

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Assignment Out of Bankruptcy

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
TEMPUS RESORTS INTERNATIONAL, LTD.		04/03/2013	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	MYSTIC DUNES, LLC
<b>Street Address:</b>	10600 W. Charleston Blvd.
<b>City:</b>	Las Vegas
<b>State/Country:</b>	NEVADA
<b>Postal Code:</b>	89135
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 20**

Property Type	Number	Word Mark
Serial Number:	78942125	MYSTIC DUNES
Registration Number:	3386907	MYSTIC DUNES
Serial Number:	78942364	MYSTIC DUNES
Serial Number:	78942135	MYSTIC DUNES
Serial Number:	78942114	MYSTIC DUNES
Serial Number:	78942146	MYSTIC DUNES
Serial Number:	78942151	MYSTIC DUNES
Serial Number:	78942140	MYSTIC DUNES
Serial Number:	78942121	MYSTIC DUNES
Registration Number:	3386909	MYSTIC DUNES
Serial Number:	78942401	MYSTIC DUNES
Serial Number:	78942405	MYSTIC DUNES
Registration Number:	3386908	MYSTIC DUNES
Registration Number:	3386910	MYSTIC DUNES

**TRADEMARK**

Serial Number:	78942383	MYSTIC DUNES
Serial Number:	78942379	MYSTIC DUNES
Serial Number:	78942131	MYSTIC DUNES
Serial Number:	78942408	MYSTIC DUNES
Serial Number:	78942360	MYSTIC DUNES
Serial Number:	78942413	MYSTIC DUNES

**CORRESPONDENCE DATA**

Fax Number: 2166960740  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 216-861-7659  
Email: clevelandip@bakerlaw.com  
Correspondent Name: Baker & Hostetler LLP/Melanie S. Corcora  
Address Line 1: 1900 East 9th Street  
Address Line 2: Suite 3200  
Address Line 4: Cleveland, OHIO 44114

NAME OF SUBMITTER:	Melanie Corcoran
Signature:	/msc/
Date:	09/25/2013

**Total Attachments: 14**  
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ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is entered into as of April 3, 2013 by and between TEMPUS RESORTS INTERNATIONAL, LTD (“Assignor”) and MYSTIC DUNES, LLC (“Assignee”).

WHEREAS, TEMPUS RESORTS INTERNATIONAL, LTD., a Delaware Limited Liability Company, is owner of the trademark applications and registrations listed on the attached Exhibit A and it filed for bankruptcy on November 19, 2010, in the United States Bankruptcy Court for the Middle District of Florida, Orlando Division.

WHEREAS, MYSTIC DUNES, LLC., a Delaware Limited Liability Company having its principal place of business at 10600 W. Charleston Blvd., Las Vegas, NV 89135, (“Assignee”), is the successor in interest of the assets and intellectual property owned by Assignor, and desirous of acquiring said trademarks, said trademark applications and registrations, and the good will associated therewith;

NOW THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby grants, transfers, and assigns unto Assignee and its transferees, successors and assigns, its trademark registrations and applications listed in Exhibit A by virtue of the Final Decree in the bankruptcy proceeding dated April 3, 2013 and attached hereto as Exhibit B effective April 3, 2013, ordering the Motion for Final Decree granted and the bankruptcy case closed. Attached as Exhibit C is the Order Approving Debtors’ Amended Disclosure Statement and Confirming Debtors’ Amended Plan of Reorganization as Modified, and ordering that the reorganized Debtor shall be Mystic Dunes, LLC (Assignee) approved May 5, 2011 and filed and recorded in the United States Bankruptcy Court, Middle District of Florida, Orlando Division.

TEMPUS RESORTS INTERNATIONAL, LTD.

