

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
DIAMOND RESORTS HOLDINGS, LLC		08/13/2010	LIMITED LIABILITY COMPANY: NEVADA
RECEIVING PARTY DATA			
Name:	WELLS FARGO BANK, NATIONAL ASSOCIATION		
Street Address:	707 Wilshire Blvd., 17th Floor		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90017		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 31			
Property Type	Number	Word Mark	
Registration Number:	2432190	DIAMOND RESORTS INTERNATIONAL	
Registration Number:	2207804	POLO TOWERS	
Registration Number:	2411329	DIAMOND RESORTS INTERNATIONAL	
Registration Number:	3633049	D	
Registration Number:	3604216	RELAXATION...SIMPLIFIED	
Registration Number:	3681417		
Registration Number:	3746815	DIAMOND RESORTS	
Registration Number:	3780598	DRIVEN	
Registration Number:	3784735	DIAMOND RESORTS INTERNATIONAL	
Registration Number:	3784823	DIAMOND RESORTS INTERNATIONAL D	
Registration Number:	3566128	THE CLUB	
Registration Number:	3808531	THE MAUI PIZZA COMPANY	
Registration Number:	3786963	SIMPLICITY. CHOICE. COMFORT.	
Registration Number:	3815737	THE MEANING OF YES	

OP \$790.00 2432190

Serial Number:	77296638	
Serial Number:	77281603	RELAXATION...SIMPLIFIED
Serial Number:	77251685	D
Serial Number:	77762978	DIAMOND RESORTS INTERNATIONAL D
Serial Number:	77768596	SIMPLICITY, CHOICE AND COMFORT
Serial Number:	77813594	SIMPLY...PARADISE
Serial Number:	77831566	THE DIAMOND WAY
Serial Number:	77832335	THE DIAMOND ADVANTAGE
Serial Number:	77832371	THE MEANING OF YES
Serial Number:	77832354	THE DIAMOND WAY
Serial Number:	77866110	THE CLUB CONCIERGE
Serial Number:	77866295	DIAMOND LOYALTY
Serial Number:	85009805	DIAMOND DIFFERENCE
Serial Number:	85009823	DIAMOND SERVICE EXCELLENCE
Serial Number:	85009827	DIAMOND EXPERIENCE AMBASSADOR
Serial Number:	85030173	CREATURE CLUB
Serial Number:	85009818	DISCOVER THE DIAMOND DIFFERENCE

CORRESPONDENCE DATA

Fax Number: (866)826-5420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3016380511
Email: ipresearchplus@comcast.net
Correspondent Name: IP Research Plus, Inc.
Address Line 1: 21 Tadcaster Circle
Address Line 2: Attn: Penelope J.A. Agodoa
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	36055
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	08/18/2010

Total Attachments: 10
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Diamond Resorts Holdings, LLC

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes
 No

Name: Wells Fargo Bank, National Association

Internal

Address: _____

Street Address: 707 Wilshire Blvd, 17th Floor

City: Los Angeles

State: CA

Country: USA Zip: 90017

- Association Citizenship USA
 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) August 13, 2010

- Assignment Merger
 Security Agreement Change of Name
 Other _____

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

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

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

Additional sheet(s) attached? Yes No

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

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

Name: IP Research Plus

Internal Address: _____

Attn: Penelope J.A. Agodoa

Street Address: _____

21 Tadcaster Circle

City: Waldorf

State: MD Zip: 20602

Phone Number: 301-638-0511

Fax Number: 866-826-5420

Email Address: orders@ipresearchplus.com

6. Total number of applications and registrations involved:

31

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

- 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:

Jordana Dreyfuss
Signature

August 13, 2010

Date

Jordana Dreyfuss

Name of Person Signing

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

10

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

TRADEMARK
REEL: 004262 FRAME: 0806

TRADEMARK SECURITY AGREEMENT dated as of August 13, 2010 (this "*Agreement*"), among DIAMOND RESORTS CORPORATION, a Maryland corporation (the "*Issuer*"), DIAMOND RESORTS HOLDINGS, LLC, a Nevada limited liability company ("*Holdings*"), DIAMOND RESORTS PARENT, LLC (the "*Company*")) the subsidiaries of the Issuer listed on Schedule I hereto and Wells Fargo Bank, National Association, as Collateral Agent (in such capacity, the "*Collateral Agent*").

