type:	LIMITED PARTNERSHIP: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1192273	AMELIA ISLAND PLANTATION	
Registration Number:	1979839	THE AMELIA ISLAND CLUB	
CORRESPONDENCE DATA			
Fax Number:	(202)672-5399		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-672-5300		
Email:	PTOMAILWashington@foley.com		
Correspondent Name:	Norm J. Rich		
Address Line 1:	Foley & Lardner LLP		
Address Line 2:	3000 K Street, N.W., Sixth Floor		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20007-5109		
ATTORNEY DOCKET NUMBER:	073661-0103		
NAME OF SUBMITTER:	Norm J. Rich		

OP \$65.00 1192273

900171314

**TRADEMARK
 REEL: 004276 FRAME: 0151**

Signature:	/norm j. rich/
Date:	09/10/2010
<p>Total Attachments: 12</p> <p>source=securityinterestcaystarstarwoodopportunity#page1.tif source=securityinterestcaystarstarwoodopportunity#page2.tif source=securityinterestcaystarstarwoodopportunity#page3.tif source=securityinterestcaystarstarwoodopportunity#page4.tif source=securityinterestcaystarstarwoodopportunity#page5.tif source=securityinterestcaystarstarwoodopportunity#page6.tif source=securityinterestcaystarstarwoodopportunity#page7.tif source=securityinterestcaystarstarwoodopportunity#page8.tif source=securityinterestcaystarstarwoodopportunity#page9.tif source=securityinterestcaystarstarwoodopportunity#page10.tif source=securityinterestcaystarstarwoodopportunity#page11.tif source=securityinterestcaystarstarwoodopportunity#page12.tif</p>	

APR 23 1998

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This instrument was, with the advice of local counsel,
prepared by and after recording returns to:

Karen Muchin & Zavit
525 West Monroe Street, Suite 1600
Chicago, IL 60661-3693
Kenneth M. Jacobson, Esq.

R 400.00

(The Above Space for Recorder's Use Only)

ASSIGNMENT OF NOTE, MORTGAGE AND LOAN DOCUMENTS

THIS ASSIGNMENT OF NOTE, MORTGAGE AND LOAN DOCUMENTS ("Assignment") is made as of the 16th day of March, 1998, by CAYSTAR CORP. III, a Cayman Islands company having an address of c/o Queensgate Bank and Trust Company Limited, P.O. Box 30464, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies ("Assignor"), to STARWOOD OPPORTUNITY FUND IV, L.P., a Delaware limited partnership having an address of c/o Starwood Capital Group, L.L.C., Three Pickwick Plaza, Suite 250, Greenwich, Connecticut 06830 ("Assignee").

BACKGROUND FACTS

A. Assignor is the holder of a loan in the stated principal amount of Fifty-Two Million Three Hundred Ninety Thousand and No/100 Dollars (\$52,390,000.00) (as such loan has been amended, restated, modified, extended, renewed, consolidated, spread or recast from time to time, the "Loan").

B. Assignor is the legal and equitable owner and holder of that certain Note and Mortgage Modification and Consolidation Evidencing Renewal Notes and Extension Agreement dated May 6, 1993 given by Amelia Island Company, a Delaware corporation ("Borrower") and encumbering certain lands in Nassau County, Florida recorded in Official Records Book 681, Page 784, as amended by that certain Note and Mortgage Modification Agreement Evidencing Future Advance dated January 31, 1994 recorded in Official Records Book 698, Page 781, as further amended by that certain Note and Mortgage Modification Agreement Evidencing Future Advance dated July 25, 1994 recorded in Official Records Book 712, Page 1725, as further amended by that certain Note and Mortgage Modification Agreement Evidencing Future Advance dated October 25, 1994 recorded in Official Records Book 718, Page 1791, as further amended by that certain Note and Mortgage Modification Agreement Evidencing Spreading Agreement dated June 28, 1995 recorded in Official Records Book 734, Page 559, as further modified by that certain Note and Mortgage Modification Agreement Evidencing Future Advance dated September 1, 1995 recorded in Official Records Book 739, Page 273, as subordinated by that certain Subordination of Mortgage Agreement recorded in Official Records Book 749, Page 820, as further amended by that certain Notice of Future Advance and Mortgage Modification

600.00

DOCUMENT # - 2022977.02; AUTHOR - JBRANDON

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Agreement dated January 14, 1997 recorded in Official Records Book 782, Page 1067, as further amended by that certain Mortgage Modification dated April 16, 1997 recorded April 21, 1997 in Official Records Book 790, Page 1614 all of the Official Public Records of Nassau County, Florida (as amended, the "Mortgage").

