

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM397443

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Diamond Resorts Holdings, LLC		09/02/2016	Limited Liability Company: NEVADA
RECEIVING PARTY DATA			
Name:	Wilmington Trust, National Association, as Collateral Agent		
Street Address:	50 South Sixth Street, Suite 1290		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 70			
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:	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	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:	3877094	CREATURE CLUB	
Registration Number:	4261678	FOUR C'S HOSPITALITY SYSTEMS	
Registration Number:	4101489	SHARE THE DIAMOND DIFFERENCE	
Registration Number:	4113118	TRAVELSCAPES	
TRADEMARK			

OP \$1765.00 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
Registration Number:	4361959	DIAMOND RESORTS INTERNATIONAL
Registration Number:	4369288	D
Registration Number:	4505500	DIAMOND LUXURY SELECTION
Registration Number:	4638190	DIAMOND RESORTS CHOICES
Registration Number:	4633732	VACATIONS FOR LIFE
Registration Number:	4704905	EVENTS OF A LIFETIME
Registration Number:	4869599	EVENTS OF A LIFETIME
Registration Number:	4768795	STAY VACATIONED
Registration Number:	4768794	VACATIONS FOR LIFE
Registration Number:	4768793	WE LOVE TO SAY YES
Registration Number:	2395510	EXTRAORDINARY ESCAPES
Registration Number:	3550275	RESORT TO RESORT
Registration Number:	3378677	R RESORT TO RESORT EXPANDING VACATION PO
Registration Number:	4805164	DIAMOND PLUS POINTS
Registration Number:	4753498	FLORIDA TICKET STATION
Registration Number:	4549308	WE LOVE TO SAY YES
Registration Number:	3386907	MYSTIC DUNES
Registration Number:	3386908	MYSTIC DUNES
Registration Number:	5003794	THE CLUB COMBINATIONS
Registration Number:	5014174	D
Serial Number:	87026400	TRANSITIONS
Serial Number:	87002846	SEDONA SPA
Serial Number:	86553249	VACATIONS COUNT
Serial Number:	86501672	VACATIONS ARE VITAL
Serial Number:	86501680	VACATIONS FOR A LIFETIME
Serial Number:	86498828	VACATION INVESTIGATION
Serial Number:	86498819	UNDERCOVER GUEST
Serial Number:	85841081	DIAMOND DREAM
Serial Number:	86297857	DIAMOND INSTANT GETAWAY
Serial Number:	86365198	THE VACATION DOCTOR
Serial Number:	86365188	THE STAY VACATIONED DOCTOR
Serial Number:	86437003	CITY PERKS PASS
Serial Number:	86342805	VACATIONS ARE VITAL
Serial Number:	86553229	VACATION COMMITMENT

Property Type	Number	Word Mark
Serial Number:	86557266	BRIDGESPIRE
Serial Number:	86601056	HISTORIC GROUNDS
Serial Number:	86622113	DESTINATIONXCHANGE
Serial Number:	86622316	WORLD DISCOVERY KIDS CLUB
Serial Number:	86641953	STAY HAPPY, STAY HEALTHY, STAY VACATIONE
Serial Number:	86650320	D DIAMOND RESORTS
Serial Number:	86714536	DIAMOND WELLNESS
Serial Number:	86782987	DIAMOND RESORTS REAL ESTATE ACADEMY
Serial Number:	86888296	DIAMOND VACATION REWARDS
Serial Number:	86888307	DVR
Serial Number:	86963291	CAMP TORTUGA
Serial Number:	87016343	EMBARC
Serial Number:	87016071	EMBARC RESORTS

CORRESPONDENCE DATA

Fax Number: 8009144240

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 800-713-0755

Email: Michael.Violet@wolterskluwer.com

Correspondent Name: Michael Violet

Address Line 1: 4400 Easton Commons Way

Address Line 2: Suite 125

Address Line 4: Columbus, OHIO 43219

NAME OF SUBMITTER:	Elaine Carrera
SIGNATURE:	/Elaine Carrera/
DATE SIGNED:	09/06/2016

