

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM401318

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SUMITOMO MITSUI BANKING CORPORATION		09/30/2016	Corporation: JAPAN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	DEUTSCHE TRUST COMPANY LIMITED JAPAN		
<b>Street Address:</b>	2-11-1 Nagata-cho Chiyoda-ku		
<b>Internal Address:</b>	Sanno Park Tower		
<b>City:</b>	Tokyo		
<b>State/Country:</b>	JAPAN		
<b>Postal Code:</b>	100-6162		
<b>Entity Type:</b>	Corporation: JAPAN		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	0831216	ROYAL HAWAIIAN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4152687522		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	4152686538		
<b>Email:</b>	hcheng@mofo.com		
<b>Correspondent Name:</b>	Jennifer Lee Taylor		
<b>Address Line 1:</b>	425 Market Street		
<b>Address Line 2:</b>	Morrison & Foerster LLP		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94105		
<b>ATTORNEY DOCKET NUMBER:</b>	56427-15		
<b>NAME OF SUBMITTER:</b>	Jennifer Lee Taylor		
<b>SIGNATURE:</b>	/JLT/		
<b>DATE SIGNED:</b>	10/07/2016		
<b>Total Attachments: 9</b>			
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ASSIGNMENT OF SHORT FORM INTELLECTUAL  
PROPERTY SECURITY AGREEMENT

This ASSIGNMENT OF SHORT FORM INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, this “**Agreement**”), executed this September 30, 2016, to be effective as of October 7, 2016, is made by **SUMITOMO MITSUI BANKING CORPORATION**, a Japanese corporation (“**SMBC**”), to **DEUTSCHE TRUST COMPANY LIMITED JAPAN**, a Japanese corporation, acting in its capacity as trustee to the trust created pursuant to the specified non-cash trust agreement No. 7231 (tokutei kingai shintaku keiyaku) dated as of September 30, 2016 between Deutsche Trust Company Limited Japan and SPC Securities Inc. (together with its permitted successors and assigns, “**Lender**”).

WHEREAS, Kyo-ya Hotels & Resorts, LP, a Delaware limited partnership (“**Borrower**”) and SMBC have entered into the loan documents dated as of June 7, 2016 (as amended, amended and restated, replaced supplemented or otherwise modified from time to time, the “**Loan Documents**”), pursuant to which SMBC has made a loan to Borrower (the “**Loan**”), secured by the liens and security interests of certain security agreements.

WHEREAS, in connection with the Loan Documents, Borrower and SMBC entered into the Intellectual Property Security Agreement, dated June 7, 2016 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Intellectual Property Security Agreement**”) to induce SMBC to make the Loan to Borrower.

WHEREAS, under the terms of the Intellectual Property Security Agreement, Borrower granted to SMBC a security interest in, among other property, certain intellectual property of Borrower.

WHEREAS, a short form of the Intellectual Property Security Agreement was recorded with the United States Patent and Trademark Office on June 9, 2016, at Reel and Frame Number 5812/0766 (the “**Original IP Security Agreement**”) under which Borrower granted to SMBC a security interest in all of Borrower’s right, title and interest to the Collateral (as defined below) as security for Borrower’s obligations under the Loan Documents.

WHEREAS, pursuant to certain assignment documents executed concurrently with this IP Security Agreement, SMBC has assigned all of its right, title and interest in the Loan and the Loan Documents (including, without limitation, the Intellectual Property Security Agreement) to the Lender (the “**Assignment**”).

WHEREAS, in connection with the Assignment, SMBC desires to assign, transfer and convey to Lender, and Lender desires to acquire from SMBC all of SMBC’s right, title and interest in the Collateral (as defined below).

NOW, THEREFORE, for good and valuable consideration, the receipt whereof is hereby acknowledged, SMBC does hereby grant, bargain, sell, assign, transfer and set over unto Lender, without recourse and without covenant, representation or warranty in any respect and on an “**AS-IS**,” “**WHERE-IS**,” “**WITH ALL FAULTS**” basis, (1) all of SMBC’s right, title and interest in

and to the following (the “**Collateral**”): the United States registered Trademarks (as defined in the Intellectual Property Security Agreement), which are set forth in Schedule A hereto.

This Agreement has been executed and delivered by SMBC for the purpose of recording the assignment of the security interest in the Collateral with the United States Patent and Trademark Office and the United States Copyright Office. SMBC authorizes and requests that the Register of Copyrights, the Commissioner for Patents and the Commissioner for Trademarks record this IP Security Agreement. SMBC further authorizes the Lender to file a Recordation Form Cover Sheet.

This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date set forth above.

