

02-09-1999

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To the Honorable Commission



100961848

attached original documents or copy thereof.

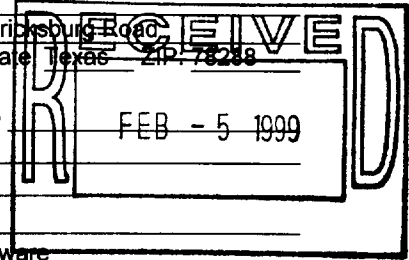
1. Name of conveying party(ies):
 USAA Real Estate Company

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
 Name: La Cantera Development Company
 Internal Address: _____
 Street Address: 9800 Fredericksburg Road
 City: San Antonio State: Texas ZIP: 78238

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 Other _____



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

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)
 Additional name(s) & address(es) attached? Yes No

Execution Date: January 27, 1999

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark registration No.(s)
1,951,995, 1,962,491, 1,962,492

2-5-99

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Stephen J. Jeffries, Esq.
 Internal Address: Gadsby & Hannah LLP
 Street Address: 1747 Pennsylvania Ave., N.W., #700
 City: Washington State: D.C. ZIP: 20006

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$90.00
 Enclosed
 Authorized to be charged to deposit account

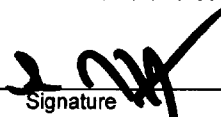
8. Deposit account number:
07-0035
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

02/08/1999 DMGUYEN 00000210 1951995

01 FC:401 40.00 DP
02 FC:402 50.00 DP

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Stephen J. Jeffries  2/5/1999
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget paperwork Reduction Project (0651-0011).

NUNC PRO TUNC ASSIGNMENT

WHEREAS, USAA Real Estate Company, a corporation of the State of Delaware, having a place of business at 8000 Robert F. McDermott Freeway, Suite 6000, San Antonio, Texas 78230 (hereinafter "Assignor"), was owner of the service marks identified on the Schedule of Marks and Registrations attached hereto and incorporated herein by reference and of the U.S. Patent and Trademark Office Applications which matured into the Registrations identified on that Schedule; and

WHEREAS, on October 11, 1995, Assignor sold, assigned and transferred unto La Cantera Development Company, a corporation of the State of Delaware, having a principal address at 9800 Fredericksburg Road, San Antonio, Texas 78288 (hereinafter "Assignee"), all of its right, title and interest in and to the service marks identified on the Schedule of Marks and Registrations attached hereto and incorporated herein by reference, and the U.S. Patent and Trademark Office Applications which matured into the Registrations identified on that Schedule and the goodwill of the business symbolized by the service marks identified on that Schedule; and

WHEREAS, the parties are now desirous of ratifying and confirming said sale, assignment and transfer of all right, title and interest in and to the service marks identified on the Schedule of Marks and Registrations attached hereto and incorporated herein by reference, and the U.S. Patent and Trademark Office Applications which matured into the Registrations identified on that Schedule and the goodwill of the business symbolized by the service marks identified on that Schedule.

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NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, transfers and sets over to Assignee, *nunc pro tunc* as of October 11, 1995, the entire right, title and interest in and to the service marks identified on the Schedule of Marks and Registrations attached hereto and incorporated herein by reference, and the U.S. Patent and Trademark Office Applications which matured into the Registrations identified on that Schedule and the goodwill of the business symbolized by the service marks identified on that Schedule, the same to be held and enjoyed by the Assignee, its successors, assigns and other legal representatives.

This assignment shall be binding upon the parties, their successors and/or assigns, and all others acting by, through, with or under their direction, and all those in privity therewith.

USAA REAL ESTATE COMPANY

By: Edward B. Kelley
Edward B. Kelley

Title: President

Date: January 27, 1999

STATE OF TEXAS

:

:

COUNTY OF BEXAR

:SS

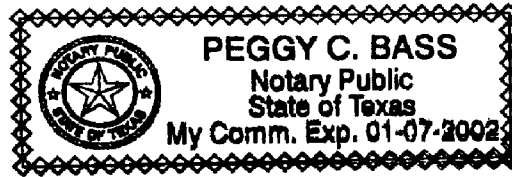
:

CITY OF SAN ANTONIO

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Before me this 27th day of JANUARY, 1999 appeared Edward B. Kelley who declares that he/she is President of USAA Real Estate Company and is authorized to execute this Nunc Pro Tunc Assignment on behalf of said corporation; that he/she has read and understands the foregoing assignment and has signed it as his/her free act and deed, and the free act and deed of said corporation.

Peggy C. Bass
Notary Public



SCHEDULE OF MARKS AND REGISTRATIONS

LA CANTERA (stylized)

U.S. Trademark Registration No. 1,951,995

LA CANTERA

U.S. Trademark Registration No. 1,962,491

LA CANTERA

U.S. Trademark Registration No. 1,962,492

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LA CANTERA

U.S. Trademark Registration No. 1,962,492

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RECORDED: 02/05/1999

**TRADEMARK
REEL: 1850 FRAME: 0443**