Total Attachments: 9

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TRANSMISSION 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)
- Partnership
- Corporation- State: _____
- Other LLC-NV
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) September 2, 2016

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

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

A. Trademark Application No.(s) _____ Text

See Schedule I

B. Trademark Registration No.(s)

See Schedule I

Additional sheet(s) attached? Yes No

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

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

Name: Elaine Carrera, Legal Assistant

Internal Address: _____

Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: _____

Email Address: ecarrera@cahill.com

6. Total number of applications and registrations involved:

70

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

- Authorized to be charged to deposit account
- Enclosed

8. Payment information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Elaine Carrera
Signature

September 2, 2016

Date

Elaine Carrera

Name of Person Signing

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

9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1456, Alexandria, VA 22313-1450

Notice of Grant of Security Interest in Trademarks

THIS NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of September 2, 2016 (this "Agreement"), made by Diamond Resorts Holdings, LLC, a Nevada limited liability company (the "Pledgor"), in favor of WILMINGTON TRUST, NATIONAL ASSOCIATION, as Collateral Agent (as defined below).

Reference is made to the Collateral Agreement (First Lien), dated as of September 2, 2016 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among Diamond Resorts International, Inc. (the "Borrower"), as successor by merger to Dakota Merger Sub, Inc., each subsidiary of the Borrower identified therein and Wilmington Trust, National Association, as collateral agent (together with its successors and assigns in such capacity, the "Collateral Agent") for the Secured Parties (as defined therein). 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 Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment and performance, as applicable, in full of the Secured Obligations, the Pledgor pursuant to the Collateral Agreement did, and hereby does, grant, assign and pledge to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a security interest in all of such Pledgor's right, title and interest in, to and under any and all of the following assets now owned or at any time hereafter acquired by such Pledgor or in which such Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, but excluding any Excluded Property, the "Trademark Collateral"):

all Trademarks of the United States of America of such Pledgor, including those listed on Schedule I;

provided, however, that the foregoing pledge, assignment and grant of security interest will not cover any "intent-to-use" applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. §1051, unless and until an Amendment to Allege Use or a Statement of Use under Section 1(c) or 1(d) of the Lanham Act has been filed, to the extent, if any, that any assignment of an "intent-to-use" application prior to such filing would violate the Lanham Act.

SECTION 3. Collateral 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 Collateral Agreement. Each Pledgor 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 Collateral 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 Collateral Agreement, the terms of the Collateral Agreement shall govern.

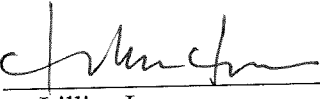
SECTION 4. **Counterparts.** This Agreement may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute but one contract. Delivery of an executed counterpart to this Agreement by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original.

SECTION 5. **Governing Law.** THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES UNDER THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO ANY PRINCIPLE OF CONFLICTS OF LAW THAT COULD REQUIRE THE APPLICATION OF ANY OTHER LAW.

[Signature Pages Follow]

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

Diamond Resorts Holdings, LLC

By: 

Name: Lillian Luu

Title: Vice President and Treasurer

[Signature Page to Notice of Grant of Security Interest in Trademarks Diamond Resorts Holdings, LLC
(First Lien)]

TRADEMARK
REEL: 005870 FRAME: 0388

WILMINGTON TRUST, NATIONAL
ASSOCIATION,
as Collateral Agent,

By: 
Name: **Jane Schweiger**
Title: **Vice President**

[Signature Page to Notice of Grant of Security Interest in Trademarks Diamond Resorts
Holdings, LLC (First Lien)]