Reference is made to (a) the Indenture dated as of August 13, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "*Indenture*"), by and among the Issuer, Holdings, the Company, the Subsidiary Guarantors party thereto and Wells Fargo Bank, National Association, as Trustee (in such capacity, the "*Trustee*"), (b) the Purchase Agreement dated as of August 10, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "*Purchase Agreement*"), among the Issuer and Credit Suisse Securities (USA) LLC, Banc of America Securities LLC and Guggenheim Securities, LLC, each as representative of the initial purchasers (the "*Initial Purchasers*") and (c) the Security Agreement dated as of August 13, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "*Security Agreement*"), among the Issuer, Holdings, the Company, each Subsidiary Guarantor of the Issuer from time to time party thereto and the Collateral Agent. The Trustee has agreed to enter into the Indenture and the Initial Purchasers have agreed to purchase an aggregate principal amount of \$425,000,000, of the Issuer's 12.00% First Priority Senior Secured Notes due 2018 (the "*Notes*"), in each case on the terms and subject to the conditions set forth in the Indenture and the Purchase Agreement, respectively.

The obligations of the Initial Purchasers to purchase the Notes are conditioned upon, among other things, the execution and delivery of this Agreement by the Issuer and each other Grantor. Each Grantor (other than the Issuer) is an affiliate of the Issuer, will derive substantial benefits from the purchase of the Notes by the Initial Purchasers from the Issuer pursuant to the Indenture and the Purchase Agreement, and each Grantor is willing to execute and deliver this Agreement in order to induce the Initial Purchasers to purchase the Notes. 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 Notes 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*”);

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

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

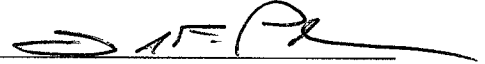
SECTION 3. Security Agreement. The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and 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.

[Remainder of this page intentionally left blank]

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

DIAMOND RESORTS CORPORATION,

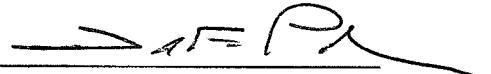
by



Name: David F. Palmer
Title: Executive Vice President
Chief Financial Officer
Director

DIAMOND RESORTS HOLDINGS, LLC,

by



Name: David F. Palmer
Title: Executive Vice President

DIAMOND RESORTS PARENT, LLC,

by



Name: David F. Palmer
Title: Executive Vice President

EACH OF THE SUBSIDIARIES
LISTED ON SCHEDULE I HERETO,

by



Name: David F. Palmer
Title: Executive Vice President

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Collateral Agent,

by

Name:
Title:

[Signature Page to Trademark Security Agreement]

[[3214406]]

**TRADEMARK
REEL: 004262 FRAME: 0809**

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

DIAMOND RESORTS CORPORATION,

by

Name:
Title:

DIAMOND RESORTS HOLDINGS, LLC,

by

Name:
Title:

DIAMOND RESORTS PARENT, LLC,

by

Name:
Title:

EACH OF THE SUBSIDIARIES
LISTED ON SCHEDULE I HERETO,

by

Name:
Title:

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Collateral Agent,

by



Name:
Title:

Maddy Hall
Vice President

Schedule I

<u>SUBSIDIARIES</u>
AKGI Poipu Investments, Inc.
AKGI-St. Maarten N.V.
Chestnut Farms, LLC
Cumberland Gate, LLC
Diamond Resorts Beach Group, LLC
Diamond Resorts California Collection Development, LLC
Diamond Reserves Centralized Services Company
Diamond Resorts Citrus Share Holding, LLC
Diamond Resorts Coral Sands Development, LLC
Diamond Resorts Cypress Pointe I Development, LLC
Diamond Resorts Cypress Pointe II Development, LLC
Diamond Resorts Cypress Pointe III Development, LLC
Diamond Resorts Daytona Development, LLC
Diamond Resorts Developer and Sales Holding Company
Diamond Resorts Epic Mortgage Holdings, LLC
Diamond Resorts Fall Creek Development, LLC
Diamond Resorts Finance Holding Company
Diamond Resorts Financial Services, Inc.
Diamond Resorts Grand Beach I Development, LLC
Diamond Resorts Grand Beach II Development, LLC
Diamond Resorts Greensprings Development, LLC
Diamond Resorts Hawaii Collection Development, LLC
Diamond Resorts Hilton Head Development, LLC
Diamond Resorts International Club, Inc.

Diamond Resorts International Marketing, Inc.
Diamond Resorts Las Vegas Development, LLC
Diamond Resorts Management & Exchange Holding Company
Diamond Resorts Management, Inc.
Diamond Resorts Mazatlan Land, LLC
Diamond Resorts Mexico Share Holding, LLC
Diamond Resorts Mortgage Holdings, LLC
Diamond Resorts Palm Springs Development, LLC
Diamond Resorts Poco Diablo Development, LLC
Diamond Resorts Poipu Development, LLC
Diamond Resorts Polo Development, LLC
Diamond Resorts Port Royal Development, LLC
Diamond Resorts Powhatan Development, LLC
Diamond Resorts Residual Assets Development, LLC
Diamond Resorts Residual Assets Finance, LLC
Diamond Resorts Residual Assets M&E, LLC
Diamond Resorts Ridge on Sedona Development, LLC
Diamond Resorts Ridge Pointe Development, LLC
Diamond Resorts San Luis Bay Development, LLC
Diamond Resorts Santa Fe Development, LLC
Diamond Resorts Scottsdale Development, LLC
Diamond Resorts Sedona Springs Development, LLC
Diamond Resorts Sedona Summit Development, LLC
Diamond Resorts St. Croix Development, LLC
Diamond Resorts Steamboat Development, LLC
Diamond Resorts Tahoe Beach & Ski Development, LLC
Diamond Resorts U.S. Collection Development, LLC

