

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM664305

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DIAMOND RESORTS HOLDINGS, LLC		08/02/2021	Limited Liability Company: NEVADA
DPM ACQUISITION, LLC		08/02/2021	Limited Liability Company: DELAWARE
ILX ACQUISITION, INC.		08/02/2021	Corporation: DELAWARE
ISLAND ONE, INC.		08/02/2021	Corporation: FLORIDA
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A., as Collateral Agent		
Street Address:	Gateway Village-900 Building, 900 W Trade Street		
Internal Address:	MAC Legal Department, Mail Code: NC1-026-06-04		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28255		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 52			
Property Type	Number	Word Mark	
Registration Number:	2207804	POLO TOWERS	
Registration Number:	2432190	DIAMOND RESORTS INTERNATIONAL	
Registration Number:	2411329	DIAMOND RESORTS INTERNATIONAL	
Registration Number:	2395510	EXTRAORDINARY ESCAPES	
Registration Number:	3566128	THE CLUB	
Registration Number:	3746815	DIAMOND RESORTS	
Registration Number:	4067822	DIAMOND LOYALTY	
Registration Number:	3550275	RESORT TO RESORT	
Registration Number:	3378677	R RESORT TO RESORT EXPANDING VACATION PO	
Registration Number:	3877094	CREATURE CLUB	
Registration Number:	4153277	THE MODERN HONOLULU	
Registration Number:	4361959	DIAMOND RESORTS INTERNATIONAL	
Registration Number:	4549308	WE LOVE TO SAY YES	
Registration Number:	4505500	DIAMOND LUXURY SELECTION	

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4704905	EVENTS OF A LIFETIME
Registration Number:	5003794	THE CLUB COMBINATIONS
Registration Number:	4753498	FLORIDA TICKET STATION
Registration Number:	4805164	DIAMOND PLUS POINTS
Registration Number:	5530493	CITY PERKS PASS
Registration Number:	4768793	WE LOVE TO SAY YES
Registration Number:	4869599	EVENTS OF A LIFETIME
Registration Number:	4768794	VACATIONS FOR LIFE
Registration Number:	4768795	STAY VACATIONED
Registration Number:	5101141	HISTORIC GROUNDS
Registration Number:	5101179	DESTINATION XCHANGE
Registration Number:	5032756	WORLD DISCOVERY KIDS CLUB
Registration Number:	5014174	D
Registration Number:	5142494	D DIAMOND RESORTS
Registration Number:	5085008	FRIENDS WITH BENEFITS
Registration Number:	5835043	DIAMOND RESORTS REAL ESTATE ACADEMY
Registration Number:	5192698	CAMP TORTUGA
Registration Number:	5082239	SEDONA SPA
Registration Number:	5330602	EMBARC RESORTS
Registration Number:	5157924	EMBARC
Registration Number:	5394116	MODERN PLAYERS CLUB
Registration Number:	5257890	A
Registration Number:	5376635	DIAMOND CLARITY
Registration Number:	5460083	TRANSITIONS
Registration Number:	5710959	DIAMOND RESORTS
Registration Number:	5770648	D
Registration Number:	5710960	DIAMOND RESORTS
Registration Number:	5735118	D
Registration Number:	6001998	D
Registration Number:	6225618	MF
Registration Number:	2752908	MONARCH GRAND VACATIONS
Registration Number:	2707131	MONARCH GRAND VACATIONS
Registration Number:	2340961	ILX RESORTS INCORPORATED
Registration Number:	3085529	SEDONA SPA
Registration Number:	3167745	
Registration Number:	4844957	THE VIEW RESTAURANT
Registration Number:	2216176	ISLAND ONE RESORTS
Registration Number:	2472100	CLUB NAVIGO

CORRESPONDENCE DATA**Fax Number:**

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: 202-370-4750
Email: ipteam@coagencyglobal.com
Correspondent Name: Joanna McCall
Address Line 1: 1025 Connecticut Ave NW, Suite 712
Address Line 2: Cogency Global Inc.
Address Line 4: Washington, D.C. 20036

ATTORNEY DOCKET NUMBER:	1439176 Diamond
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NAME OF SUBMITTER:	Jenny Lim
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SIGNATURE:	/Jenny Lim/
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DATE SIGNED:	08/02/2021
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Total Attachments: 10

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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of August 2, 2021, by DIAMOND RESORTS HOLDINGS, LLC, DPM ACQUISITION, LLC, ILX ACQUISITION, INC. and ISLAND ONE, INC. (individually, a “**Grantor**”, and, collectively, the “**Grantors**”), in favor of BANK OF AMERICA, N.A., in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the “**Collateral Agent**”).

