

## 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		09/11/2013	LIMITED LIABILITY COMPANY: NEVADA
DIAMOND RESORTS CORPORATION		09/11/2013	CORPORATION: MARYLAND
DIAMOND RESORTS INTERNATIONAL, INC.		09/11/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	WELLS FARGO BANK, NATIONAL ASSOCIATION, AS COLLATERAL AGENT		
Street Address:	707 WILSHIRE BOULEVARD		
City:	LOS ANGELES		
State/Country:	CALIFORNIA		
Postal Code:	90017		
Entity Type:	ASSOCIATION: UNITED STATES		
PROPERTY NUMBERS Total: 30			
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	

TRADEMARK

Registration Number:	3808531	THE MAUI PIZZA COMPANY
Registration Number:	3786963	SIMPLICITY. CHOICE. COMFORT.
Registration Number:	3815737	THE MEANING OF YES
Registration Number:	3877116	DISCOVER THE MEANING OF ALOHA
Registration Number:	4305509	THE MAUI PIZZA COMPANY
Registration Number:	4261678	FOUR C'S HOSPITALITY SYSTEMS
Registration Number:	4101489	SHARE THE DIAMOND DIFFERENCE
Registration Number:	4113118	TRAVELSCAPES
Registration Number:	4214978	PERFECTLY CUT EVENTS
Registration Number:	4214980	PERFECTLY CUT EVENTS
Registration Number:	3923849	SIMPLY...PARADISE
Registration Number:	4067822	DIAMOND LOYALTY
Serial Number:	85009818	DISCOVER THE DIAMOND DIFFERENCE
Serial Number:	85030173	CREATURE CLUB
Serial Number:	85387088	BE UNIQUE
Serial Number:	85414188	SJC FASHION STEFANO JIUSEPPI CARRERA
Serial Number:	85446890	DIAMOND RESORTS INTERNATIONAL
Serial Number:	85446882	D
Serial Number:	85841081	DIAMOND DREAM

#### CORRESPONDENCE DATA

Fax Number: 8668265420

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 301-638-0511

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:	CRS1-38905
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	09/11/2013

Total Attachments: 10  
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**TRADEMARK**  
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TRADEMARK SECURITY AGREEMENT dated as of September 11, 2013 (this "**Agreement**"), among DIAMOND RESORTS CORPORATION, a Maryland corporation (the "**Borrower**"), DIAMOND RESORTS INTERNATIONAL, INC. ("**Holdings**"), the Subsidiaries of Holdings listed on Schedule I hereto (the "**Subsidiary Grantors**" and, together with the Borrower and Holdings, the "**Grantors**") and Wells Fargo Bank, National Association, as collateral agent (in such capacity, together with its successors and assigns, the "**Collateral Agent**").

Reference is made to (a) the Credit Agreement dated as of September 11, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "**Credit Agreement**"), among the Borrower, Holdings, the lenders from time to time party thereto (the "**Lenders**") and Credit Suisse AG, as administrative agent, (b) the Security Agreement dated as of September 11, 2013 (as amended, restated, supplemented or otherwise modified from time to time, the "**Security Agreement**"), among Holdings, the Borrower, certain other Subsidiaries of Holdings party thereto and the Collateral Agent, (c) the Indenture dated as of August 13, 2010 (as amended, restated, supplemented or otherwise modified from time to time in accordance with the terms thereof and the terms of the Credit Agreement, the "**Senior Secured Notes Indenture**"), among the Borrower, as issuer, Holdings (as successor by merger to Diamond Resorts Parent, LLC), Diamond Resorts Holdings, LLC, the other Subsidiaries party thereto and Wells Fargo Bank, National Association, as trustee (in such capacity, together with its successors and assigns, the "**Senior Secured Notes Trustee**") and as Collateral Agent, and (d) the Pari Passu Intercreditor Agreement dated as of September 11, 2013, among the Collateral Agent, the Senior Secured Notes Trustee, Holdings, the Borrower, the other Subsidiaries party thereto, the Administrative Agent, as initial additional authorized representative, and each additional representative from time to time party thereto. Wells Fargo Bank, National Association is entering into this Agreement as Collateral Agent for the Secured Parties in accordance with the Senior Secured Notes Documents. The Lenders have agreed to extend credit to the Borrower pursuant to, and upon the terms and subject to the conditions set forth in, the Credit Agreement.