Assignor by Order of the United States Bankruptcy Court  
Middle District of Florida  
Orlando Division

# **EXHIBIT A**

**EXHIBIT A**

Country	Trademark	Application #	Filing Date	Reg #	RegDate	Goods
US	MYSTIC DUNES	78942125	01-Aug-2006			Bar and restaurant services; catering services
US	MYSTIC DUNES	78942368	01-Aug-2006	3386907	2/19/2008	Real estate brokerage; real estate sales agency services; leasing and management of rental property, time-share property, condominiums, and vacation homes; vacation real estate time-sharing services
US	MYSTIC DUNES (stylized and/or with design)/ITU	78942364	01-Aug-2006			"Managing and operating resort hotels; hotel management for others; real estate sales management."
US	MYSTIC DUNES	78942135	01-Aug-2006			Retail store services featuring golf equipment, clothing and golf accessories; mail order services featuring golf equipment, clothing and golf accessories; on-line retail store services featuring golf equipment, clothing and golf accessories
US	MYSTIC DUNES	78942114	01-Aug-2006			Golf club services; golf courses; golf tournaments; providing golf facilities, golf caddie services; golf instruction; providing a website through which golfers reserve tee times at golf courses; rental of golf equipment
US	MYSTIC DUNES	78942146	01-Aug-2006			Clothing, namely, t-shirts, sweaters, jackets, and caps
US	MYSTIC DUNES (stylized and/or with design)	78942151	01-Aug-2006			Clothing, namely, t-shirts, sweaters, jackets, and caps
US	MYSTIC DUNES (stylized and/or with design)	78942140	01-Aug-2006			Retail store services featuring golf equipment, clothing and golf accessories; mail order services featuring golf equipment, clothing and golf accessories; and on-line retail store services featuring golf equipment, clothing and golf accessories

Country	Trademark	Application #	Filing Date	Reg #	RegDate	Goods
US	MYSTIC DUNES (stylized and/or with design)	78942121	01-Aug-2006			Golf club services; golf courses; golf tournaments; providing golf facilities; golf caddie services; golf instruction; providing a website through which golfers reserve tee times at golf courses; rental of golf equipment
US	MYSTIC DUNES	78942385	01-Aug-2006	3386909	2/19/2008	Vacation travel clubs
US	MYSTIC DUNES	78942401	01-Aug-2006			Hotel services, namely hotels and resort hotels
US	MYSTIC DUNES (stylized and/or with design)	78942405	01-Aug-2006			Hotel services, namely hotels and resort hotels
US	MYSTIC DUNES (stylized and/or with design)	78942372	01-Aug-2006	3386908	2/19/2008	Real estate brokerage; real estate sales agency services; leasing and management of rental property, time-share property, condominiums, and vacation homes; vacation real estate time-sharing services
US	MYSTIC DUNES (stylized and/or with design)	78942389	01-Aug-2006	3386910	2/19/2008	Vacation travel clubs
US	MYSTIC DUNES (stylized and/or with design)	78942383	01-Aug-2006			Real estate development and planning services; development and laying out of residential and commercial properties within a multi-use community
US	MYSTIC DUNES/ITU	78942379	01-Aug-2006			"Real estate development and planning services; development and laying out of residential and commercial properties within a multi-use community."
US	MYSTIC DUNES (stylized and/or with design)	78942131	01-Aug-2006			Bar and restaurant services; catering services
US	MYSTIC DUNES	78942408	01-Aug-2006			Concierge services for others, namely, making requested personal arrangements and reservations and providing customer-specific information to meet individual needs rendered together in a time share resort complex
US	MYSTIC DUNES/ITU	78942360	01-Aug-2006			"Managing and operating resort hotels; hotel management for others; real estate sales management."

Country	Trademark	Application #	Filing Date	Reg #	RegDate	Goods
US	MYSTIC DUNES (stylized and/or with design)	78942413	01-Aug-2006			Concierge services for others, namely, making requested personal arrangements and reservations and providing customer-specific information to meet individual needs rendered together in a time share resort complex

# **EXHIBIT B**



UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
ORLANDO DIVISION

In re:

CASE NO. 6:10-bk-20709-KSJ

TEMPUS RESORTS  
INTERNATIONAL, LTD., *et al.*,

CHAPTER 11

Debtors.

