

8/10/05

01-18-2006



Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION SHEET
TRADEMARKS ONLY

RE

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
The Club at Spanish Peaks, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other Limited Liability Company

Citizenship (see guidelines) Montana

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes No

Additional names, addresses, or citizenship attached? No

Name: Credit Suisse
Internal
Address: _____
Street Address: Eleven Madison Avenue
City: New York
State: NY
Country: USA Zip: 10010

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship _____

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) ~~08/10/2005~~ 8/10/2005

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification of the Trademark.

A. Trademark Application No.(s)
76/625,856; 76/575,691; 78/568,008; 78/571,471; 78/571,948;
78/567,695

B. Trademark Registration No.(s)
n/a

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Deborah Taylor
Internal Address: c/o Latham & Watkins LLP
Street Address: 633 West Fifth Street, Suite 4000
City: Los Angeles
State: CA Zip: 90071
Phone Number: 213/485-1234
Fax Number: 213/891-8763
Email Address: deborah.taylor@lw.com

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 165.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature: Deborah Taylor August 10, 2005
Signature Date

Deborah E. Taylor Total number of pages including cover sheet, attachments, and document: 3
Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

NOTICE OF SECURITY INTEREST IN TRADEMARKS

NOTICE IS HEREBY GIVEN that **THE CLUB AT SPANISH PEAKS, LLC**, a Montana limited liability company (the "Grantor") with an office located at 90 Beta Drive, Pittsburgh, Pennsylvania 15238, and **CREDIT SUISSE**, as Collateral Agent (the "Agent"), with an office located at Eleven Madison Avenue, New York, NY 10010, on behalf of certain Lenders and the Agent, and the successors and assigns of each of the foregoing (collectively, the "Secured Parties"), have entered into the Security Agreement dated as of August 10, 2005 (the "Security Agreement").

Pursuant to the Security Agreement, the Grantor has conveyed, pledged, assigned and transferred to the Agent, for the equal and ratable benefit of the Secured Parties, and has granted to the Agent, for the equal and ratable benefit of the Secured Parties, a security interest in, the registered trademarks and service marks, applications for registration of trademarks and service marks, and licenses of registered trademarks and service marks listed in Schedule A hereto, together with the goodwill of the business symbolized thereby, to secure the payment, performance and observance of the Secured Obligations as defined in the Security Agreement.

The Commissioner of Patents and Trademarks is requested to record this notice in its records

Dated: August 10, 2005

THE CLUB AT SPANISH PEAKS, LLC,
a Montana limited liability company

By: 
Name: Douglas L. Hein
Title: Chief Financial Officer

SCHEDULE A
TO
NOTICE OF SECURITY INTEREST IN TRADEMARKS

Trademark or Service Mark	Registration Number/No. of Filing Office	Owner of Mark
"The Club at Spanish Peaks" word mark	76/625,856	The Club at Spanish Peaks, LLC
"Spanish Peaks Big Sky Montana" design plus word mark	76/575,691	The Club at Spanish Peaks, LLC
"SP Spanish Peaks Big Sky Montana" design plus word mark	78/568,008	The Club at Spanish Peaks, LLC
"SP" design plus word mark	78/571,471	The Club at Spanish Peaks, LLC
"SKI-IN GOLF-OUT." word mark	78/571,948	The Club at Spanish Peaks, LLC
"RETREAT FROM THE ORDINARY" word mark	78/567,695	The Club at Spanish Peaks, LLC

LAW4694623

TRADEMARK
REEL: 003286 FRAME: 0276

633 West Fifth Street, Suite 4000
Los Angeles, California 90071-2007
Tel: (213) 485-1234 Fax: (213) 891-8763
www.lw.com

LATHAM & WATKINS LLP

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025348-0051

August 10, 2005

VIA HAND DELIVERY

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

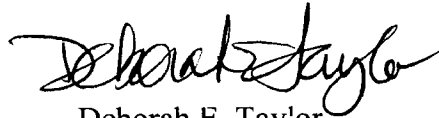
Re: Notice of Security Interest in Trademarks

TRADEMARK FEE PROCESS
RECEIVED
2005 AUG 11 A 11: 23
US PATENT &
TRADEMARK OFFICE

To the Commissioner:

Transmitted for trademark filing herewith is a *Notice of Security Interest in Trademarks*, a copy of same to be stamped "received", check number 736390 in the amount of \$165.00 and a self-addressed acknowledgment postcard. Should you have questions, please do not hesitate to me directly at (213) 891-8111.

Respectfully submitted,



Deborah E. Taylor
Senior Paralegal

Enclosures

Cc: Jenna Lee, Esq.



01-10-2006

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #34



08-11-2005

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #39

LA\1470702.1

TRADEMARK
REEL: 003286 FRAME: 0277



RECORDED
1/9/2006

UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

DECEMBER 16, 2005

PTAS



103068226A

DEBORAH TAYLOR
C/O LATHAM & WATKINS LLP
633 WEST FIFTH STREET
SUITE 4000
LOS ANGELES, CA 90071

Resubmit

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 103068226

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE,
MAIL STOP: ASSIGNMENT SERVICES DIVISION, P.O. BOX 1450, ALEXANDRIA, VA 22313.
IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE,
YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT
571-272-3350.

- 1. THE COVER SHEET SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. EXECUTION DATE MUST BE INDICATED FOR EACH CONVEYING PARTY.

JEEVON JONES, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

2005 JAN 10 11:36
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ASSIGNMENT SERVICES DIVISION
U.S. PATENT AND TRADEMARK OFFICE