The obligations of the Lenders to extend credit to the Borrower are conditioned upon, among other things, the execution and delivery of this Agreement by the Borrower, Holdings and each Subsidiary Grantor. Each Grantor (other than the Borrower) is an affiliate of the Borrower, will derive substantial benefits from the extension of credit to the Borrower pursuant to the Credit Agreement, and each Grantor is 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 Credit Agreement or the Security Agreement, as applicable. The rules of construction specified in Section 1.02 of the Credit 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**”);

(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

Yanna L. Huang

Name: Yanna Huang

Title: Treasurer

DIAMOND RESORTS INTERNATIONAL,  
INC.

by

Yanna L. Huang

Name: Yanna Huang

Title: Treasurer

AKGI-ST. MAARTEN N.V.  
CHESTNUT FARMS, LLC  
CUMBERLAND GATE, LLC  
DIAMOND RESORTS CALIFORNIA COLLECTION  
DEVELOPMENT, LLC  
DIAMOND RESORTS 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 DEVELOPMENT LLC  
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 HOLDINGS, LLC  
DIAMOND RESORTS INTERNATIONAL CLUB, INC.  
DIAMOND RESORTS INTERNATIONAL MARKETING, INC.  
DIAMOND RESORTS INTERNATIONAL MARKETING  
MEXICO, LLC  
DIAMOND RESORTS LAS VEGAS DEVELOPMENT, LLC  
DIAMOND RESORTS MANAGEMENT & EXCHANGE  
HOLDING COMPANY  
DIAMOND RESORTS MANAGEMENT, INC.  
DIAMOND RESORTS MGV DEVELOPMENT LLC  
DIAMOND RESORTS MORTGAGE HOLDINGS, LLC  
DIAMOND RESORTS MYSTIC DUNES DEVELOPMENT, 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 TETON CLUB 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.  
RESORT MANAGEMENT INTERNATIONAL, INC.  
RESORTS DEVELOPMENT INTERNATIONAL, INC.  
WALSHAM LAKE, LLC  
WEST MAUI RESORT PARTNERS, L.P.  
CRESCENT ONE, LLC  
ISLAND ONE, INC.  
ISLAND ONE RESORTS MANAGEMENT CORPORATION  
GALAXY EXCHANGE COMPANY  
NAVIGO VACATION CLUB

By: Yanna Huang  
Name: Yanna Huang  
Title: Treasurer

Acting on behalf of each of the  
Subsidiaries listed above

[Signature Page to the Trademark Security Agreement]

[[3420802]]

**TRADEMARK**  
**REEL: 005108 FRAME: 0838**

WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Collateral Agent,

by

  
Name: **Maddy Hall**  
Title: **Vice President**



# Schedule I

Entity Name	Jurisdiction of Organization
1. AKGI-St. Maarten N.V.	DE
2. Chestnut Farms, LLC	NV
3. Cumberland Gate, LLC	DE
4. Diamond Resorts California Collection Development, LLC	DE
5. Diamond Resorts Centralized Services Company	DE
6. Diamond Resorts Citrus Share Holding, LLC	DE
7. Diamond Resorts Coral Sands Development, LLC	DE
8. Diamond Resorts Cypress Pointe I Development, LLC	DE
9. Diamond Resorts Cypress Pointe II Development, LLC	DE
10. Diamond Resorts Cypress Pointe III Development, LLC	DE
11. Diamond Resorts Daytona Development, LLC	DE
12. Diamond Resorts Developer and Sales Holding Company	DE
13. Diamond Resorts DPM Development LLC	NV
14. Diamond Resorts Epic Mortgage Holdings, LLC	DE
15. Diamond Resorts Fall Creek Development, LLC	DE
16. Diamond Resorts Finance Holding Company	DE
17. Diamond Resorts Financial Services, Inc.	NV
18. Diamond Resorts Grand Beach I Development, LLC	DE
19. Diamond Resorts Grand Beach II Development, LLC	DE
20. Diamond Resorts Greensprings Development, LLC	DE
21. Diamond Resorts Hawaii Collection Development, LLC	DE
22. Diamond Resorts Hilton Head Development, LLC	DE
23. Diamond Resorts Holdings, LLC	NV
24. Diamond Resorts International Club, Inc.	FL
25. Diamond Resorts International Marketing, Inc.	CA
26. Diamond Resorts International Marketing Mexico, LLC	NV
27. Diamond Resorts Las Vegas Development, LLC	DE
28. Diamond Resorts Management & Exchange Holding Company	DE
29. Diamond Resorts Management, Inc.	AZ
30. Diamond Resorts MGV Development LLC	NV
31. Diamond Resorts Mortgage Holdings, LLC	DE
32. Diamond Resorts Mystic Dunes Development, LLC	NV
33. Diamond Resorts Palm Springs Development, LLC	DE

