

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM304154

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DIAMOND RESORTS HOLDINGS, LLC		05/09/2014	LIMITED LIABILITY COMPANY: NEVADA
RECEIVING PARTY DATA			
Name:	Credit Suisse AG, as Collateral Agent		
Street Address:	11 Madison Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	BANK: SWITZERLAND		
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	
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	
TRADEMARK			

OP \$765.00 2432190

Property Type	Number	Word Mark
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:	CRS1-39517
NAME OF SUBMITTER:	Penelope J.A. Agodoa
SIGNATURE:	/pja/
DATE SIGNED:	05/09/2014

Total Attachments: 11

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TRADEMARK SECURITY AGREEMENT dated as of May 9, 2014 (this “**Agreement**”), among DIAMOND RESORTS CORPORATION, a Maryland corporation (the “**Borrower**”), DIAMOND RESORTS INTERNATIONAL, INC., a Delaware corporation (“**Holdings**”), the Subsidiaries of Holdings listed on Schedule I hereto (the “**Subsidiary Grantors**” and, together with the Borrower and Holdings, the “**Grantors**”) and CREDIT SUISSE AG, 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 May 9, 2014 (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 and Collateral Agent and (b) the Security Agreement dated as of May 9, 2014 (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. 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: C. Alan Bentley
Name: C. Alan Bentley
Title: Chief Financial Officer

DIAMOND RESORTS INTERNATIONAL,
INC.

By: C. Alan Bentley
Name: C. Alan Bentley
Title: Executive Vice President and
Chief Financial Officer

[Signature Page to the Trademark Security Agreement]

[[3467850]]

TRADEMARK
REEL: 005277 FRAME: 0585

AB BLUE ACQUISITION, LLC
 AHC PROFESSIONALS US MAJORITY, LLC
 AHC PROFESSIONALS US MINORITY, LLC
 AKGI-ST. MAARTEN N.V.
 CHESTNUT FARMS, LLC
 CRESCENT ONE, 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 DESERT ISLE DEVELOPMENT, LLC
 DIAMOND RESORTS DEVELOPER AND SALES HOLDING
 COMPANY
 DIAMOND RESORTS DPM 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 HK, LLC
 DIAMOND RESORTS HOLDINGS, LLC
 DIAMOND RESORTS INTERNATIONAL CLUB, INC.
 DIAMOND RESORTS INTERNATIONAL MARKETING MEXICO,
 LLC
 DIAMOND RESORTS INTERNATIONAL MARKETING, INC.
 DIAMOND RESORTS INTERNATIONAL, LLC
 DIAMOND RESORTS LAS VEGAS DEVELOPMENT, LLC
 DIAMOND RESORTS MANAGEMENT & EXCHANGE HOLDING
 COMPANY
 DIAMOND RESORTS MANAGEMENT, INC.
 DIAMOND RESORTS MGCV 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 TAHOE SEASONS 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
 DPM ACQUISITION, LLC
 DPM HOLDINGS, LLC
 DPM RP SUBSIDIARY, LLC
 FLORIDA DIAMOND RESORTS MANAGEMENT, LLC
 FOSTER SHORES, LLC
 FOUR C'S HOSPITALITY, LLC
 GALAXY EXCHANGE COMPANY
 GEORGE ACQUISITION SUBSIDIARY, INC.
 GINGER CREEK, LLC
 GRAND ESCAPES, LLC
 ILX ACQUISITION, INC.
 ILX ACQUISITION, LLC
 INTERNATIONAL TIMESHARES MARKETING, LLC
 ISLAND ONE DEVELOPMENT, LLC
 ISLAND ONE RESORTS MANAGEMENT CORPORATION
 ISLAND ONE, INC.
 LAKE TAHOE RESORT PARTNERS, LLC
 MAZATLAN DEVELOPMENT INC.
 MMG DEVELOPMENT CORP.
 MYSTIC DUNES MYRTLE BEACH, LLC
 MYSTIC DUNES, LLC
 NAVIGO VACATION CLUB, INC.
 NEVADA HK F&B SERVICES, LLC
 POIPU RESORT PARTNERS, L.P.
 RESORT MANAGEMENT INTERNATIONAL, INC.
 RESORTS DEVELOPMENT INTERNATIONAL, INC.
 TEMPUS ACQUISITION, LLC
 TEMPUS HOLDINGS, LLC
 WALSHAM LAKE, LLC
 WEST MAUI RESORT PARTNERS, L.P.

By: 
 Name: C. Alan Bentley
 Title: Chief Financial Officer

Acting on behalf of each of the
 Subsidiaries listed above.

[Signature Page to the Trademark Security Agreement]

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CREDIT SUISSE AG, CAYMAN
ISLANDS BRANCH, as Collateral Agent,

by



Name: BILL O'DALY
Title: AUTHORIZED SIGNATORY

by



Name: MICHAEL D'ONOFRIO
Title: AUTHORIZED SIGNATORY

[Signature Page to the Trademark Security Agreement]

[[3463078]]