W I T N E S S E T H:

WHEREAS, the Grantors are party to a Security Agreement dated as of December 28, 2016 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”) in favor of the Collateral Agent pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Grantors hereby agree with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Grantor hereby pledges and grants to the Collateral Agent, for the benefit of the Secured Parties, a lien on and security interest in and to all of such Grantor’s right, title and interest in, to and under all the following Collateral (excluding any Excluded Assets) of such Grantor:

(a) all registered Trademarks and Trademarks with respect to which applications for registration are pending of such Grantor, including the registered Trademarks and Trademark applications listed on Schedule I attached hereto.

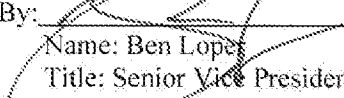
SECTION 3. The Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and the Grantors hereby acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the termination of the Security Agreement in accordance with Section 6.11 thereof, the Collateral Agent shall, at the expense of such Grantor, execute, acknowledge, and deliver to the Grantors an instrument in writing in recordable form releasing the lien on and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts. This Trademark Security Agreement may be in the form of an Electronic Record and may be executed using Electronic Signatures. Each of the parties hereto agrees that any Electronic Signature on or associated with this Trademark Security Agreement shall be valid and binding on each of the parties hereto to the same extent as a manual, original signature, and that this Trademark Security Agreement entered into by Electronic Signature will constitute the legal, valid and binding obligation of each of the parties hereto enforceable against such party in accordance with the terms hereof to the same extent as if a manually executed original signature was delivered. For purposes hereof, "Electronic Record" and "Electronic Signature" shall have the meanings assigned to them, respectively, by 15 USC §7006, as it may be amended from time to time.

[Signature pages follow.]

DIAMOND RESORTS HOLDINGS, LLC,
DPM ACQUISITION, LLC,
ILX ACQUISITION, INC.,
ISLAND ONE, INC., as Grantors

By: 
Name: Ben Lopez
Title: Senior Vice President and Treasurer

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 007374 FRAME: 0024


BANK OF AMERICA, N.A.,
as Collateral Agent


By:  _____
Name Tiffany Lin
Title Assistant Vice President

[Signature Page to Trademark Security Agreement]

**Schedule I
Trademark Registrations and Use Applications**





Trademark Registrations


	Owner	Mark	Registration No.	Registration Date
1.	Diamond Resorts Holdings, LLC	POLO TOWERS 	2207804	December 8, 1998
2.	Diamond Resorts Holdings, LLC	DIAMOND RESORTS INTERNATIONAL	2432190	February 27, 2001
3.	Diamond Resorts Holdings, LLC	DIAMOND RESORTS INTERNATIONAL	2411329	December 5, 2000
4.	Diamond Resorts Holdings, LLC	EXTRAORDINARY ESCAPES	2395510	October 17, 2000
5.	Diamond Resorts Holdings, LLC	THE CLUB	3566128	January 20, 2009
6.	Diamond Resorts Holdings, LLC	DIAMOND RESORTS	3746815	February 9, 2010
7.	Diamond Resorts Holdings, LLC	DIAMOND LOYALTY	4067822	December 6, 2011
8.	Diamond Resorts Holdings, LLC	RESORT TO RESORT	3550275	December 23, 2008
9.	Diamond Resorts Holdings, LLC	R RESORT TO RESORT EXPANDING VACATION POSSIBILITIES	3378677	February 5, 2008

