

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM443516

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ClubCorp USA, Inc.		09/18/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Citibank, N.A., as Collateral Agent		
Street Address:	388 Greenwich Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10013		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 32			
Property Type	Number	Word Mark	
Registration Number:	4811456	CALL THE CLUBLINE	
Registration Number:	4662363	THE BEST SERVING THE BEST	
Registration Number:	4111232	MY CLUB. MY COMMUNITY. MY WORLD	
Registration Number:	3934133	AT THE TOP	
Registration Number:	3934134	NETWORKING AT A HIGHER LEVEL	
Registration Number:	3869730	CLUBCORP CHARITY CLASSIC	
Registration Number:	3853295	CLUBCORP	
Registration Number:	3869580	CC	
Registration Number:	3809640	CLUB RESORTS	
Registration Number:	3809642	THE WORLD LEADER IN PRIVATE CLUBS	
Registration Number:	3805951	WARM WELCOMES, MAGIC MOMENTS, AND FOND F	
Registration Number:	3805884	OC AND THE OWNERS CLUB	
Registration Number:	3805888	CLUBCORP	
Registration Number:	3757515	THE OWNERS CLUB	
Registration Number:	3809576	ASSOCIATE CLUBS	
Registration Number:	3951213	CLUB WITHOUT WALLS	
Registration Number:	3693584	FASTEE COURSE	
Registration Number:	3257550	BUILDING RELATIONSHIPS & ENRICHING LIVES	
Registration Number:	3258688	HACKERS	

OP \$815.00 4811456

Property Type	Number	Word Mark
Registration Number:	3115841	CLUBLINE
Registration Number:	2715195	CLUBCORP
Registration Number:	2739660	C
Registration Number:	2774312	C CLUBCORP RESORTS
Registration Number:	2964428	CLUBCORP RESORTS
Registration Number:	2031369	ASSOCIATE CLUB
Registration Number:	1809569	
Registration Number:	1908763	MEMBERCARD
Registration Number:	1910358	MEMBERCARD
Registration Number:	1857126	CLUBCORP
Registration Number:	1829559	CLUBCORP
Registration Number:	1718631	CLUB CORPORATION OF AMERICA
Registration Number:	1557287	HEART HEALTHY

CORRESPONDENCE DATA

Fax Number: 8009144240

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.

Phone: 800-713-0755

Email: Michael.Violet@wolterskluwer.com

Correspondent Name: CT Corporation

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Elaine Carrera
SIGNATURE:	/Elaine Carrera/
DATE SIGNED:	09/18/2017

Total Attachments: 9

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

ClubCorp USA, Inc.

- Individual(s)
- Partnership
- Corporation- State: DE
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

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

Execution Date(s) September 18, 2017

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Citibank, N.A., as Collateral Agent

Street Address: 388 Greenwich Street

City: New York

State: NY

Country: USA Zip: 10013

- Individual(s) Citizenship _____
- Association Citizenship USA
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ 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)

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

A. Trademark Application No.(s) Text

See Schedule I

B. Trademark Registration No.(s)

See Schedule I

Additional sheet(s) attached? Yes 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: Elaine Carrera, Legal Assistant

Internal Address: _____

Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: _____

Email Address: ecarrera@cahill.com

6. Total number of applications and registrations involved:

32

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

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Elaine Carrera
Signature

September 18, 2017
Date

Elaine Carrera

Name of Person Signing

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

9

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

Notice of Grant of Security Interest in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of September 18, 2017 (this “Notice”), made by CLUBCORP USA, INC., a Delaware corporation (the “Pledgor”), in favor of CITIBANK, N.A., as Collateral Agent (as defined below).

Reference is made to the Collateral Agreement (First Lien), dated as of September 18, 2017 (as amended, restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among ClubCorp Holdings, Inc. (the “Borrower”), as successor by merger to Constellation Merger Sub Inc., each subsidiary of the Borrower identified therein and Citibank, N.A., as collateral agent (together with its successors and assigns in such capacity, the “Collateral Agent”) for the Secured Parties (as defined therein). The parties hereto agree as follows:

SECTION 1. *Terms.* Capitalized terms used in this Notice and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Notice.

SECTION 2. *Grant of Security Interest.* As security for the payment and performance, as applicable, in full of the Secured Obligations, the Pledgor pursuant to the Collateral Agreement did, and hereby does, assign and pledge to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a continuing security interest in all of such Pledgor’s right, title and interest in, to and under any and all of the following assets now owned or at any time hereafter acquired by such Pledgor or in which such Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, but excluding any Excluded Property, the “Trademark Collateral”): all Trademarks, including those listed on Schedule I; provided, however, that the foregoing pledge, assignment and grant of security interest will not cover any “intent-to-use” applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. §1051, unless and until an Amendment to Allege Use or a Statement of Use under Section 1(c) or 1(d) of the Lanham Act has been filed, to the extent, if any, that any assignment of an “intent-to-use” application prior to such filing would violate the Lanham Act.