**SMBC:**

SUMITOMO MITSUI BANKING  
CORPORATION, a Japanese corporation

By: 

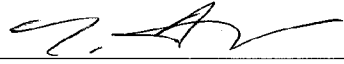
Name: Hiroyuki Koide


Title: General Manager at Kyobashi  
Corporate Business Office

[Signature Page Continues]

**LENDER:**

DEUTSCHE TRUST COMPANY LIMITED  
JAPAN (TOKUTEI KINGAI SHINTAKU GUCHI  
NO. 7231), a Japanese Corporation

By:   
Name: Takahiro Adachi  
Title: Representative Director, CEO

By:   
Name: Hiroyuki Kamioka  
Title: Chief Operating Officer

**SCHEDULE A**

**INTELLECTUAL PROPERTY/WEBSITES**

**Trademarks**

United States - Federal registrations and applications:

<u>Mark</u>	<u>(App. No.) Reg. No.</u>	<u>(Filing Date) Registration Date</u>
Royal Hawaiian	0831216	06/27/1967

United States - State Marks:

<u>Mark</u>	<u>State</u>	<u>(App. No.) Reg. No.</u>	<u>(Filing Date) Registration Date</u>
GC Lounge	California	120473	10/26/15
Maxfield's	California	54212	11/29/00
Palace Hotel	California	54225	11/29/00
Palace Hotel (& Design)	California	54157	11/29/00
The Garden Court	California	54213	11/29/00
The Garden Court (& Design)	California	120271	09/14/15
The Pied Piper Bar	California	54214	11/29/00
Azure Restaurant	Hawaii	4064584	07/10/08
Azure Restaurant (& Design)	Hawaii	4068250	11/26/08
Beach Club at the Moana	Hawaii	4124269	12/13/13
Beachhouse at the Moana	Hawaii	4066588	10/01/08
bin 1901	Hawaii	4100823	11/18/11
bin 1901 (& Design)	Hawaii	4104072	02/28/12
Black Rock Kitchen	Hawaii	4134296	09/12/14
Black Rock Lounge	Hawaii	4143327	04/22/15
Black Rock Steak & Seafood	Hawaii	4068531	12/09/08
Black Rock Terrace	Hawaii	4093784	03/22/11
Coconut Wireless	Hawaii	216409	10/28/87
Collections of Waikiki	Hawaii	4082333	03/25/10
Coronet Lounge	Hawaii	4064155	06/20/08
Discovery Room	Hawaii	143005	10/09/91
From the Farm to the Plate	Hawaii	4073663	06/01/09

Gift (& Design)	Hawaii	4109415	08/28/12
Gift Amenity Store	Hawaii	4108932	08/10/12
Hanohano Room	Hawaii	210572	02/04/87
Hapas Pizza	Hawaii	4127852	03/31/14
Helumoa Playground	Hawaii	4069204	01/09/09
Honu Snack Shop	Hawaii	210781	04/09/97
In Celebration of Aloha (& Design)	Hawaii	4032117	04/12/05
Kai Market	Hawaii	4067265	10/21/08
Kai Market (& Design)	Hawaii	4075928	08/14/09
Keka`a Terrace	Hawaii	196720	10/25/95
Lagoon Bar	Hawaii	210782	04/09/97
Lani Kai Room	Hawaii	4067269	10/21/08
Leahi Club Lounge	Hawaii	4124272	12/13/13
Link Lounge	Hawaii	4098686	09/12/11
LIQUIDLIGHT 3D	Hawaii	4137133	11/26/14
Lurline Room	Hawaii	4064151	06/20/08
Mai Tai Bar	Hawaii	212097	05/26/87
Mai Tai Bar (& Design)	Hawaii	4068251	11/26/08
Mailani Beach Tower	Hawaii	4140169	02/12/15
Mailani Lounge	Hawaii	4142011	03/27/15
Mailani Tower	Hawaii	4142012	03/27/15
Mailani Tower (& Design)	Hawaii	4142008	03/27/15
Maui Nui Luau	Hawaii	4134297	09/12/14
Mele at the Moana	Hawaii	4147426	07/27/15
Mele at the Moana (& Design)	Hawaii	4147740	07/31/15
Moana Hotel	Hawaii	210411	03/18/87
Moana Surfrider	Hawaii	251179	11/06/00
Moana-Surfrider Hotel	Hawaii	4028230	11/26/04
Monarch Room	Hawaii	142109	09/16/91
Pink is the NEW GREEN (& Design)	Hawaii	4123990	11/15/13
Restaurant Azure	Hawaii	4065074	08/01/08
Royal Hawaiian Beach Club	Hawaii	4064152	06/20/08
Royal Hawaiian Hotel	Hawaii	196721	12/30/85
Royal Hawaiian Hotel (& Design)	Hawaii	4068596	11/26/08
Royal Hawaiian Luau	Hawaii	4009882	05/09/03
Rumfire	Hawaii	4057225	09/21/07
Sheraton Maui (& Design)	Hawaii	211052	04/10/97
Sheraton Maui Hotel	Hawaii	4028395	12/02/04
Sheraton Maui Resort & Spa	Hawaii	4064258	06/25/08
Sheraton Waikiki Hotel	Hawaii	4028221	11/26/04
Sheraton Waikiki Resort	Hawaii	4074199	06/18/09



