TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sunterra Corporation		04/26/2007	CORPORATION: MARYLAND
Diamond Resorts Holdings, LLC		04/26/2007	LIMITED LIABILITY COMPANY: NEVADA
Sunterra Centralized Services Company		04/26/2007	CORPORATION:
Sunterra Developer and Sales Holding Company		04/26/2007	CORPORATION:
Sunterra St. Croix, Inc. f/k/a Signature St. Croix, Inc.		04/26/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	Credit Suisse, as Second Lien Collateral Agent
Street Address:	11 Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	Bank:

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	2411329	DIAMOND RESORTS INTERNATIONAL
Registration Number:	2432190	DIAMOND RESORTS INTERNATIONAL
Registration Number:	2207804	POLO TOWERS
Registration Number:	3135390	
Registration Number:	1491574	CARAMBOLA
Registration Number:	3104063	CLUB SUNTERRA
Registration Number:	2494277	CLUB SUNTERRA
Registration Number:	2715485	DISCOVER THE MEANING OF ALOHA

CH $565.00 2411329

Registration Number:	3118268	GRAND ESCAPES
Registration Number:	2414306	OWN YOUR WORLD
Registration Number:	2340934	SUNOPTIONS
Registration Number:	2332512	SUNOPTIONS
Registration Number:	3069131	SUNTERRA
Registration Number:	3123176	SUNTERRA
Registration Number:	2406610	SUNTERRA
Registration Number:	2406611	SUNTERRA
Registration Number:	2369499	SUNTERRA
Registration Number:	2490560	SUNTERRA ESCAPES
Registration Number:	3085402	THE GLOBAL CURRENCY OF RELAXATION
Serial Number:	78951640	
Serial Number:	78697386	ACTIVITY WAREHOUSE
Serial Number:	78922318	SUNTERRASELECT

CORRESPONDENCE DATA

Fax Number: (866)459-2899

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-783-2700

Email: oleh.hereliuk@federalresearch.com

Correspondent Name: CBCInnovis dba Federal Research

Address Line 1: 1023 Fifteenth Street, NW, Ste 401

Address Line 2: attn: John Flynn

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	384750
NAME OF SUBMITTER:	John Flynn
Signature:	/JF/
Date:	05/11/2007

Total Attachments: 20

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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):
SUNTERRA CORPORATION - MD
DIAMOND RESORTS HOLDINGS, LLC - NV
SEE ATTACHED SCHEDULE

- ☐ Individual(s)
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☑ Corporation-State
- ☐ Other

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

2. Name and address of receiving party(ies)
Name: CREDIT SUISSE, As Collateral Agent under the Second Lien Credit Agreement
Internal Address:
Street Address: 11 Madison Avenue
City: New York State: NY Zip: 10010

- ☐ Individual(s) citizenship
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☐ Corporation-State
- ☑ Other Bank

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

3. Nature of conveyance:

- ☐ Assignment
- ☐ Merger
- ☑ Security Agreement
- ☐ Change of Name
- ☐ Other :

Execution Date: April 26, 2007

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

A. Trademark Application No.(s)
PLEASE SEE ATTACHED

B. Trademark Registration No.(s)
PLEASE SEE ATTACHED

Additional number(s) attached ☑ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Oleh Hereliuk
Internal Address: Federal Research Corporation
Street Address: 1023 15th Street, NW
Suite 401
City Washington State: DC Zip: 20005

6. Total number of applications and registrations involved: 25

7. Total fee (37 CFR 3.41).....$

- ☐ Enclosed
- ☐ Authorized to be charged to deposit account

8. Deposit account number:

(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.

Jeffrey Laub — Name of Person Signing
Signature
May 4, 2007 — Date

Total number of pages including cover sheet, attachments, and document: 20

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK SECURITY AGREEMENT dated as of April 26, 2007 (this "***Agreement***"), among SUNTERRA CORPORATION, a Maryland corporation (the "***Borrower***"), the subsidiaries of the Borrower listed on Schedule I hereto and Credit Suisse, as Collateral Agent (in such capacity, the "***Collateral Agent***").