C. The Loan is evidenced, governed, insured and secured by various loan agreements, promissory notes, mortgages, deeds of trust, security agreements, assignments of leases, assignments of rents, assignments, stock pledges, guaranties, letters of credit, financing statements, opinion letters, instruments and other documents (as such loan agreements, promissory notes, mortgages, deeds of trust, security agreements, assignments of leases, assignments of rents, assignments, stock pledges, guaranties, letters of credit, financing statements, opinions, letters, instruments and other documents have been modified, amended, assigned, consolidated, spread, recast, endorsed, continued, renewed, extended, superseded, exchanged, supplemented or restated from time to time, the "Loan Documents"), including without limitation, the promissory notes described in EXHIBIT A attached hereto and made a part hereof (collectively, the "Notes"), the Mortgage, and the documents listed on EXHIBIT A, other than the Notes and the Mortgage.

D. Assignor is the legal and equitable owner and holder of those certain UCC-1 Financing Statements described in EXHIBIT B attached hereto and made a part hereof (together, the "Financing Statements").

NOW, THEREFORE, for and in consideration of the sum of Ten and no/100 Dollars (\$10.00), and other good and valuable consideration paid by Assignee at the time of execution hereof, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Background Facts. The background facts as set forth above are agreed to be true and correct and incorporated herein by this reference.

2. Assignment. Assignor does hereby grant, bargain, sell, assign, transfer and set over unto Assignee, without recourse, all of Assignor's right, title, interest, claim and demand in and to the Loan, the Notes, the Mortgage and the other Loan Documents, together with all moneys, principal and interest, due and to become due thereon, and all rights, remedies and incidents thereunto belonging.

3. Assumption. Assignee does hereby accept the foregoing assignment and assumes all of Assignor's obligations, right, title, interest, claim and demand in and to the Loan and the Loan Documents, together with all moneys, principal and interest, due and to become due thereon, and all rights, remedies and incidents thereunto belonging.

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4. Attorney-in-Fact. Assignor hereby irrevocably constitutes and appoints Assignee as its true and lawful attorney-in-fact, with the full power to act in Assignor's name and to otherwise enforce all of the rights of Assignor under the Notes, the Mortgage, the other Loan Documents and the Financing Statements. This power of attorney, being coupled with an interest, is irrevocable.

5. Successors and Assigns. This Assignment shall be binding upon and shall inure to the benefit of the parties hereto, their respective legal representatives, successors and assigns.

6. Severability. In the event any provision of this Assignment is held to be invalid or unenforceable, such invalidity or unenforceability shall not affect the validity or enforceability of any other provision hereof.

7. Further Assurances. Assignor and Assignee hereby agree that they will execute such further documents and perform such further acts as may be necessary to properly consummate the transactions contemplated hereunder.

[Execution Pages Follow]

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ASSIGNOR:

Signed, sealed and delivered in the presence of:

CAYSTAR CORP. III, a Cayman Islands company

[Signature]
[Print or Type Name]

By: [Signature]
Its: Arthur Sands

[Signature]
[Print or Type Name]

STATE OF New York
COUNTY OF New York

The foregoing instrument was acknowledged before me this 12th day of March, 1998, by Jay Scott Simpson, as Arthur Sands of Caystar Corp. III, a Cayman Islands company. He is personally known to me or has produced a driver's license as identification.

