

06-25-1999



6.21.99

REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

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/AK/A/T/A

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 Assignment.)*

06/24/1999 DNGUYEN 00000056 1104024

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20503

REEL: 001918 FRAME: 0009

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,104,024"/>	<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"/>

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.

6/16/99

Name of Person Signing

Signature

Date Signed

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

United States Patent and Trademark Office

Ladies and Gentlemen:

Coastal Resorts Realty, L.L.C., 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 1752, Frame 0948.

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
Coastal Resorts Realty L.L.C.**

Mark	Registration Number	Registration Date
SEA COLONY	1,104,024	10/10/78