Reference is made to (a) the Second Lien Guarantee and Collateral Agreement dated as of April 26, 2007 (the "***Security Agreement***"), among the Borrower, Diamond Resorts Parent LLC ("***Holdings***"), Diamond Resorts Holdings, LLC ("***Polo Holdings***"), the Subsidiaries of the Holdings from time to time party thereto and Credit Suisse as Collateral Agent and (b) the Second Lien Credit Agreement dated as of April 26, 2007 (the "***Credit Agreement***"), among the Borrower, Holdings, Polo Holdings, the lenders from time to time party thereto (the "***Lenders***"), and Credit Suisse, as administrative agent (in such capacity, the "***Administrative Agent***"). The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. Holdings and the Subsidiary Parties are affiliates of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Credit Agreement and are willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement. The rules of construction specified in Section 1.01(b) of the Security Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Obligations, each Grantor, pursuant to the Security Agreement, did and hereby does grant to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest in, all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire any right, title or interest (collectively, the "***Trademark Collateral***"):

(a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule II (the "***Trademarks***");

TRADEMARK
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(b) all goodwill associated with or symbolized by the Trademarks; and

(c) all assets, rights and interests that uniquely reflect or embody the Trademarks.

SECTION 3. Security Agreement. The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark 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 the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. Intercreditor Agreement Governs. Reference is made to the Intercreditor Agreement dated as of April 26, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "***Intercreditor Agreement***"), among the Borrower, Holdings, Polo Holdings, the Subsidiaries of Holdings from time to time party thereto, Credit Suisse, Cayman Islands Branch, as First Lien Collateral Agent (as defined therein) and Credit Suisse, Cayman Islands Branch, as Second Lien Collateral Agent (as defined therein). Notwithstanding anything herein to the contrary, the lien and security interest granted to the Collateral Agent, for the benefit of the Secured Parties, pursuant to this Agreement and the exercise of any right or remedy by the Collateral Agent and the other Secured Parties hereunder are subject to the provisions of the Intercreditor Agreement. In the event of any conflict or inconsistency between the provisions of the Intercreditor Agreement and this Agreement, the provisions of the Intercreditor Agreement shall control.

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TRADEMARK
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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

SUNTERRA CORPORATION,

by

Name: Richard Cloobeck
Title: Executive Vice President and Assistant Secretary

EACH OF THE SUBSIDIARIES LISTED ON SCHEDULE I HERETO,

by

Name: Richard Cloobeck
Title: Executive Vice President and Assistant Secretary

CREDIT SUISSE, CAYMAN ISLANDS BRANCH, as Collateral Agent,

by

Name:
Title:

TRADEMARK
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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

SUNTERRA CORPORATION,

by

Name:
Title:

EACH OF THE SUBSIDIARIES LISTED ON SCHEDULE I HERETO,

by

Name:
Title:

CREDIT SUISSE, CAYMAN ISLANDS BRANCH, as Collateral Agent,

by

Name: KARIM BLASETTI MIKHAIL FAYBUSOVIC
Title: VICE PRESIDENT ASSOCIATE

Schedule I

SUBSIDIARIES

AKGI Poipu Investments, Inc.

AKGI-St. Maarten N.V.

Club Sunterra Development California, LLC (f/k/a Club Sunterra Development II, LLC (f/k/a Sunterra Texas Development, LLC))

Club Sunterra Development Hawaii, LLC (f/k/a Sunterra East Marketing, LLC)

Club Sunterra Development, LLC

Club Sunterra, Inc.

George Acquisition Subsidiary, Inc.

Grand Escapes, LLC

International Timeshares Marketing, LLC

Lake Tahoe Resort Partners, LLC

Mazatlan Development Inc.

MMG Development Corp.

Poipu Resort Partners, L.P.

Resort Management International, Inc.

Resort Marketing International, Inc.

Resorts Development International, Inc.

Sunterra Beach Group, LLC

Sunterra Centralized Services Company

Sunterra Centralized Services Global, LLC

Sunterra Centralized Services Nevada, LLC

Sunterra Centralized Services USA, LLC

Sunterra Citrus Share Holding, LLC (f/k/a Sunterra South Marketing, LLC)

Sunterra Communications, LLC

Sunterra Coral Sands Development, LLC

Sunterra Cypress Pointe I Development, LLC

Sunterra Cypress Pointe II Development, LLC

Sunterra Cypress Pointe III Development, LLC

Sunterra Daytona Development, LLC (f/k/a Sunterra Bent Creek Golf Course Development, LLC)

Sunterra Developer and Sales Holding Company

Sunterra Epic Mortgage Holdings, LLC (f/k/a Sunterra KGK Partners Finance, LLC)

Sunterra Fall Creek Development, LLC

Sunterra Finance Holding Company

Sunterra Financial Services, Inc.