Substantively Consolidated with Case Nos.  
6:10-bk-20712-KSJ, 6:10-bk-20714-KSJ,  
6:10-bk-20715-KSJ, 6:10-bk-20716-KSJ,  
6:10-bk-20717-KSJ, 6:10-bk-20718-KSJ,  
6:10-bk-20719-KSJ, 6:10-bk-20720-KSJ  
6:11-03712-KSJ

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**FINAL DECREE**

**THIS CASE** came on for hearing on March 18, 2013 to consider the Motion for Final Decree (“Motion”) (Doc No. 637) by TEMPUS RESORTS INTERNATIONAL LTD (“Tempus”), and its affiliates as debtors and debtors-in-possession (collectively “Debtors”), filed on March 15, 2013.

Upon consideration of the Motion and the grounds cited therein, the Court finds that the Debtors have substantially consummated their Plan of Reorganization and have fully administered the estate. Accordingly, it is

**ORDERED:**

1. The Motion (Doc. No. 637) is GRANTED.
2. The bankruptcy case is closed.

3. Notwithstanding the entry of this Final Decree and the closing of this case, the Debtors shall pay all United States Trustee quarterly fees, including those due for the first quarter of 2013, as and when they became due.

4. Debtors shall mail a copy of this Final Decree to all creditors and parties-in-interest.

**DONE AND ORDERED** on April 3, 2013.

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**KAREN S. JENNEMANN**  
Chief United States Bankruptcy Judge

Copies furnished to:

Tempus Resorts International, Ltd.  
c/o Yanna Huang, VP & Treasurer  
Diamond Resorts International  
10600 W. Charleston Blvd.  
Las Vegas, NV 89135

Jimmy D. Parrish  
Baker & Hostetler, LLP  
200 South Orange Avenue, Suite 2300  
Orlando, FL 32801

Office of the United States Trustee  
400 W. Washington St., Suite 1100  
Orlando, FL 32801

All creditors and parties-in-interest

602042373.1

# **EXHIBIT C**

UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
ORLANDO DIVISION

In re:

TEMPUS RESORTS  
INTERNATIONAL, LTD, et al.,

Debtor.

CASE NO. 6:10-bk-20709-KSJ

CHAPTER 11

Jointly Administered with Case Nos.  
6:10-bk-20712-KSJ; 6:10-bk-20714-KSJ,  
6:10-bk-20715-KSJ, 6:10-bk-20716-KSJ,  
6:10-bk-20717-KSJ, 6:10-bk-20718-KSJ,  
6:10-bk-20719-KSJ, 6:10-bk-20720-KSJ  
and 6:11-bk-03712-KSJ

ORDER APPROVING DEBTORS' AMENDED DISCLOSURE  
STATEMENT AND CONFIRMING DEBTORS' AMENDED  
PLAN OF REORGANIZATION AS MODIFIED

THIS CASE came on for hearing on April 20, 2011 at 11:00 a.m. (the "Hearing") to consider: (i) final approval of the First Amended Joint Disclosure Statement by Tempus Resorts International, Ltd., Tempus Palms International, Ltd., Tempus Golf Development, LLC, Tempus Select, LLC, Backstage Myrtle Beach, LLC, Tempus Resorts Management, Ltd., Tempus Resorts Realty, LLC, Tempus International Marketing Enterprises, Ltd., Time Retail, LLC, and Tempus Marketing International, LLC (collectively, the "Debtors") filed on March 22, 2011 (Doc. No. 256) ("Amended Disclosure Statement"); (ii) confirmation of the Debtors' First Amended Joint Plan of Reorganization filed on March 22, 2011 (Doc. No. 257) (the "Amended Plan"), as modified by the oral modifications made by the Debtors and the Official Committee of Unsecured Creditors (the "Committee") at the Hearing and as provided in this Confirmation Order; (iii) the Debtors' Motion for Cramdown of the Class 7