<b>Entity Name</b>	<b>Jurisdiction of Organization</b>
34. Diamond Resorts Poco Diablo Development, LLC	DE
35. Diamond Resorts Poipu Development, LLC	DE
36. Diamond Resorts Polo Development, LLC	NV
37. Diamond Resorts Port Royal Development, LLC	DE
38. Diamond Resorts Powhatan Development, LLC	DE
39. Diamond Resorts Residual Assets Development, LLC	DE
40. Diamond Resorts Residual Assets Finance, LLC	DE
41. Diamond Resorts Residual Assets M&E, LLC	DE
42. Diamond Resorts Ridge on Sedona Development, LLC	DE
43. Diamond Resorts Ridge Pointe Development, LLC	DE
44. Diamond Resorts San Luis Bay Development, LLC	DE
45. Diamond Resorts Santa Fe Development, LLC	DE
46. Diamond Resorts Scottsdale Development, LLC	DE
47. Diamond Resorts Sedona Springs Development, LLC	DE
48. Diamond Resorts Sedona Summit Development, LLC	DE
49. Diamond Resorts St. Croix Development, LLC	DE
50. Diamond Resorts Steamboat Development, LLC	DE
51. Diamond Resorts Tahoe Beach & Ski Development, LLC	DE
52. Diamond Resorts Teton Club Development, LLC	NV
53. Diamond Resorts U.S. Collection Development, LLC	DE
54. Diamond Resorts Villa Mirage Development, LLC	DE
55. Diamond Resorts Villas of Sedona Development, LLC	DE
56. Diamond Resorts West Maui Development, LLC	DE
57. Foster Shores, LLC	MO
58. George Acquisition Subsidiary, Inc.	NV
59. Ginger Creek, LLC	DE
60. Grand Escapes, LLC	DE
61. International Timeshares Marketing, LLC	DE
62. Lake Tahoe Resort Partners, LLC	CA
63. Mazatlan Development Inc.	WA
64. MMG Development Corp.	FL
65. Poipu Resort Partners, L.P.	HI
66. Resort Management International, Inc.	CA
67. Resorts Development International, Inc.	NV
68. Walsham Lake, LLC	MO
69. West Maui Resort Partners, L.P.	DE

<b>Entity Name</b>	<b>Jurisdiction of Organization</b>
70. Crescent One, LLC	FL
71. Island One, Inc.	FL
72. Island One Resorts Management Corporation	FL
73. Galaxy Exchange Company	FL
74. Navigo Vacation Club, Inc.	FL

## Schedule II

TRADEMARK/TRADE NAMES OWNED BY BORROWER AND SUBSIDIARY  
GRANTORS*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
Diamond Resorts Holdings, LLC	Discover the Meaning of Aloha	11/16/2010	3877116
Diamond Resorts Holdings, LLC	Maui Pizza Company	03/19/2013	4305509
Diamond Resorts Holdings, LLC	Four C's Hospitality Systems	12/18/2012	4261678
Diamond Resorts Holdings, LLC	Share The Diamond Difference	02/21/2012	4101489
Diamond Resorts Holdings, LLC	Travelsapes	03/13/2012	4113118
Diamond Resorts Holdings, LLC	Perfectly Cut Events	09/25/2012	4214978
Diamond Resorts Holdings, LLC	Perfectly Cut Events	09/25/2012	4214980
Diamond Resorts Holdings, LLC	Simply...Paradise	02/22/2011	3,923,849
Diamond Resorts Holdings, LLC	Diamond Loyalty	12/06/2011	4,067,822

*U.S. Trademark Applications*

<u>Applicant Entity</u>	<u>Mark</u>	<u>Filing Date</u>	<u>Application No.</u>
Diamond Resorts Holdings, LLC	Discover the Diamond Difference	04/08/2010	85009818
Diamond Resorts Holdings, LLC	The Creature Club	05/04/2010	85030173
Diamond Resorts Holdings, LLC	Be Unique	09/2/2011	85/387,088
Diamond Resorts Holdings, LLC	SJC Fashion Stefano Jiusoppi Carrera	10/13/2011	85/414,188
Diamond Resorts Holdings, LLC	Diamond Resorts International	10/13/2011	85/446,890
Diamond Resorts Holdings, LLC	D and Design	02/05/2013	85/446,882
Diamond Resorts Holdings, LLC	Diamond Dream	04/08/2010	85/841,081