Sunterra Grand Beach I Development, LLC

Sunterra Grand Beach II Development, LLC

Sunterra Greensprings Development, LLC

Sunterra Hilton Head Development, LLC (f/k/a Sunterra Bent Creek Village Development, LLC)

Sunterra Lake Tahoe Development, LLC

Sunterra Las Vegas Development, LLC (f/k/a Sunterra Polynesian Isles Development, LLC)

Sunterra Management and Exchange Holding Company

Sunterra Mexico Share Holding, LLC (f/k/a Sunterra Kallof Place Development, LLC)

Sunterra Mortgage Holdings, LLC

Sunterra Pacific, Inc. (f/k/a Vacation Internationale, Inc.)

Sunterra Palm Springs Development, LLC (f/k/a Sunterra North Marketing, LLC)

Sunterra Poco Diablo Development, LLC

Sunterra Port Royal Development, LLC

Sunterra Powhatan Development, LLC

Sunterra Residual Assets Development, LLC

Sunterra Residual Assets Finance, LLC

Sunterra Residual Assets M&E, LLC

Sunterra Resort Management, Inc. (f/k/a RPM Management, Inc.)

Sunterra Resort Rental Management, Inc.

Sunterra Ridge on Sedona Development, LLC

Sunterra Ridge Pointe Development, LLC

Sunterra San Luis Bay Development, LLC

Sunterra Santa Fe Development, LLC

Sunterra Scottsdale Development, LLC (f/k/a Sunterra Poipu GP Development, LLC)

Sunterra Sedona Springs Development, LLC

Sunterra Sedona Summit Development, LLC

Sunterra St. Croix Development, LLC

Sunterra Steamboat Development, LLC

Sunterra Tahoe Beach & Ski Development, LLC

Sunterra Travel, Inc. (f/k/a Vacation Time Travel, Inc.)

Sunterra Villa Mirage Development, LLC

Sunterra Villas of Sedona Development, LLC

Sunterra West Maui Development, LLC (f/k/a Sunterra West Marketing, LLC)

West Maui Resort Partners, L.P.

Schedule II

I. Trademarks

Registered Owner	Mark	Registration Number	Expiration Date
Diamond Resorts Holdings, LLC	Diamond Resorts International	2411329	
Diamond Resorts Holdings, LLC	Diamond Resorts International	2432190	
Diamond Resorts Holdings, LLC	Polo Towers Polo Towers & Design	2207804	
See Schedules A and B (attached)			

II. Trademark Applications

Registered Owner	Mark	Registration Number	Date Filed
See Schedules A and B (attached)			

III. Trademark Licenses

Licensee	Licensor	Mark	Registration Number	Expiration Date
NONE				

SCHEDULE A

NEEDLE & ROSENBERG, P.C.

SUNTERRA CORPORATION

U.S. TRADEMARK/SERVICE MARK STATUS REPORT
As of March 29, 2007

N&R NO	MARK	GOODS/SERVICES	FILING DATE	SERIAL NO.	REG. NO.	SEC 8 & 15 AFFIDAVIT	REG.DATE RENEWAL	STATUS, OWNERSHIP INFORMATION and COMMENTS
19241.1098US	4-Swirl Design	Class 3: Shampoo, conditioner, soap, bath gel, body lotion. Class 36: Real estate services, namely, financing, management, brokerage, and leasing of timeshare properties; resort real estate property management services; real estate services, namely, property management services, resort property management services, property management services for homeowners' associations. Class 39: Travel booking agencies; travel clubs; travel agency services, namely, making reservations and bookings for transportation; and arranging travel tours. Class 41: Arranging for ticket reservations for shows and other	8/14/06	78/951640				**Owner:** Sunterra Centralized Services Company

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SCHEDULE A

NEEDLE & ROSENBERG, P.C.

SUNTERRA CORPORATION

U.S. TRADEMARK/SERVICE MARK STATUS REPORT
As of March 29, 2007

N&R NO	MARK	GOODS/SERVICES	FILING DATE	SERIAL NO.	REG. NO.	SEC 8 & 15 AFFIDAVIT	REG.DATE RENEWAL	STATUS, OWNERSHIP INFORMATION and COMMENTS
		entertainment events. Class 43: Travel agency services, namely, making reservations and bookings for temporary lodging; hotel and resort hotel services.						
19241.1096US	ACTIVITY WAREHOUSE	Class 41: Booking excursions, day trips, sightseeing tours, luaus, helicopter tours, bike tours, snorkeling tours, submersible boat trips, rafting trips, kayaking trips, sport fishing excursions, horseback riding tours, whale watching excursions, parasailing, sailing tours, walking/hiking tours, cruises, shows, surfing lessons; rental of recreational equipment, namely personal water craft.	8/22/2005	78/697386				**Owner:** Sunterra Centralized Services Company

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SCHEDULE A

NEEDLE & ROSENBERG, P.C.