Diamond Resorts Villa Mirage Development, LLC
Diamond Resorts Villas of Sedona Development, LLC
Diamond Resorts West Maui Development, LLC
Foster Shores, LLC
George Acquisition Subsidiary, Inc.
Ginger Creek, LLC
Grand Escapes, LLC
International Timeshares Marketing, LLC
Lake Tahoe Resort Partners, LLC
Mazatlan Development Inc.
MMG Development Corp.
Poipu Resort Partners, L.P.
Resorts Management International, Inc.
Resorts Development International, Inc.
Sunterra Resort Rental Management, Inc.
Walsham Lake, LLC
West Maui Resort Partners, L.P.

Schedule II

TRADEMARK/TRADE NAMES OWNED BY THE COMPANY AND HOLDINGS

U.S. Trademark Registrations

<u>Owner Entity</u>	<u>Mark</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
Diamond Resorts Holdings, LLC	Diamond Resorts International(Class 36)	02/27/2001	2432190
Diamond Resorts Holdings, LLC	Polo Towers	12/08/1998	2207804
Diamond Resorts Holdings, LLC	Diamond Resorts International (Class 43)	12/05/2000	2411329
Diamond Resorts Holdings, LLC	D and design (Classes 36 and 43)	06/02/2009	3633049
Diamond Resorts Holdings, LLC	Relaxation ...Simplified (Classes 36 and 43)	04/07/2009	3604216
Diamond Resorts Holdings, LLC	3 Arches Design (Miscellaneous Design) (Classes 36 and 43)	09/08/2009	3681417
Diamond Resorts Holdings, LLC	Diamond Resorts	02/09/2010	3746815
Diamond Resorts Holdings, LLC	DRIVEN	04/27/2010	3780598
Diamond Resorts Holdings, LLC	Diamond Resorts International (Class 16)	05/04/2010	3784735
Diamond Resorts Holdings, LLC	D Composite Logo (Classes 36 and 43)	05/04/2010	3784823
Diamond Resorts Holdings, LLC	THE Club	01/20/2009	3566128
Diamond Resorts Holdings, LLC	The Maui Pizza Company	06/22/2010	3808531
Diamond Resorts Holdings, LLC	Simplicity. Choice. Comfort	05/11/2010	3786963
Diamond Resorts Holdings, LLC	The Meaning of Yes (Classes 36 and 43)	07/06/2010	3815737

U.S. Trademark Applications

<u>Applicant Entity</u>	<u>Mark</u>	<u>Filing Date</u>	<u>Application No.</u>
Diamond Resorts Holdings, LLC	3 Arches Design (Miscellaneous Design) (Class 41)	10/04/2007	77296638
Diamond Resorts Holdings, LLC	Relaxation ...Simplified (Class 41)	09/17/2007	77281603
Diamond Resorts Holdings, LLC	D and Design (Class 41)	08/09/2007	77251685
Diamond Resorts Holdings, LLC	D Composite Logo (Class 41)	06/18/2009	77762978
Diamond Resorts Holdings, LLC	Simplicity, choice and comfort	06/25/2009	77768596
Diamond Resorts Holdings, LLC	Simply...Paradise	08/26/2009	77813594
Diamond Resorts Holdings, LLC	The Diamond Way (Classes 36, 41 and 43)	09/22/2009	77831566
Diamond Resorts Holdings, LLC	The Diamond Advantage (Classes 16, 36 and 43)	09/22/2009	77832335
Diamond Resorts Holdings, LLC	The Meaning of Yes (Class 16)	09/22/2009	77832371
Diamond Resorts Holdings, LLC	The Diamond Way (Class 16)	09/22/2009	77832354
Diamond Resorts Holdings, LLC	The Club Concierge	11/05/2009	77866110
Diamond Resorts Holdings, LLC	Diamond Loyalty	11/05/2009	77866295
Diamond Resorts Holdings, LLC	Diamond Difference	04/08/2010	85009805

Diamond Resorts Holdings, LLC	Discover the Diamond Difference	04/08/2010	85009818
Diamond Resorts Holdings, LLC	Diamond Service Excellence	04/08/2010	85009823
Diamond Resorts Holdings, LLC	Diamond Experience Ambassador	04/08/2010	85009827
Diamond Resorts Holdings, LLC	The Creature Club	05/04/2010	85030173

[[3214406]]

RECORDED: 08/18/2010

**TRADEMARK
REEL: 004262 FRAME: 0815**