TRADEMARK
REEL: 005277 FRAME: 0587

Schedule I

Entity Name	Jurisdiction of Organization
1. AB Blue Acquisition, LLC	DE
2. AHC Professionals US Majority, LLC	NV
3. AHC Professionals US Minority, LLC	NV
4. AKGI-St. Maarten N.V.	DE
5. Chestnut Farms, LLC	NV
6. Crescent One, LLC	FL
7. Cumberland Gate, LLC	DE
8. Diamond Resorts California Collection Development, LLC	DE
9. Diamond Resorts Centralized Services Company	DE
10. Diamond Resorts Citrus Share Holding, LLC	DE
11. Diamond Resorts Coral Sands Development, LLC	DE
12. Diamond Resorts Cypress Pointe I Development, LLC	DE
13. Diamond Resorts Cypress Pointe II Development, LLC	DE
14. Diamond Resorts Cypress Pointe III Development, LLC	DE
15. Diamond Resorts Daytona Development, LLC	DE
16. Diamond Resorts Desert Isle Development, LLC	NV
17. Diamond Resorts Developer and Sales Holding Company	DE
18. Diamond Resorts DPM Development LLC	NV
19. Diamond Resorts Epic Mortgage Holdings, LLC	DE
20. Diamond Resorts Fall Creek Development, LLC	DE
21. Diamond Resorts Finance Holding Company	DE
22. Diamond Resorts Financial Services, Inc.	NV
23. Diamond Resorts Grand Beach I Development, LLC	DE
24. Diamond Resorts Grand Beach II Development, LLC	DE
25. Diamond Resorts Greensprings Development, LLC	DE
26. Diamond Resorts Hawaii Collection Development, LLC	DE
27. Diamond Resorts Hilton Head Development, LLC	DE
28. Diamond Resorts HK, LLC	NV
29. Diamond Resorts Holdings, LLC	NV

Entity Name	Jurisdiction of Organization
30. Diamond Resorts International Club, Inc.	FL
31. Diamond Resorts International Marketing, Inc.	CA
32. Diamond Resorts International Marketing Mexico, LLC	NV
33. Diamond Resorts International, LLC	NV
34. Diamond Resorts Las Vegas Development, LLC	DE
35. Diamond Resorts Management & Exchange Holding Company	DE
36. Diamond Resorts Management, Inc.	AZ
37. Diamond Resorts MGV Development LLC	NV
38. Diamond Resorts Mortgage Holdings, LLC	DE
39. Diamond Resorts Mystic Dunes Development, LLC	NV
40. Diamond Resorts Palm Springs Development, LLC	DE
41. Diamond Resorts Poco Diablo Development, LLC	DE
42. Diamond Resorts Poipu Development, LLC	DE
43. Diamond Resorts Polo Development, LLC	NV
44. Diamond Resorts Port Royal Development, LLC	DE
45. Diamond Resorts Powhatan Development, LLC	DE
46. Diamond Resorts Residual Assets Development, LLC	DE
47. Diamond Resorts Residual Assets Finance, LLC	DE
48. Diamond Resorts Residual Assets M&E, LLC	DE
49. Diamond Resorts Ridge on Sedona Development, LLC	DE
50. Diamond Resorts Ridge Pointe Development, LLC	DE
51. Diamond Resorts San Luis Bay Development, LLC	DE
52. Diamond Resorts Santa Fe Development, LLC	DE
53. Diamond Resorts Scottsdale Development, LLC	DE
54. Diamond Resorts Sedona Springs Development, LLC	DE
55. Diamond Resorts Sedona Summit Development, LLC	DE
56. Diamond Resorts St. Croix Development, LLC	DE
57. Diamond Resorts Steamboat Development, LLC	DE
58. Diamond Resorts Tahoe Beach & Ski Development, LLC	DE
59. Diamond Resorts Tahoe Seasons Development, LLC	NV
60. Diamond Resorts Teton Club Development, LLC	NV

Schedule I to the
Trademark Security Agreement

Entity Name	Jurisdiction of Organization
61. Diamond Resorts U.S. Collection Development, LLC	DE
62. Diamond Resorts Villa Mirage Development, LLC	DE
63. Diamond Resorts Villas of Sedona Development, LLC	DE
64. Diamond Resorts West Maui Development, LLC	DE
65. DPM Acquisition, LLC	DE
66. DPM Holdings, LLC	DE
67. DPM RP Subsidiary, LLC	DE
68. Florida Diamond Resorts Management, LLC	FL
69. Foster Shores, LLC	MO
70. Four C's Hospitality, LLC	NV
71. Galaxy Exchange Company	FL
72. George Acquisition Subsidiary, Inc.	NV
73. Ginger Creek, LLC	DE
74. Grand Escapes, LLC	DE
75. ILX Acquisition, Inc.	DE
76. ILX Acquisition, LLC	DE
77. International Timeshares Marketing, LLC	DE
78. Island One, Inc.	FL
79. Island One Development, LLC	NV
80. Island One Resorts Management Corporation	FL
81. Lake Tahoe Resort Partners, LLC	CA
82. Mazatlan Development Inc.	WA
83. MMG Development Corp.	FL
84. Mystic Dunes, LLC	DE
85. Mystic Dunes Myrtle Beach, LLC	DE
86. Navigo Vacation Club, Inc.	FL
87. Nevada HK F&B Services, LLC	NV
88. Poipu Resort Partners, L.P.	HI
89. Resort Management International, Inc.	CA
90. Resorts Development International, Inc.	NV
91. Tempus Acquisition, LLC	DE

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Schedule I to the
Trademark Security Agreement

Entity Name	Jurisdiction of Organization
92. Tempus Holdings, LLC	DE
93. Walsham Lake, LLC	MO
94. West Maui Resort Partners, L.P.	DE

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	3/19/2013	4305509
Diamond Resorts Holdings, LLC	Four C's Hospitality Systems	12/18/2012	4261678
Diamond Resorts Holdings, LLC	Share The Diamond Difference	2/21/2012	4101489
Diamond Resorts Holdings, LLC	Travelscapes	3/13/2012	4113118
Diamond Resorts Holdings, LLC	Perfectly Cut Events	9/25/2012	4214978
Diamond Resorts Holdings, LLC	Perfectly Cut Events	9/25/2012	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	9/2/2011	85/387,088
Diamond Resorts Holdings, LLC	SJC Fashion Stefano Jiuseppe 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	2/5/2013	85/446,882
Diamond Resorts Holdings, LLC	Diamond Dream	4/8/2010	85/841,081