[Notary Seal must be affixed]

[Signature]
Signature of Notary

Name of Notary (Typed, Printed or Stamped)
Commission Number (if not legible on seal):
My Commission Expires (if not legible on seal):
Notary Public, State of

SZEWAN LAU
Notary Public, State of New York
No. 01LA5069360
Qualified in Kings County
Commission Expires Nov. 26, 1998



ASSIGNEE:

Signed, sealed and delivered in the presence of:

STARWOOD OPPORTUNITY FUND IV, L.P., a Delaware limited partnership

[Signature]
[Print or Type Name]

By: SOFI IV Management, L.L.C., a Connecticut limited liability company, its general partner

[Signature]
[Print or Type Name]

By: Starwood Capital Group, L.L.C., a Connecticut limited liability company, its general manager

[Signature]
[Print or Type Name]

STATE OF New York
COUNTY OF New York

The foregoing instrument was acknowledged before me this 12th day of March, 1998, by Jay Scott Jensen, as Senior Managing Director of Starwood Capital Group, L.L.C., a Connecticut limited liability company ("SCG"), the general manager of SOFI IV Management, L.L.C., a Connecticut limited liability company ("SOFI"), the general partner of Starwood Opportunity Fund IV, L.P., a Delaware limited partnership ("Starwood"), acting on behalf of SCG, which is acting on behalf of SOFI, which is acting on behalf of Starwood. He is personally known to me or has produced a driver's license as identification.

[Notary Seal must be affixed]

[Signature]
Signature of Notary

Name of Notary (Typed, Printed or Stamped)
Commission Number (if not legible on seal):
My Commission Expires (if not legible on seal):
Notary Public, State of

SZEWAN LAU
Notary Public, State of New York
No. 01LA5069360
Qualified in Kings County
Commission Expires Nov. 25, 1998

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EXHIBIT A

LOAN DOCUMENTS

1. Mortgage Modification dated April 16, 1997 by and between Amelia Island Company, a Delaware corporation ("Borrower") and Starwood DV II, L.L.C. ("Starwood") recorded April 21, 1997 in Official Records Book 790, Page 1614 of the Public Records of Nassau County, Florida.
2. Consent, Joinder and Subordination Agreement dated April 16, 1997 by Starwood recorded on April 21, 1997 in Official Records Book 790, Page 1587 of the Public Records of Nassau County, Florida.
3. Consolidation, Renewal and Amendment to Notes as allonged to Caystar Corp. III ("Caystar").
4. Assignment of Note, Mortgage and Loan Documents dated April 21, 1997 by Starwood to Caystar recorded April 21, 1997 in Official Records Book 790, Page 1833 of the Public Records of Nassau County, Florida.
5. \$2,000,000 Irrevocable Letter of Credit.
6. First Amendment to Lease Agreement dated January 30, 1997 (First Coast Highway).
7. First Amendment to Lease Agreement dated January 30, 1997 (1501 Lewis Street).
8. First Amendment to Lease Agreement dated January 30, 1997 (1555 Amelia Road).
9. Promissory Note (Osprey Village).
10. Assignment of Collateral Assignment of Note and Security Agreement dated April 21, 1997 from Starwood to Caystar recorded on April 21, 1997 in Official Records Book 790, Page 1838 of the Public Records of Nassau County, Florida.
11. Subordination, Attornment and Non-Disturbance Agreement dated January 14, 1997 by and among Amsouth Bank of Florida, Borrower and Starwood.
12. Assignment of Pledge Agreement.

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13. Amended and Restated Construction and Term Loan Agreement dated April 21, 1997 among Borrower and Caystar.
14. Future Advance Note dated April 21, 1997 in the amount of \$32,240,000 from Borrower to the order of Caystar.
15. Consolidation, Renewal and Amendment to Notes dated April 21, 1997 by and between Borrower and Caystar.
16. Notice of Future Advance and Mortgage Modification Agreement dated April 21, 1997 by and between Borrower and Caystar recorded on April 21, 1997 in Official Records Book 790, Page 1842 of the Public Records of Nassau County, Florida.
17. Amendment to Loan Documents and Other Documents dated April 21, 1997 by and between Borrower and Caystar.
18. Completion Guaranty dated April 21, 1997 by Richard L. Cooper.
19. Richard L. Cooper Certification dated April 21, 1997.
20. Acknowledgement and Agreement of Guarantors and Amendment to Guaranty dated April 21, 1997.
21. Irrevocable Proxy Coupled With Interest (bankruptcy) from the following shareholders of Amelia Island Company:
 - Richard L. Cooper
 - Robert N. Gudbranson
 - Richard A. Cooper
 - AIC Trust No. 1 FBO Diane L. Cooper
 - AIC Trust No. 2 FBO Jessica L. Murton
 - AIC Trust No. 3 FBO Benjamin J. Cooper
 - AIC Trust No. 4 FBO Shane P. Murton
 - AIC Trust No. 5 FBO Zachary A. Cooper

