

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Town and Country Resort Hotel, LLC		08/12/2004	Limited Liability Company: NEW YORK

RECEIVING PARTY DATA

Name:	Town and Country Hotel, LLC
Street Address:	500 Hotel Circle North
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92108
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1362594	TOWN AND COUNTRY

CORRESPONDENCE DATA

Fax Number: (619)235-0398
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (619) 525-3827
 Email: kap@procopio.com
 Correspondent Name: Procopio Cory Hargreaves & Savitch LLP
 Address Line 1: 530 B Street, Suite 2100
 Address Line 4: San Diego, CALIFORNIA 92101

ATTORNEY DOCKET NUMBER:	112450
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NAME OF SUBMITTER:	Kathleen A. Pasulka
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Total Attachments: 2
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NUNC PRO TUNC ASSIGNMENT OF TRADEMARK

WHEREAS, Town and Country Resort Hotel, LLC, a New York limited liability company, having a principal place of business at 500 Hotel Circle North, San Diego, CA 92108 (hereinafter Assignor), has adopted, is the owner of, has used and is using the trademark registered in the United States Patent and Trademark Office as set forth on annexed Schedule "A" (hereinafter collectively referred to as the Trademark); and

WHEREAS, Town and Country Hotel, LLC, a Delaware limited liability company, having a principal place of business at 500 Hotel Circle North, San Diego, CA 92108 (hereinafter Assignee), on July 30, 2004, acquired all right, title and interest in and to the Trademark, including any choses in action relating to said Trademark, together with the goodwill of the business symbolized by the Trademark and the registration thereof as set forth on annexed Schedule "A"; and

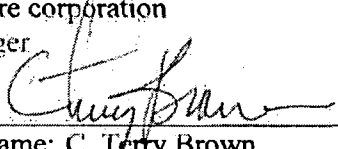
WHEREAS, it is desired that the assignment of the Trademark identified on annexed Schedule "A" be made of record in the United States Patent and Trademark Office.

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, the Assignor, as of the above date did hereby sell, assign, transfer and convey unto Assignee all of its right, title and interest in and to the aforesaid Trademark, worldwide, including any choses in action relating to said Trademark, claims for damages, profits and costs, both in equity and law, for any infringement or infringements of said Trademark rights accruing on or before the date of the Assignment, together with the good will of the business symbolized by the Trademark, and including the registration thereof as set forth on annexed Schedule "A"; and Assignor agrees to execute any further documents, now and hereinafter necessary to perfect the rights herein assigned, all without further compensation to Assignor.

Executed this 12 day of August, 2004, at San Diego, California.

TOWN AND COUNTRY RESORT HOTEL, LLC
a New York limited liability company

By: Town and Country Resort Hotel Holdings, Inc.,
a Delaware corporation
Its Manager

By: 
Name: C. Terry Brown
Title: President

SCHEDULE "A"

ISSUED REGISTRATION

Mark	Reg. No.	Issue Date
TOWN AND COUNTRY	1,362,594	September 24, 1985