SUNTERRA CORPORATION

U.S. TRADEMARK/SERVICE MARK STATUS REPORT
As of March 29, 2007

N&R NO	MARK	GOODS/SERVICES	FILING DATE	SERIAL NO.	REG. NO.	SEC 8 & 15 AFFIDAVIT	REG.DATE RENEWAL	STATUS, OWNERSHIP INFORMATION and COMMENTS
19241.1093US	Block & Swirl Design	Class 36: Real estate services, namely, financing, management, brokerage, and leasing of timeshare properties; resort real estate property management services. Class 39: Travel booking agencies; travel clubs; travel agency services, namely, making reservations and bookings for transportation; and arranging travel tours. Class 41: Arranging for ticket reservations for shows and other entertainment events. Class 43: Travel agency services, namely, making reservations and bookings for temporary lodging; hotel and resort hotel services.	6/16/05	78/652432	3135390	Between 8/29/2011 and 8/29/2012	8/29/06 8/29/2016	**Owner:** Sunterra Centralized Services Company
19241.1080US	CARAMBOLA	Class 41: providing facilities for recreational activities.	5/14/87	73660719	1491574	Affidavit filed and accepted	6/7/88 Renewal due	This registration is in the name of Signature St. Croix, Inc. That

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SCHEDULE A

NEEDLE & ROSENBERG, P.C.

SUNTERRA CORPORATION

U.S. TRADEMARK/SERVICE MARK STATUS REPORT
As of March 29, 2007

N&R NO	MARK	GOODS/SERVICES	FILING DATE	SERIAL NO.	REG. NO.	SEC 8 & 15 AFFIDAVIT	REG.DATE RENEWAL	STATUS, OWNERSHIP INFORMATION and COMMENTS
		Class 42: resort hotel and restaurant services.					6/7/2008	company is now known as Sunterra St. Croix, Inc.
19241.1045US	CLUB SUNTERRA	Class 36: Resort timeshare services, namely, management, brokerage and leasing of resort timeshare properties. Class 39: Arranging travel tours; travel agency services, namely, making reservations and bookings for transportation; travel booking agencies; travel clubs. Class 43: Hotels; resort hotels; travel agency services, namely, making reservations and bookings for temporary lodging.	8/2/2005	78/683261	3104063	Between 6/13/2011 and 6/13/2012	6/13/06 6/13/2016	**Owner:** Sunterra Centralized Services Company
19241.1071US	CLUB SUNTERRA & Design	Class 35: Providing discounts for a variety of goods and services of others to club members; providing free access to club members for 24 hour medical hotline, physician	8/28/00	76117899	2494277	Affidavit due between 10/02/06 and 10/02/07	10/02/01 Renewal due 10/02/2011	**Owner:** Sunterra Centralized Services Company

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SCHEDULE A

NEEDLE & ROSENBERG, P.C.

SUNTERRA CORPORATION

U.S. TRADEMARK/SERVICE MARK STATUS REPORT
As of March 29, 2007

N&R NO	MARK	GOODS/SERVICES	FILING DATE	SERIAL NO.	REG. NO.	SEC 8 & 15 AFFIDAVIT	REG.DATE RENEWAL	STATUS, OWNERSHIP INFORMATION and COMMENTS
	Club Sunterra	directory and activities hotline; providing telephone message center services. Class 36: Resort timeshare services. Class 39: Travel booking agencies; travel clubs; travel agency services, namely, making reservations and bookings for transportation; arranging travel tours; and arranging cruises. Class 41: Arranging for ticket reservations for shows and other entertainment events. Class 42: Travel agency services, namely, making reservations and bookings for temporary lodging; hotel and resort hotel services; and concierge services.						

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SCHEDULE A

NEEDLE & ROSENBERG, P.C.