Sheraton Waikiki Waikiki Beach Resort (& Design)	Hawaii	4111643	11/16/12
Sundowner Bar	Hawaii	145375	10/09/91
Surf Lanai	Hawaii	4064299	06/27/08
Surf Lanai (& Design)	Hawaii	4068648	12/10/08
Surf Room	Hawaii	212099	05/26/87
Surfrider Café	Hawaii	4115846	04/01/13
Teppan-yaki Dan	Hawaii	210784	04/09/97
The Banyan Veranda	Hawaii	245420	06/06/90
The Beachside Café	Hawaii	142106	09/16/91
The Cliff Dive Bar	Hawaii	4077935	10/20/09
The Cliff Dive Grill	Hawaii	4134295	09/12/14
The Coral Reef Restaurant	Hawaii	196719	10/25/95
The Edge of Waikiki	Hawaii	4067266	10/21/08
The Edge of Waikiki (& Design)	Hawaii	4068253	11/26/08
The Makana Chapel	Hawaii	4112024	11/26/12
The Moana Chapel	Hawaii	4074984	07/17/09
The Moana Lani Spa	Hawaii	4053343	04/30/07
The Reef's Edge	Hawaii	210783	04/09/97
The Reservations Center	Hawaii	257105	12/17/01
The Room	Hawaii	4112023	11/26/12
The Royal Hawaiian Hotel Waikiki (& Design)	Hawaii	4068599	11/26/08
The Royal Hawaiian Resort Waikiki	Hawaii	4164013	04/07/16
The Royal Hawaiian Resort Waikiki (& Design)	Hawaii	4165394	04/07/16
The Tour and Activity Company	Hawaii	4027803	11/12/04
The Veranda	Hawaii	4105937	05/04/12
TRH Inspired	Hawaii	4071588	03/27/09
Veranda Restaurant	Hawaii	4058652	10/26/07
Vintage 1901	Hawaii	4147425	07/27/15
Vintage 1901 (& Design)	Hawaii	4147753	07/31/16
Waikiki Collections	Hawaii	4082334	03/25/10
Wiki Wiki	Hawaii	4036012	08/15/05
Wish StarWish A charity fundraising effort by the associates of the Sheraton Maui Resort & Spa (& Design)	Hawaii	4130295	05/14/14

## DOMAIN NAME

<http://www.sheraton-waikiki.com/> <http://www.sheratonwaikiki.com/> <http://jp.sheraton-waikiki.com/> <http://kr.sheraton-waikiki.com/> <http://cn.sheraton-waikiki.com/> <http://kaimarketwaikiki.com> <http://rumfirewaikiki.com> <http://www.royal-hawaiian.com/> <http://www.royalhawaiianhotel.com/> <http://jp.royal-hawaiian.com/> <http://kr.royal-hawaiian.com/> <http://www.azurewaikiki.com/> <http://ahaainaattheroyal.com> <http://mailaniattheroyal.com> <http://mailanibeachtower.com> <http://www.royal-hawaiianluau.com/> <http://jp.royal-hawaiianluau.com/> <http://OnlyattheRoyal.com> <http://www.moana-surfrider.com/> <http://moanahotel.com> <http://moanasurfrider.com> <http://jp.moana-surfrider.com/> <http://kr.moana-surfrider.com> <http://moanalanispa.com> <http://jp.moanalanispa.com/> <http://mangoesatthemoana.com> <http://www.sheratonmaui.com/> <http://jp.sheratonmaui.com/> <http://kr.sheratonmaui.com/> <http://cliffdivegrill.com> <http://cliffdivegrillmaui.com> <http://teppanyakidan.com> <http://blackrockkitchen.com/> <http://www.sfpalace.com/> <http://www.sfpalace.biz> <http://www.sfpalace.info> <http://www.sfpalacerestaurants.com> <http://www.collectionsofwaikiki.com> <http://jp.collectionsofwaikiki.com> <http://cn.collectionsofwaikiki.com> <http://kr.collectionsofwaikiki.com> <http://www.KyoyaHotelsandResorts.com> <http://www.Kyo-yaHotelsandResorts.com>

<http://www.KyoyaCompany.com> <http://www.KyoyaCompany.com> <http://www.KyoyaHawaii.com>

la-1328765

**RECORDED: 10/07/2016**

**TRADEMARK  
REEL: 005894 FRAME: 0820**