

01-03-2001



Docket No.:

014951/0226

101570820

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

1. Name of conveying party(ies):

MARC HOTELS AND RESORTS, INC.

12-12-00

- Individual(s)
- General Partnership
- Corporation-State **HAWAII**
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: **SEPTEMBER 12, 2000**

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

Name: **ABLECO FINANCE LLC, As Agent**

Internal Address: **28TH FLOOR**

Street Address: **450 PARK AVENUE**

City: **NEW YORK** State: **NY** ZIP: **10021**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other **DELAWARE LIMITED LIABILITY CO.**

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

NONE

B. Trademark Registration No.(s)

2,210,810 2,214,342

Additional numbers Yes No

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

Name: **PAUL A. JUERGENSEN**

Internal Address: **SCHULTE ROTH & ZABEL LLP**

Street Address: **900 THIRD AVENUE**

City: **NEW YORK** State: **NY** ZIP: **10022**

6. Total number of applications and registrations involved:.....

2

7. Total fee (37 CFR 3.41):.....\$ **\$65.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

SCHULTE ROTH & ZABEL LLP - 500675

01/03/2001 AHMED 00000068 500675 2210810

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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.

PAUL A. JUERGENSEN

Name of Person Signing

Signature

DECEMBER 12, 2000

Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

REEL: 002204 FRAME: 0761

COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Marc Hotels and Resorts, Inc. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement dated as of August 18, 2000 (the "Security Agreement") in favor of ABLECO FINANCE LLC, as agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has pledged and assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Guaranteed Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor hereby pledges and assigns to the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Guaranteed Obligations.

The Assignor hereby further acknowledges and affirms that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Collateral Assignment to be duly executed by its officer thereunto duly authorized as of August 18, 2000.

MARC HOTELS AND RESORTS, INC.

By: 

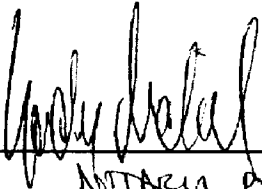
David E. Hawthorne
Vice President

STATE OF Florida

SS.:

COUNTY OF Orange

On this 12th day of September, 2000, before me personally came David E. Hawthorne, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Vice President of Marc Hotels and Resorts, Inc., a Hawaii corporation, and that he executed the foregoing instrument in the firm name of Marc Hotels and Resorts, Inc., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



NOTARY PUBLIC



Sandy Michel
MY COMMISSION # CC615698 EXPIRES
April 21, 2001
BONDED THRU TROY FAWN INSURANCE, INC.

MARC HOTELS AND RESORTS, INC.

SCHEDULE 1A TO COLATERAL ASSIGNMENT FOR SECURITY (TRADEMARKS)

TRADEMARKS
AND
TRADEMARK LICENSES

<u>NAMES</u>	<u>REGISTRATION NO.</u>
Marc Suites & Design-U.S. Service Mark Registration Registered 12/29/98 – Renewal 12/29/08	#2,214,342
The Ad Group Registered 10/19/91-Renewal 10/18/01	#135919
Activity Depot Registered 9/24/00-Renewal 9/23/10	#240785
CONDOPASS Registered 4/12/00-Renewal 4/11/10	#226462
CONDOFREE Resorts Hawaii Registered 7/30/91-Renewal 7/29/01	#133058
Hawaiian Island Activities Registered 12/1/99-Renewal 11/30/00	#233697
Hawaii Hotel Exchange Registered 1/22/93-Renewal 1/21/03	#148927
Hawaii Suite Pass Registered 11/14/92-Renewal 11/13/02	#148105
Hawaii's Classic Small Hotels & Resorts Registered 1/19/91-Renewal 1/18/01	#126255
Hotel Passport Registered 12/15/93-Renewal 12/14/03	#161832
Kauai Drive & Dine Registered 2/12/93-Renewal 2/11/03	#151301
Marc Hotel Pass Registered 11/14/92-Renewal 11/13/02	#148106
Marc's Island Hopper Registered 7/27/93-Renewal 7/26/03	#157572

<u>NAME</u>	<u>REGISTRATION NO.</u>
Marc Resorts Group Registration 1/3/93-Renewal 1/2/03	#150082
Marc Resorts Hawaii Registration 3/28/93-Renewal 3/27/05	#177564
Marc Suites Kaanapali Registration 8/4/98-Renewal 8/3/08	#(no number listed)
Marc Suites Kauai Registration 8/4/98-Renewal 8/3/08	#(unreadable)
Marc Suites Kauai Poipu Point Registration 8/4/98-Renewal 8/3/08	#714117
Marc Suites Maui Registration 8/4/98-Renewal 8/3/08	#819008
Marc Suites Poipu Registration 8/4/98-Renewal 8/3/08	#819009
Marc Suites Waikiki Registration 5/28/97-Renewal 5/27/07	#205772
Maui Drive & Dine Registration 2/12/93-Renewal 2/11/03	#151299
Maui Marc Suites on the Beach Registration 8/4/98-Renewal 8/3/08	#(no number listed)
Na Pali Boat Company Registration 1/10/00-Renewal 1/9/01	#234802
No Frills Room Rates Registration 8/4/94-Renewal 8/3/04	#169465
Suite Free Hawaii Registration 7/30/91-Renewal 7/29/01	#133059
Hotel and Resort Management Registration 12/10/99-Renewal 12/9/00	#233939
Waikiki's Classic Small Hotels Registration 8/26/94-Renewal 8/25/04	#170016