SUNTERRA CORPORATION

U.S. TRADEMARK/SERVICE MARK STATUS REPORT
As of March 29, 2007

N&R NO	MARK	GOODS/SERVICES	FILING DATE	SERIAL NO.	REG. NO.	SEC 8 & 15 AFFIDAVIT	REG.DATE RENEWAL	STATUS, OWNERSHIP INFORMATION and COMMENTS
19241.1083US	DISCOVER THE MEANING OF ALOHA	Class 43: Resort hotels.	5/20/02	76411481	2715485	Due between 5/13/08 and 5/13/09	5/13/03 5/13/13	**Owner:** Sunterra Developer and Sales Holding Company
19241.1095US	GRAND ESCAPES	Class 39: vacation travel club services; travel agency services, namely, making reservations and bookings for transportation, arranging travel tours; travel and tour information service; travel and tour ticket reservation service.	11/16/2004	78517652	3118268	Between 7/18/2011 and 7/18/2012	7/18/06 7/18/2016	**Owner:** Sunterra Centralized Services Company
19241.1084US State of Virginia Registration	GREENSPRINGS PLANTATION RESORT & Design	Class 42: Vacation ownership resort.	4/11/97	VA000365	276	na	5/5/1997 5/5/2007	**Owner:** Sunterra Developer and Sales Holding Company
19241.1003US	OWN YOUR WORLD	Class 35: hotel management for others. Class 36: resort timeshare services. Class 39: arranging travel tours as a bonus program for credit card customers; travel booking agencies; travel clubs; travel agency services, namely, making reservations and bookings	08/28/97	75348888	2414306	Affidavit due between 12/19/2005 and **12/19/2006;** *(6 mo.grace period deadline is **06/19/07**)*	12/19/2000 Renewal due 12/19/2010	**Owner:** Sunterra Centralized Services Company

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SCHEDULE A

NEEDLE & ROSENBERG, P.C.

SUNTERRA CORPORATION

U.S. TRADEMARK/SERVICE MARK STATUS REPORT
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N&R NO	MARK	GOODS/SERVICES	FILING DATE	SERIAL NO.	REG. NO.	SEC 8 & 15 AFFIDAVIT	REG.DATE RENEWAL	STATUS, OWNERSHIP INFORMATION and COMMENTS
		for transportation; and arranging travel tours. Class 41: arranging for ticket reservations for shows and other entertainment events. Class 42: travel agency services, namely, making reservations and bookings for temporary lodging; hotel and resort hotel services; and hotel concierge services.						
19241.1085US State of Virginia Registration	POWHATAN PLANTATION & Design	Class 42: Vacation ownership time-share resort.	4/11/97	VA000364	275	na	5/5/1997 5/5/2007	**Owner:** Sunterra Developer and Sales Holding Company

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SCHEDULE A

NEEDLE & ROSENBERG, P.C.

SUNTERRA CORPORATION

U.S. TRADEMARK/SERVICE MARK STATUS REPORT
As of March 29, 2007

N&R NO	MARK	GOODS/SERVICES	FILING DATE	SERIAL NO.	REG. NO.	SEC 8 & 15 AFFIDAVIT	REG.DATE RENEWAL	STATUS, OWNERSHIP INFORMATION and COMMENTS
19241.1070US	SUNOPTIONS	Class 35: Promoting resort, time share and vacation services through the issuance of points redeemable towards vacation packages including airline tickets and other goods and services.	4/19/99	75686693	2340934	Section 8 (6-year) accepted & Section 15 acknowledged	4/11/2000 Renewal due 4/11/2010	**Owner:** Sunterra Centralized Services Company
19241.1061US	SUNOPTIONS & Design Sun Options	Class 35: Promoting resort, time share and vacation services through the issuance of points redeemable towards vacation packages including airline tickets and other goods and services.	4/19/99	75685923	2332512	Affidavit due between 3/21/05 and 3/21/06.	3/21/00 Renewal due 3/21/2010	**Owner:** Sunterra Centralized Services Company
19241.1002US-3	SUNTERRA	Class 3: Shampoo, conditioner, skin soap, bath gel, skin lotion.	1/26/04	78357529	3069131	Affidavit due between 3/14/11 and 3/14/12.	3/14/2006 Renewal due 3/14/2016	**Owner:** Sunterra Centralized Services Company
19241.1002US-36	SUNTERRA	Class 36: Property management services, hotel management services, resort property management services, property management services for homeowners' associations.	6/17/2005	78652732	3123176	Between 8/1/2011 and 8/1/2012	8/1/06 8/1/2016	**Owner:** Sunterra Centralized Services Company

TRADEMARK
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SCHEDULE A

NEEDLE & ROSENBERG, P.C.