Schedule I
to Notice of Grant of Security Interest in Trademarks

Trademarks Owned by Diamond Resorts Holdings, LLC

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	02/27/2001	2,432,190
Diamond Resorts Holdings, LLC	POLO TOWERS & Design	12/08/1998	2,207,804
Diamond Resorts Holdings, LLC	DIAMOND RESORTS INTERNATIONAL	12/05/2000	2,411,329
Diamond Resorts Holdings	D and design	06/02/2009	3,633,049
Diamond Resorts Holdings	3 Arches Design (Miscellaneous)	09/08/2009	3,681,417
Diamond Resorts Holdings.LLC	DIAMOND RESORTS	02/09/2010	3,746,815
Diamond Resorts Holdings, LLC	DRIVEN	04/27/2010	3,780,598
Diamond Resorts Holdings.LLC	DIAMOND RESORTS INTERNATIONAL	05/04/2010	3,784,735
Diamond Resorts Holdings, LLC	D Composite Logo	05/04/2010	3,784,823
Diamond Resorts Holdings	THE CLUB	01/20/2009	3,566,128
Diamond Resorts Holdings, LLC	MAUI PIZZA COMPANY	06/22/2010	3,808,531
Diamond Resorts Holdings.LLC	SIMPLICITY. CHOICE. COMFORT.	05/11/2010	3,786,963
Diamond Resorts Holdings, LLC	THE MEANING OF YES	07/06/2010	3,815,737
Diamond Resorts Holdings.LLC	DISCOVER THE MEANING OF ALOHA	11/16/2010	3,877,116
Diamond Resorts Holdings, LLC	THE MAUI PIZZA COMPANY	3/19/2013	4,305,509
Diamond Resorts Holdings.LLC	CREATURE CLUB	11/16/2010	3,877,094
Diamond Resorts Holdings, LLC	FOUR C'S HOSPITALITY SYSTEMS	12/18/2012	4,261,678
Diamond Resorts Holdings, LLC	SHARE THE DIAMOND DIFFERENCE	2/21/2012	4,101,489
Diamond Resorts Holdings, LLC	TRAVELSCAPES	3/13/2012	4,113,118
Diamond Resorts Holdings, LLC	PERFECTLY CUT EVENTS	9/25/2012	4,214,978
Diamond Resorts Holdings, LLC	PERFECTLY CUT EVENTS	9/25/2012	4,214,980
Diamond Resorts Holdings, LLC	SIMPLY ... PARADISE	02/22/2011	3,923,849
Diamond Resorts Holdings, LLC	DIAMOND LOYALTY	12/06/2011	4,067,822
Diamond Resorts Holdings, LLC	DIAMOND RESORTS INTERNATIONAL	7/2/2013	4,361,959
Diamond Resorts Holdings, LLC	D and Design	7/16/2013	4,369,288

<u>Owner Entity</u>	<u>Mark</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
Diamond Resorts Holdings, LLC	DIAMOND LUXURY SELECTION	4/1/2014	4,505,500
Diamond Resorts Holdings, LLC	DIAMOND RESORTS CHOICES	11/11/14	4,638,190
Diamond Resorts Holdings, LLC	VACATIONS FOR LIFE	11/4/14	4,633,732
Diamond Resorts Holdings, LLC	EVENTS OF A LIFETIME	3/17/15	4,704,905
Diamond Resorts Holdings, LLC	EVENTS OF A LIFETIME	12/15/15	4,869,599
Diamond Resorts Holdings, LLC	STAY VACATIONED	7/7/15	4,768,795
Diamond Resorts Holdings, LLC	VACATIONS FOR LIFE	7/7/15	4,768,794
Diamond Resorts Holdings, LLC	WE LOVE TO SAY YES	7/7/15	4,768,793
Diamond Resorts Holdings, LLC	EXTRAORDINARY ESCAPES	10/17/2000	2395510
Diamond Resorts Holdings, LLC	RESORT TO RESORT	12/23/2008	3550275
Diamond Resorts Holdings, LLC	RESORT TO RESORT EXPANDING VACATION POSSIBILITIES & Design	2/5/2008	3378677
Diamond Resorts Holdings, LLC	DIAMOND PLUS POINTS	9/1/2015	4805164
Diamond Resorts Holdings, LLC	FLORIDA TICKET STATION	6/9/2015	4753498 Supp.
Diamond Resorts Holdings, LLC	WE LOVE TO SAY YES	6/10/2014	4549308
Diamond Resorts Holdings, LLC	MYSTIC DUNES	2/19/2008	3386907
Diamond Resorts Holdings, LLC	MYSTIC DUNES & Design	2/19/2008	3386908
Diamond Resorts Holdings, LLC	THE CLUB COMBINATIONS	7/19/2016	5003794
Diamond Resorts Holdings, LLC	D & Golfer Logo	8/2/2016	5014174

