



03-13-2001

FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011(exp. 4/94)

RECOR 02-21-2001
U.S. Patent & TMOs/TM Mail Rcpt Dt. #26
TRADEMARKS



101635654

ERCE
Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The La Costa Company LP
11200 Rockville Pike
Rockville, Maryland 20852

2-21-01

- Individual(s)
- General Partnership
- Corporation
- Other
- Merger
- Limited Partnership (Delaware)

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

2. Name and address of receiving party(ies):

Raptor Investments Limited Liability Company
1141 North Robinson, Suite 300
Oklahoma City, Oklahoma 73103

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State:
- Other: a Limited Liability Company (Oklahoma)

3. Nature of conveyance:

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

Execution Date: December 4, 2000

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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,197,419

Additional numbers attached: Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Jonathan Reichman, Esq.
KENYON & KENYON
One Broadway
New York, NY 10004-1050

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to Deposit Account

8. Deposit account number: 11-0600
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Karen Feisthamel
Name of Person Signing

Karen Feisthamel
Signature

February 21, 2001
Date

Total number of pages, including cover sheet, attachments and document: 6

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TRADEMARK
REEL: 002248 FRAME: 0482

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La Costa/Seawall

301 231 096

P. 2



02-21-2001

U.S. Patent & TMO/c/TM Mail Rcpt Dt #26

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT is made this 29th day of November, 2000, by The La Costa Company LP, a Delaware limited partnership with a principal place of business at 11200 Rockville Pike, Rockville, Maryland 20852 ("Grantor"), in favor of Raptor Investments Limited Liability Company, an Oklahoma limited liability company with a principal place of business at 1141 North Robinson, Suite 300, Oklahoma City, Oklahoma 73103 ("Grantee").

WITNESSETH:

WHEREAS, Grantor owns the trademarks, the trademark registrations, and the applications for trademark registration which are listed on Exhibit "A" attached hereto; and

WHEREAS, Grantee has, on even date herewith, made a loan to an affiliate of Grantor (the "Loan"); and

WHEREAS, Grantor is willing to secure repayment of the Loan through its grant of the security interest set forth herein, and Grantee wishes to accept such security interest,

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. Grantor hereby grants to Grantee a security interest in and to Grantor's right, title and interest in and to the trademarks, the trademark registrations, and the applications for trademark registration which are listed on Exhibit "A" attached hereto, and the goodwill of the business connected therewith and symbolized thereby.

2. The security interest created by this instrument shall automatically terminate upon repayment of the Loan. Grantee shall execute and deliver such documents, and perform such acts, as are reasonably requested by Grantor in order to confirm or memorialize such termination. Grantee hereby appoints Grantor as Grantee's lawful attorney-in-fact to execute and deliver such documents and to perform such acts, in the place, name and stead of Grantee, should Grantee fail or refuse to do so, for any reason or for no reason. Such appointment is irrevocable and coupled with an interest.

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TRADEMARK
REEL: 002248 FRAME: 0483

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed by its duly authorized representative as of the 29th day of November, 2000.

THE LA COSTA COMPANY LP

By: Takron, Inc., a Delaware corporation, its General Partner

By: Ronald Thompson
Name: Ronald Thompson
Title: President; Takron, Inc.

Agreed and Accepted as of the 29th day of NOVEMBER, 2000:

RAPTOR INVESTMENTS LIMITED LIABILITY COMPANY

By: JRB Investments, Inc., an Oklahoma corporation, as Managing Member

By: John Roddy Bates
Name: John Roddy Bates
Title: President, JRB Investments, Inc..