	Owner	Mark	Registration No.	Registration Date
				
10.	Diamond Resorts Holdings, LLC	CREATURE CLUB	3877094	November 16, 2010
11.	Diamond Resorts Holdings, LLC	THE MODERN HONOLULU	4153277	June 5, 2012
12.	Diamond Resorts Holdings, LLC	DIAMOND RESORTS INTERNATIONAL	4361959	July 2, 2013
13.	Diamond Resorts Holdings, LLC	WE LOVE TO SAY YES	4549308	June 10, 2014
14.	Diamond Resorts Holdings, LLC	DIAMOND LUXURY SELECTION	4505500	April 1, 2014
15.	Diamond Resorts Holdings, LLC	EVENTS OF A LIFETIME	4704905	March 17, 2015
16.	Diamond Resorts Holdings, LLC	THE CLUB COMBINATIONS	5003794	July 19, 2016
17.	Diamond Resorts Holdings, LLC	FLORIDA TICKET STATION	4753498	June 9, 2015
18.	Diamond Resorts Holdings, LLC	DIAMOND PLUS POINTS	4805164	September 1, 2015
19.	Diamond Resorts Holdings, LLC	CITY PERKS PASS	5530493	July 31, 2018
20.	Diamond Resorts Holdings, LLC	WE LOVE TO SAY YES	4768793	July 7, 2015
21.	Diamond Resorts Holdings, LLC	EVENTS OF A LIFETIME	4869599	December 15, 2015
22.	Diamond Resorts	VACATIONS FOR LIFE	4768794	July 7, 2015

	Owner	Mark	Registration No.	Registration Date
	Holdings, LLC			
23.	Diamond Resorts Holdings, LLC	STAY VACATIONED	4768795	July 7, 2015
24.	Diamond Resorts Holdings, LLC	HISTORIC GROUNDS	5101141	December 13, 2016
25.	Diamond Resorts Holdings, LLC	DESTINATION XCHANGE	5101179	December 13, 2016
26.	Diamond Resorts Holdings, LLC	WORLD DISCOVERY KIDS CLUB	5032756	August 30, 2016
27.	Diamond Resorts Holdings, LLC	D 	5014174	August 2, 2016
28.	Diamond Resorts Holdings, LLC	D DIAMOND RESORTS  DIAMOND RESORTS	5142494	February 14, 2017
29.	Diamond Resorts Holdings, LLC	FRIENDS WITH BENEFITS	5085008	November 22, 2016
30.	Diamond Resorts Holdings, LLC	DIAMOND RESORTS REAL ESTATE ACADEMY	5835043	August 13, 2019
31.	Diamond Resorts Holdings, LLC	CAMP TORTUGA	5192698	April 25, 2017

	Owner	Mark	Registration No.	Registration Date
32.	Diamond Resorts Holdings, LLC	SEDONA SPA	5082239	November 15, 2016
33.	Diamond Resorts Holdings, LLC	EMBARC RESORTS	5330602	November 7, 2017
34.	Diamond Resorts Holdings, LLC	EMBARC	5157924	March 7, 2017
35.	Diamond Resorts Holdings, LLC	MODERN PLAYERS CLUB	5394116	February 6, 2018
36.	Diamond Resorts Holdings, LLC	A 	5257890	August 1, 2017
37.	Diamond Resorts Holdings, LLC	DIAMOND CLARITY	5376635	January 9, 2018
38.	Diamond Resorts Holdings, LLC	TRANSITIONS	5460083	May 1, 2018
39.	Diamond Resorts Holdings, LLC	DIAMOND RESORTS	5710959	March 26, 2019
40.	Diamond Resorts Holdings, LLC	D 	5770648	June 4, 2019
41.	Diamond Resorts Holdings, LLC	DIAMOND RESORTS 	5710960	March 26, 2019

	Owner	Mark	Registration No.	Registration Date
42.	Diamond Resorts Holdings, LLC	D 	5735118	April 23, 2019
43.	Diamond Resorts Holdings, LLC	D 	6001998	March 3, 2020
44.	Diamond Resorts Holdings, LLC	MF 	6225618	December 22, 2020
45.	DPM Acquisition, LLC	MONARCH GRAND VACATIONS	2752908	August 19, 2003
46.	DPM Acquisition, LLC	MONARCH GRAND VACATIONS 	2707131	April 15, 2003
47.	ILX Acquisition, Inc.	ILX RESORTS	2340961	April 11, 2000

	Owner	Mark	Registration No.	Registration Date
		<p>INCORPORATED</p> 		
48.	ILX Acquisition, Inc.	SEDONA SPA	3085529	April 25, 2006
49.	ILX Acquisition, Inc.	 	3167745	November 7, 2006
50.	ILX Acquisition, Inc.	THE VIEW RESTAURANT	4844957	November 3, 2015
51.	ISLAND ONE, INC.	ISLAND ONE RESORTS	2216176	January 5, 1999
52.	ISLAND ONE, INC.	CLUB NAVIGO	2472100	July 24, 2001

Trademark Applications

None