

03-23-2001



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TRADEMARKS

3.22.01

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

1. Name and address of conveying party:

Bank of America, N.A.
(Formerly known as NationsBank, N.A.),
as Collateral Agent
Independence Center, 15th Floor
101 North Tryon Street
Charlotte, NC 28255

2. Name and address of receiving party:

Citibank, N.A.,
as Collateral Agent
390 Greenwich Street
New York, New York 10013

3. Nature of conveyance:

Assignment of Grant of Security Interest in Trademarks

Execution Date: January 22, 2001

4. Application numbers and trademark numbers:

A. Trademark Application Nos.

B. Trademark Registration Nos.

2,074,276 & 2,159,210

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

6. Total number of applications and registrations involved:

2

7. Total fee:

65⁰⁰

8. Deposit Account Number:

N/A

RECEIVED
2001 MAR 22 AM 10:47
ASSIGNMENT SERVICES
DIVISION

RETURN TO:
FEDERAL RESEARCH CORP.
400 SEVENTH STREET NW
SUITE 101
WASHINGTON DC 20004

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 documents.

Lauren Schmauch
Name of Person Signing

Lauren Schmauch
Signature

3/13/2001
Date

NY1:782588.1

TRADEMARK
REEL: 002255 FRAME: 0323

ASSIGNMENT

OF

GRANT OF SECURITY INTEREST IN TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

RESORT PROPERTY MANAGEMENT, INC., as a Credit Party, entered into that certain Amended and Restated Security Agreement dated as of June 1, 1999 (the "Security Agreement") by and among the Credit Parties thereto (each a "Credit Party" and collectively, the "Credit Parties") and NationsBank, N.A., as Collateral Agent (the "Collateral Agent") for the secured parties referenced therein (the "Secured Parties"), and granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Secured Parties.

The Assignment of Grant of Security Interest in Trademarks was recorded with the United States Patent and Trademark Office on June 25, 1999 at Reel 001921, Frame 0491.

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

TRADEMARKS

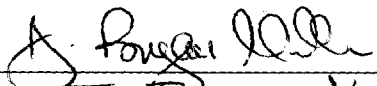
Type	Description	Registration No.	Registration Date
Trademark	CENTRAL RESERVATIONS OF PARK CITY And Design	2,074,276	6/24/97
Trademark	CENTRAL RESERVATIONS OF PARK CITY	2,159,210	5/19/98

TRADEMARK APPLICATIONS

None.

Very truly yours,

BANK OF AMERICA, N.A.
(formerly known as NATIONSBANK, N.A.),
as Collateral Agent and Assignor

By: 
Name: J. BRYAN MIZER
Title: SVP