EXHIBIT "A"

Mark
Applicant

Appl. No. Reg. No.
Appl. Date Reg. Date

CLUB LA COSTA
The La Costa Company LP

76/109920
14 Aug 2000

CLUB LA COSTA
The La Costa Company LP

76/109922
14 Aug 2000

LA COSTA
The La Costa Company LP

76/116717
25 Aug 2000

LA COSTA
The La Costa Company LP

76/116716
25 Aug 2000

LA COSTA BATH & BEAUTY
SUPPLIES
The La Costa Company LP

76/109923
14 Aug 2000

LA COSTA BEACH
RESORT
The La Costa Company LP

75/923331
22 Feb 2000

LA COSTA BEACH CLUB
The La Costa Company LP

75/923706
22 Feb 2000

LC AND DESIGN
The La Costa Company LP

76/132265
20 Sep 2000

LA COSTA STYLIZED
LETTERS
The La Costa Company LP

73/151789 1197419
12 Dec 1977 08 Jun 1982

THE LA COSTA GOLF
SCHOOL
The La Costa Company LP

33889
15 Nov 1988

LA COSTA LC
The La Costa Company LP

73/616238 1481948
22 Aug 1986 22 Mar 1988

LA COSTA RACQUET CLUB
The La Costa Company LP

73/513429 1445623
13 Dec 1984 30 Jun 1987

Mark
Applicant

Appl. No. Reg. No.
Appl. Date Reg. Date

LC
The La Costa Company LP

73/619872 1484909
15 Sep 1986 19 Apr 1988

LA COSTA SPA
The La Costa Company LP

76/132266
20 Sep 2000

LA COSTA SPA
The La Costa Company LP

76/109921
14 Aug 2000

LA COSTA RESORT AND
SPA
The La Costa Company LP

76/131625
20 Sep 2000

LA COSTA RESORT AND
SPA
The La Costa Company LP

76/131626
20 Sep 2000

THE LA COSTA RESORT &
SPA
The La Costa Company LP

76/140013
03 Oct 2000

THE LA COSTA RESORT &
SPA
The La Costa Company LP

76/140012
03 Oct 2000

THE LA COSTA RESORT &
SPA
The La Costa Company LP

76/144061
10 Oct 2000

LC AND DESIGN
The La Costa Company LP

76/140009
03 Oct 2000

LC & DESIGN
The La Costa Company LP

76/139994
03 Oct 2000

LC LOGO
The La Costa Company LP

76/140007
03 Oct 2000

LC & DESIGN
The La Costa Company LP

76/139993
03 Oct 2000

Mark
Applicant

Appl. No. Reg. No.
Appl. Date Reg. Date

LC & DESIGN
The La Costa Company LP

76/143304
10 Oct 2000

LC AND DESIGN
The La Costa Company LP

76/140006
03 Oct 2000

LC AND DESIGN
The La Costa Company LP

76/140011
03 Oct 2000

LC LOGO
The La Costa Company LP

76/115746
23 Aug 2000

LC LOGO
The La Costa Company LP

76/115828
23 Aug 2000

LC LOGO
The La Costa Company LP

76/115474
23 Aug 2000

LC LOGO
The La Costa Company LP

76/115223
23 Aug 2000

LC AND DESIGN
The La Costa Company LP

76/145133
12 Oct 2000

THE LA COSTA LIFESTYLE
The La Costa Company LP

76/145199
12 Oct 2000

THE LEGENDARY LA
COSTA RESORT AND SPA
The La Costa Company LP

76/132264
20 Sep 2000

THE LEGENDARY LA
COSTA RESORT AND SPA
The La Costa Company LP

76/132267
20 Sep 2000

**Mark
Applicant**

THE LA COSTA SPA
The La Costa Company LP

THE LA COSTA RESORT &
SPA
The La Costa Company LP

THE LA COSTA SPA
The La Costa Company LP

THE LA COSTA SPA
The La Costa Company LP

THE LA COSTA SPA
The La Costa Company LP

THE LA COSTA SPA
The La Costa Company LP

**Appl. No. Reg. No.
Appl. Date Reg. Date**

76/140014
03 Oct 2000

76/140005
03 Oct 2000

76/115224
23 Aug 2000

76/115740
23 Aug 2000

76/115829
23 Aug 2000

76/122535
05 Sep 2000