SUNTERRA CORPORATION

U.S. TRADEMARK/SERVICE MARK STATUS REPORT
As of March 29, 2007

N&R NO	MARK	GOODS/SERVICES	FILING DATE	SERIAL NO.	REG. NO.	SEC 8 & 15 AFFIDAVIT	REG.DATE RENEWAL	STATUS, OWNERSHIP INFORMATION and COMMENTS
19241.1002US	SUNTERRA	Class 35: Hotel management for others. Class 36: Resort timeshare services. Class 39: Travel booking agencies; travel clubs; travel agency services, namely, making reservations and bookings for transportation; and arranging travel tours. Class 41: Arranging for ticket reservations for shows and other entertainment events. Class 42: Travel agency services, namely, making reservations and bookings for temporary lodging; hotel and resort hotel services; and hotel concierge services.	08/28/97	75348628	2406610	Section 8 (6-year) accepted and Section 15 acknowledged	11/21/2000 Renewal due 11/21/2010	**Owner:** Sunterra Centralized Services Company
19241.1001US	SUNTERRA & Design	Class 41: Arranging for ticket reservations for shows and other entertainment events.	08/28/97	75348887	2406611	Affidavit due between 11/21/05 and **11/21/06**	11/21/2000 Renewal due 11/21/2010	**Owner:** Sunterra Centralized Services Company

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SCHEDULE A

NEEDLE & ROSENBERG, P.C.

SUNTERRA CORPORATION

U.S. TRADEMARK/SERVICE MARK STATUS REPORT
As of March 29, 2007

N&R NO	MARK	GOODS/SERVICES	FILING DATE	SERIAL NO.	REG. NO.	SEC 8 & 15 AFFIDAVIT	REG.DATE RENEWAL	STATUS, OWNERSHIP INFORMATION and COMMENTS
	Sunterra							
19241.1078US	SUNTERRA & Design Sunterra	Class 36: Resort timeshare services. Class 35: (cancelled) hotel Management for others. Class 39: (cancelled) Arranging travel tours as a bonus program for credit card customers; travel booking agencies; travel clubs; travel agency services, namely, making reservations and bookings for transportation; and arranging travel tours. Class 42: (cancelled) Travel agency services, namely, making reservations and bookings for temporary lodging; hotel and resort hotel services; and hotel concierge services.	8/28/97	75979358	2369499	6th year Section 8 was accepted for Cl 36 only ; section 15 was acknowledged	7/18/2000 Renewal due 7/18/2010	**Owner:** Sunterra Centralized Services Company
19241.1074US	SUNTERRA ESCAPES	Class 36: Resort timeshare services.	8/21/2000	76112925	2490560	Affidavit due between	9/18/01	**Owner:** Sunterra Centralized

TRADEMARK
REEL: 003540 FRAME: 0903

SCHEDULE A

NEEDLE & ROSENBERG, P.C.

SUNTERRA CORPORATION

U.S. TRADEMARK/SERVICE MARK STATUS REPORT
As of March 29, 2007

N&R NO	MARK	GOODS/SERVICES	FILING DATE	SERIAL NO.	REG. NO.	SEC 8 & 15 AFFIDAVIT	REG.DATE RENEWAL	STATUS, OWNERSHIP INFORMATION and COMMENTS
		Class 42: Travel agency services, namely, making reservations and bookings for temporary lodging; hotel and resort hotel services.				9/18/06 and 9/18/07	Renewal due 9/18/2011	Services Company
19241.1088US State of Arizona registration	SUNTERRA RESORTS	Timeshare resorts.	Not given	AZ022535	40192	N/A	10/3/97 10/3/07	**Owner:** Sunterra Centralized Services Company
19241.1097US	SunterraSelect	Class 43: Travel agency services, namely, making reservations and booking for temporary lodging.	7/5/2006	78922318				**Owner:** Sunterra Centralized Services Company
19241.1094US	THE GLOBAL CURRENCY OF RELAXATION	Class 35: Promoting resort, time share and vacation services through the issuance of points redeemable towards vacation packages, namely, airline tickets and other goods and services.	5/12/05	78628356	3085402	Between 4/25/11 and 4/25/12	4/25/06 4/25/16	**Owner:** Sunterra Centralized Services Company

RECORDED: 05/14/2007
TRADEMARK
REEL: 003540 FRAME: 0904