Claim of Upland Development, Inc. ("Upland") filed on April 18, 2011 (Doc. No. 328) ("Upland Cramdown Motion"); (iv) the Debtors' Motion for Cramdown of the Claims of Class 8 Unsecured Creditors filed on April 19, 2011 (Doc. No. 329) ("Unsecured Creditors Cramdown Motion"); (v) the Debtors' Motion to Accept Late Filed Ballots filed on April 19, 2011 (Doc. No. 332) ("Ballot Motion"); (vi) the Objection to Confirmation of Chapter 11 Plan of Reorganization filed by U.S. Bancorp Business Equipment Finance Group ("U.S. Bancorp") on March 9, 2011 (Doc. No. 229) ("U.S. Bancorp Plan Objection"); (vii) the Objection to Confirmation of the Debtors' First Amended Plan of Reorganization filed by Upland on April 13, 2011 (Doc. No. 313) ("Upland Plan Objection"); (viii) the Debtors' Motion to Value Secured Claim 16-1 of Upland filed on March 22, 2011 (Doc. No. 253) ("Valuation Motion"); and (ix) Upland's Response to and Objection to Debtors' Motion to Value Secured Claim 16-1 filed on April 12, 2011 (Doc. No. 310) ("Valuation Objection").

After the Court entered its Amended Order Conditionally Approving the Amended Disclosure Statement, Scheduling Final Hearing on Amended Disclosure Statement and Confirmation of Amended Plan of Reorganization, Fixing Time for Filing Fee and Other Administrative Expense Applications, and Fixing Time for Filing Acceptances or Rejections of Plan, dated March 22, 2011 (Doc. No. 259) ("Scheduling Order"), copies of the Amended Disclosure Statement, Amended Plan, and Scheduling Order were distributed to all creditors, equity security holders, and parties-in-interest on March 23, 2011. Capitalized terms used herein and not otherwise defined shall have the respective meanings ascribed to them in the Amended Plan and Amended Disclosure Statement. The Hearing was held on notice to all creditors and interested parties.

At the Hearing, the Debtors announced the following modifications (“Modifications”) to the Amended Plan:

1. Article I. Definitions.

a. Article I is modified to delete in its entirety the definition “Lambert Option Contract.”

b. Article I is further modified to add the definition “Reorganized Myrtle Beach SPE”, which shall be defined as “Mystic Dunes Myrtle Beach, LLC, a Delaware limited liability company.”

2. Article V. Section D. Class 5 – Textron (Receivables and Inventory Loan Obligations). Article V Section D is deleted in its entirety and replaced by the following:

“Class 5 consists of the Allowed Secured Claim of Textron in connection with the Textron Inventory and Receivables Loan. The Allowed Class 5 Secured Claim is estimated in the amount of \$6,045,108 and is secured by a first priority Lien on the Textron Inventory Collateral and the Textron Receivables Collateral.

The treatment of the Textron Inventory and Receivables Loan is set forth in detail in that certain letter agreement dated January 13, 2011 by and between Textron and TAC, which is attached as **Exhibit “B”** to the Disclosure Statement and incorporated herein by reference. In summary, in full satisfaction of Textron’s Allowed Class 5 Secured Claim, on the Effective Date, the Reorganized Debtor shall transfer the Textron Receivables Collateral to Textron or its designee free and clear of all Liens, claims, and encumbrances. Additionally, subject to the following sentence, the Textron Inventory Collateral will be transferred free and clear of all Liens, claims, and encumbrances to Reorganized Myrtle Beach SPE. Upon the Effective Date, Reorganized Myrtle Beach SPE and Textron shall enter into a new loan agreement pursuant to which Textron shall be granted first-priority mortgages and Liens on the Textron Inventory Collateral and be paid a portion of its Allowed Secured Claim over time, with interest. The Class 5 Claim of Textron is Impaired and, as such, Textron is entitled to vote on the Plan.”

3. Article V. Section E. Class 6 – Lambert (Undeveloped Land Obligations) Article V, Section E is deleted in its entirety and replaced by the following:

Class 6 consists of the Allowed Secured Claim of Lambert in connection with the Lambert Acquisition Loan. The Allowed Class 6 Secured Claim is estimated in the amount of \$6,152,091 plus accrued interest and is secured by a first mortgage on the Undeveloped Land.