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22. Irrevocable Proxy Coupled With Interest (default) from the following shareholders of Amelia Island Company:
 - Richard L. Cooper
 - Robert N. Gudbranson
 - Richard A. Cooper
 - AIC Trust No. 1 FBO Diane L. Cooper
 - AIC Trust No. 2 FBO Jessica L. Murton
 - AIC Trust No. 3 FBO Benjamin J. Cooper
 - AIC Trust No. 4 FBO Shane P. Murton
 - AIC Trust No. 5 FBO Zachary A. Cooper
23. Stock Power from the following shareholders of Amelia Island Company:
 - Richard L. Cooper
 - Robert N. Gudbranson
 - Richard A. Cooper
 - AIC Trust No. 1 FBO Diane L. Cooper
 - AIC Trust No. 2 FBO Jessica L. Murton
 - AIC Trust No. 3 FBO Benjamin J. Cooper
 - AIC Trust No. 4 FBO Shane P. Murton
 - AIC Trust No. 5 FBO Zachary A. Cooper
24. Stock Power from Amelia Island Company as shareholder of Amelia Amenities, Inc.
25. National City Bank Letter of Credit in the amount of \$1,800,000 in favor of Caystar.
26. National City Bank Irrevocable Letter of Credit in the amount of \$1,200,000 in favor of Caystar.
27. Legal Opinion of Foley & Lardner dated April 21, 1997.
28. Legal Opinion of Nicola, Gudbranson & Cooper dated April 21, 1997.
29. Anti-Coercion Statement.
30. Statement regarding legal services.
31. Closing Certification.

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32. Construction Contract dated April 17, 1997 between Borrower and The Auchter Company.
33. Contractor's Consent and Agreement dated April 17, 1997 from The Auchter Company.
34. Architect's Consent, Agreement and Certificate dated April 17, 1997 from Adache Associates Architects, P.A.
35. Engineer's Consent, Agreement and Certificate dated April 16, 1997 from Genesis Group, Inc.
36. Soil Test Report prepared by Law Engineering and Environmental Services, Inc.
37. General Permit for Wastewater Collection.
38. General Permit for Construction of Public Drinking Water System.
39. Building Permits.
40. Certificates of Insurance.
41. Notice of Commencement recorded on April 21, 1997 in Official Records Book 790, Page 1854 of the Public Records of Nassau County, Florida.
42. Posting Certificate.

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EXHIBIT B
FINANCING STATEMENTS

1. UCC-3 Financing Statements:
 - a. UCC-3 Financing Statement (Amendment) showing Amelia Island Company as Debtor, filed April 23, 1997 with the Secretary of State of Florida as Document 97000086256.
 - b. UCC-3 Financing Statement (Amendment) showing Amelia Island Company as Debtor, filed April 23, 1997 with the Secretary of State of Florida as Document 97000086255.
 - ~~c. UCC-3 Financing Statement (Amendment) showing _____ as Debtor, filed _____, 1997 with _____ as Document _____ (FBO _____)~~
2. UCC-3 Financing Statement filed April 21, 1997 in the Public Records of Nassau County, Florida in Official Records Book 790, Page 1841 as Document 9708040.
3. UCC-3 Financing Statements from Starwood to Caystar:
 - a. UCC-3 Financing Statement (Assignment) showing AIC Trust No. 1 FBO Diane L. Cooper as Debtor, filed April 23, 1997 with the Cuyahoga County, Ohio Recorder as Document 1383044.
 - b. UCC-3 Financing Statement (Assignment) showing AIC Trust No. 2 FBO Jessica L. Murton as Debtor, filed April 23, 1997 with the Cuyahoga County, Ohio Recorder as Document 1383043.
 - c. UCC-3 Financing Statement (Assignment) showing AIC Trust No. 3 FBO Benjamin J. Cooper as Debtor, filed April 23, 1997 with the Cuyahoga County, Ohio Recorder as Document 1383042.
 - d. UCC-3 Financing Statement (Assignment) showing AIC Trust No. 4 FBO Shane P. Murton as Debtor, filed April 23, 1997 with the Cuyahoga County, Ohio Recorder as Document 1383041.

