

06-25-1999



101075849

REGISTRATION FORM COVER SHEET  
TRADEMARKS ONLY

6.21.99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other
- License
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

06/24/1999 BMSUYEN 00000057 75374283

FOR OFFICE USE ONLY

82 FC:402

300:00 00

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/374,283"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,149,471"/>	<input type="text" value="2,017,516"/>	<input type="text" value="1,988,370"/>
<input type="text" value="75/374,282"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,973,037"/>	<input type="text" value="1,830,957"/>	<input type="text" value="1,833,536"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,835,801"/>	<input type="text" value="1,811,695"/>	<input type="text" value="1,649,809"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

ARLENE D. HANKS, ESQ. *Arlene D. Hanks* 06-16-99  
 Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY**

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual     General Partnership     Limited Partnership     Corporation     Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual     General Partnership     Limited Partnership

Corporation     Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1,591,404	<input type="text"/>	<input type="text"/>
1,435,023	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**ASSIGNMENT  
OF  
GRANT OF SECURITY INTEREST  
IN TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Hotel Corporation of the Pacific, Inc., as a Credit Party, entered into that certain Security Agreement dated as of May 26, 1998 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Credit Parties party thereto (each a "Credit Party" and collectively, the "Credit Parties") and NationsBank, N.A., as Agent (the "Agent") for the lenders referenced therein (the "Lenders") and granted a continuing security interest in and continuing lien upon, the trademarks, service marks and related registrations and applications (the "Trademarks"), respectively shown in Exhibit A attached hereto and incorporated herein, to the Agent for the ratable benefit of the Lenders.

The Notice of Grant of Security Interest in Trademarks was recorded with the United States Patent and Trademark Office July 7, 1998 at Reel 1757, Frame 0418.

NationsBank, N.A., as Agent, hereby transfers and assigns its interest in and to said Security Agreement and security interest in and continuing lien upon the Trademarks to NationsBank, N.A., as Collateral Agent, with the right to exercise all powers set forth therein as Agent thereunder.

Very truly yours,

NATIONSBANK, N.A.,  
as Agent and Assignor

By: John E. Ball

Name: John E. Ball

Title: SVP

Acknowledged and Accepted:

NationsBank, N.A., as Collateral Agent and Assignee

By: John E. Ball

Name: John E. Ball

Title: SVP

As to NationsBank, N.A., as Agent and Assignor:

Sworn to and subscribed before me  
this 16 day of June, 1999.

Betty A. Robinson  
Notary Public

My Commission Expires:

My Commission Expires April 28, 2003

As to NationsBank, N.A., as Collateral Agent and Assignee

Sworn to and subscribed before me  
this 16 day of June, 1999.

Betty A. Robinson  
Notary Public

My Commission Expires:

My Commission Expires April 28, 2003

**EXHIBIT A****U. S. Registered Trademarks of  
Hotel Corporation of the Pacific, Inc.**

Mark	Registration Number	Registration Date
ASTONISHING (Stylized)	2,149,471	04/07/98
HAWAII and Design	2,017,516	11/19/96
SUITE HAWAIIAN VACATIONS	1,988,370	7/23/96
RELAX AND ENJOY THE VALUE	1,973,037	05/07/96
HAWAII'S VACATION VALUE	1,830,957	04/12/94
HAWAII NEVER FELT SO SUITE	1,833,536	04/26/94
PARADISE NEVER FELT SO SUITE	1,835,801	05/10/94
AT HOME IN HAWAII	1,811,695	12/14/93
ASTON EXPRESS	1,649,809	07/02/91
THE FRIENDLY HOST	1,591,404	04/10/90
ASTON	1,435,023	03/31/87

**Pending U. S. Trademark Applications of  
Hotel Corporation of the Pacific, Inc.**

Mark	Application Number	Filing Date
ASTON GRANDE SUITES	75/374,283	10/16/97
GRANDE SUITES	75/374,282	10/16/97