In full satisfaction of Lambert's Allowed Class 6 Secured Claim, on the Effective Date, the Reorganized Debtor shall transfer the Undeveloped Land back to Lambert free and clear of all Liens, claims, and encumbrances as the indubitable equivalent of Lambert's Allowed Class 6 Claim. The Class 6 Claim of Lambert is Impaired and, as such, Lambert is entitled to vote on the Plan.

4. Article V. Section G. Class 8 – Unsecured Creditors. Article V, Section G is deleted in its entirety and replaced by the following:

Class 8 consists of the collective holders of Allowed Unsecured Claims against the Debtors. In full and final satisfaction of each Allowed Unsecured Claim, each Holder of an Allowed Unsecured Claim shall be entitled to its Pro Rata share of a fund totaling \$165,000 which consists of funds contributed by TAC in the amount of \$100,000, plus funds contributed by RFA in the amount of \$65,000. An initial Distribution of the funds contributed by TAC will occur within thirty (30) days after the deadline to file objections to Claims. A subsequent Distribution will occur within thirty (30) days after all objections to Claims have been resolved. The Class 8 Claims of Unsecured Creditors are Impaired and, as such, holders of Allowed Unsecured Claims are entitled to vote on the Plan.

5. Article VII. Means of Implementation. Section B Management and Control of the Debtors Post-Confirmation, subsections 1-3 are deleted in their entirety and replaced by the following:

1. Member.

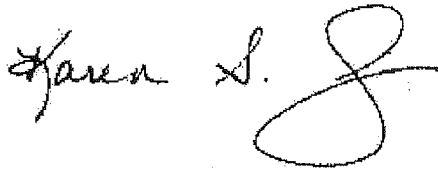
Post-confirmation, the Reorganized Debtor shall be a single-member limited liability company organized under the laws of the State of Delaware named Mystic Dunes, LLC. The single-member shall be TAC. The proposed operating agreements for the Reorganized Debtor, the Reorganized SPE, and the Reorganized Myrtle Beach SPE were separately filed with the Bankruptcy Court on April 6, 2011 (Doc. No. 293) and are incorporated herein by reference.

2. Officers.

David F. Palmer shall be the President of the Reorganized Debtor, the Reorganized SPE, and Reorganized Myrtle Beach SPE, and shall remain in those capacities until replaced pursuant to the protocols set forth in their respective operating agreements. Mr. Palmer will not earn a salary in connection with his duties. Additionally, as is more specifically set forth in the services agreements separately filed with the Bankruptcy Court on April 6, 2011 (Doc. No. 291), certain members of the Debtors' current executive team are contemplated to be engaged by certain of TAC's affiliates, Diamond Resorts Management, Inc. and Diamond Resorts Corporation, to perform certain services.

34. Following the Effective Date and substantive consolidation of the Debtors, each of the jointly administered cases of the Debtors, except for Case No. 6:10-bk-20709-KSJ of Tempus Resorts International, Ltd. shall be closed (the "Lead Case"). The Lead Case will not be closed until after entry of a Final Decree. Tempus Resorts International, Ltd. shall not be dissolved until after entry of a Final Decree.

**DONE AND ORDERED** on May.5, 2011.



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**KAREN S. JENNEMANN**  
United States Bankruptcy Judge

*Copies to:*

Debtors: Tempus Resorts International, Ltd, Attn: Roger Farwell, 7380 Sand Lake Road, Suite 600, Orlando, FL 32819;

Debtor's Counsel: Jimmy D. Parrish, Esq., Baker & Hostetler, LLP, SunTrust Center, Suite 2300, 200 South Orange Ave., Orlando; FL 32801-3432;

All Creditors and Parties-in-Interest List; and

Office of the U. S. Trustee, 135 W. Central Boulevard, Suite 620, Orlando, Florida 32801.