SECTION 3. *Collateral Agreement.* The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Notice and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

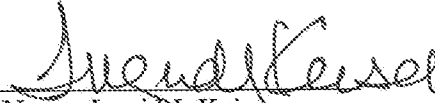
SECTION 4. *Counterparts.* This Notice may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Notice by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original.

SECTION 5. *Governing Law.* THIS NOTICE AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSES OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS NOTICE AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO ANY PRINCIPLE OF CONFLICTS OF LAW THAT COULD REQUIRE THE APPLICATION OF ANY OTHER LAW.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this
Notice as of the day and year first above written.

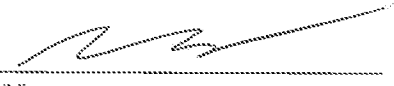
CLUBCORP USA, INC.

By: 
Name: Ingrid J. Keiser
Title: Secretary

*[Signature Page to Notice of Grant of Security Interest in Trademarks - ClubCorp USA, Inc.
(First Lien)]*

TRADEMARK
REEL: 006154 FRAME: 0523

CITIBANK, N.A.,
as Collateral Agent,

By: 
Name: Michael Tortora
Title: Director

*[Signature Page to Notice of Grant of Security Interest in Trademarks – ClubCorp USA, Inc.
(First Lien)]*

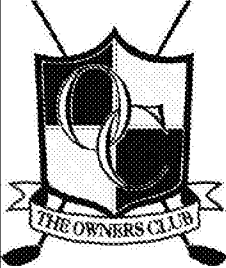
TRADEMARK
REEL: 006154 FRAME: 0524






Schedule I
to Notice of Grant of Security Interest (First Lien) in Trademarks


Trademarks Owned by ClubCorp USA, Inc.

U.S. Trademark Registrations

Mark	Registration No.	Registration Date
CALL THE CLUBLINE CALL THE CLUBLINE	4811456	15-SEP-2015
THE BEST SERVING THE BEST The Best Serving The Best	4662363	30-DEC-2014
MY CLUB. MY COMMUNITY. MY WORLD MY CLUB. MY COMMUNITY. MY WORLD	4111232	13-MAR-2012
AT THE TOP AT THE TOP	3934133	22-MAR-2011
NETWORKING AT A HIGHER LEVEL NETWORKING AT A HIGHER LEVEL	3934134	22-MAR-2011
CLUBCORP CHARITY CLASSIC ClubCorp Charity Classic	3869730	02-NOV-2010
CLUBCORP CLUBCORP	3853295	28-SEP-2010
CC 	3869580	02-NOV-2010
CLUB RESORTS	3809640	29-JUN-2010

Club Resorts		
THE WORLD LEADER IN PRIVATE CLUBS The World Leader in Private Clubs	3809642	29-JUN-2010
WARM WELCOMES, MAGIC MOMENTS, AND FOND FAREWELLS Warm Welcomes, Magic Moments, and Fond Farewells	3805951	22-JUN-2010
OC AND THE OWNERS CLUB 	3805884	22-JUN-2010
CLUBCORP CLUBCORP	3805888	22-JUN-2010
THE OWNERS CLUB THE OWNERS CLUB	3757515	09-MAR-2010
ASSOCIATE CLUBS ASSOCIATE CLUBS	3809576	29-JUN-2010
CLUB WITHOUT WALLS CLUB WITHOUT WALLS	3951213	26-APR-2011
FASTEE COURSE FASTEE COURSE	3693584	06-OCT-2009
BUILDING RELATIONSHIPS & ENRICHING LIVES BUILDING RELATIONSHIPS & ENRICHING LIVES	3257550	03-JUL-2007

HACKERS 	3258688	03-JUL-2007
CLUBLINE CLUBLINE	3115841	18-JUL-2006
CLUBCORP	2715195	13-MAY-2003
C 	2739660	22-JUL-2003
C CLUBCORP RESORTS 	2774312	21-OCT-2003
CLUBCORP RESORTS	2964428	05-JUL-2005
ASSOCIATE CLUB	2031369	21-JAN-1997
<i>Design Only</i> 	1809569	07-DEC-1993
MEMBERCARD	1908763	01-AUG-1995
MEMBERCARD	1910358	08-AUG-1995
CLUBCORP	1857126	04-OCT-1994
CLUBCORP	1829559	05-APR-1994
CLUB CORPORATION OF AMERICA 	1718631	22-SEP-1992

HEART HEALTHY  HEART HEALTHY	1557287	19-SEP-1989
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U.S. Trademark Applications

None