U.S. Trademark Applications

<u>Applicant Entity</u>	<u>Mark</u>	<u>Filing Date</u>	<u>Application No.</u>
Diamond Resorts Holdings, LLC	TRANSITIONS	5/5/2016	87026400 (Pending ITU)
Diamond Resorts Holdings, LLC	SEDONA SPA	4/15/2016	87002846
Diamond Resorts Holdings, LLC	VACATIONS COUNT	3/4/2015	86553249 (Pending ITU)
Diamond Resorts Holdings, LLC	VACATIONS ARE VITAL	1/13/2015	86501672 (Pending ITU)
Diamond Resorts Holdings, LLC	VACATIONS FOR A LIFETIME	1/13/2015	86501680 (Abandoned)
Diamond Resorts Holdings, LLC	VACATION INVESTIGATION	1/8/2015	86498828 (Pending ITU)
Diamond Resorts Holdings, LLC	UNDERCOVER GUEST	1/8/2015	86498819 (Pending ITU)

<u>Applicant Entity</u>	<u>Mark</u>	<u>Filing Date</u>	<u>Application No.</u>
Diamond Resorts Holdings, LLC	DIAMOND DREAM	2/5/2013	85/841,081 (Abandoned)
Diamond Resorts Holdings, LLC	DIAMOND INSTANT GETAWAY	6/2/2014	86/297,857 (Pending ITU)
Diamond Resorts Holdings, LLC	THE VACATION DOCTOR	8/13/2014	86/365,198 (Pending ITU)
Diamond Resorts Holdings, LLC	THE STAY VACATIONED DOCTOR	8/13/2014	86/365,188 (Pending ITU)
Diamond Resorts Holdings, LLC	CITY PERKS PASS	10/28/2014	86/437,003 (Pending ITU)
Diamond Resorts Holdings, LLC	VACATIONS ARE VITAL	7/21/2014	86/342,805 (Abandoned)
Diamond Resorts Holdings, LLC	VACATION COMMITMENT	3/4/2015	86/553,229 (Pending ITU)
Diamond Resorts Holdings, LLC	BRIDGESPIRE	3/9/2015	86/557,266 (Pending ITU)
Diamond Resorts Holdings, LLC	HISTORIC GROUNDS	4/17/15	86/601,056 (Pending ITU)
Diamond Resorts Holdings, LLC	DESTINATIONXCHANGE	5/7/2015	86/622,113 (Pending ITU)
Diamond Resorts Holdings, LLC	WORLD DISCOVERY KIDS CLUB	5/7/2015	86/622,316 (Pending ITU)
Diamond Resorts Holdings, LLC	STAY HAPPY, STAY HEALTHY, STAY VACATIONED.	5/27/2015	86/641,953 (Pending ITU)
Diamond Resorts Holdings, LLC	D DIAMOND RESORTS & Golfer Logo	6/3/2015	86/650,320 (Pending ITU)
Diamond Resorts Holdings, LLC	DIAMOND WELLNESS	8/4/2015	86/714,536 (Pending ITU)
Diamond Resorts Holdings, LLC	DIAMOND RESORTS REAL ESTATE ACADEMY	10/09/2015	86/782,987 (Pending ITU)
Diamond Resorts Holdings, LLC	DIAMOND VACATION REWARDS	1/27/2016	86/888,296 (Pending ITU)
Diamond Resorts Holdings, LLC	DVR	1/27/2016	86/888,307 (Pending ITU)
Diamond Resorts Holdings, LLC	CAMP TORTUGA	4/4/2016	86/963,291 (Pending ITU)
Diamond Resorts Holdings, LLC	EMBARC	4/27/2016	87/016,343 (Pending ITU)

<u>Applicant Entity</u>	<u>Mark</u>	<u>Filing Date</u>	<u>Application No.</u>
Diamond Resorts Holdings, LLC	EMBARC RESORTS	4/27/2016	87/016,071 (Pending ITU)