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- e. UCC-3 Financing Statement (Assignment) showing AIC Trust No. 5 FBO Zachary A. Cooper as Debtor, filed April 23, 1997 with the Cuyahoga County, Ohio Recorder as Document 1383040.
- f. UCC-3 Financing Statement (Assignment) showing Amelia Island Company as Debtor, filed April 23, 1997 with the Cuyahoga County, Ohio Recorder as Document 1383039.
- g. UCC-3 Financing Statement (Assignment) showing Richard A. Cooper as Debtor, filed April 23, 1997 with the Cuyahoga County, Ohio Recorder as Document 1383045.
- h. UCC-3 Financing Statement (Assignment) showing Richard L. Cooper as Debtor, filed April 23, 1997 with the Cuyahoga County, Ohio Recorder as Document 1383046.
- i. UCC-3 Financing Statement (Assignment) showing Robert N. Gudbranson as Debtor, filed April 23, 1997 with the Cuyahoga County, Ohio Recorder as Document 1383047.
- j. UCC-3 Financing Statement (Assignment) showing AIC Trust No. 1 FBO Diane L. Cooper as Debtor, filed April 24, 1997 with the Secretary of State of Ohio as Document 04259708508.
- k. UCC-3 Financing Statement (Assignment) showing AIC Trust No. 2 FBO Jessica L. Murton as Debtor, filed April 24, 1997 with the Secretary of State of Ohio as Document 04259708507.
- l. UCC-3 Financing Statement (Assignment) showing AIC Trust No. 3 FBO Benjamin J. Cooper as Debtor, filed April 24, 1997 with the Secretary of State of Ohio as Document 04259708506.
- m. UCC-3 Financing Statement (Assignment) showing AIC Trust No. 4 FBO Shane P. Murton as Debtor, filed April 24, 1997 with the Secretary of State of Ohio as Document 04259708505.
- n. UCC-3 Financing Statement (Assignment) showing AIC Trust No. 5 FBO Zachary A. Cooper as Debtor, filed April 24, 1997 with the Secretary of State of Ohio as Document 04259708504.

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- o. UCC-3 Financing Statement (Assignment) showing Amelia Island Company as Debtor, filed April 24, 1997 with the Secretary of State of Ohio as Document 04259708503.
- p. UCC-3 Financing Statement (Assignment) showing Richard A. Cooper as Debtor, filed April 24, 1997 with the Secretary of State of Ohio as Document 04259708512.
- q. UCC-3 Financing Statement (Assignment) showing Richard L. Cooper as Debtor, filed April 24, 1997 with the Secretary of State of Ohio as Document 04259708511.
- r. UCC-3 Financing Statement (Assignment) showing Robert N. Gudbranson as Debtor, filed April 24, 1997 with the Secretary of State of Ohio as Document 04259708510.
- s. UCC-3 Financing Statement (Assignment) showing Amelia Island Company as Debtor, filed April 23, 1997 with the Secretary of State of Florida as Document 970000086252.
- t. UCC-3 Financing Statement (Assignment) showing Amelia Island Company as Debtor, filed April 23, 1997 with the Secretary of State of Florida as Document 970000086251.
- u. UCC-3 Financing Statement (Assignment) showing Amelia Island Company as Debtor, filed April 23, 1997 with the Secretary of State of Florida as Document 970000086254.
- v. UCC-3 Financing Statement (Assignment) showing Amelia Island Company as Debtor, filed April 23, 1997 with the Secretary of State of Florida as Document 970000086253.
- w. UCC-3 Financing Statement (Assignment) showing Amelia Island Company as Debtor, filed April 23, 1997 with the Secretary of State of Florida as Document 970000086250.
- ~~x. UCC-3 Financing Statement (Assignment) showing _____ as Debtor, filed _____, 1997 with _____ as Document _____ (To come)~~