

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM868785

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
DIAMOND RESORTS HOLDINGS, LLC		01/17/2024	Limited Liability Company: NEVADA
DPM ACQUISITION, LLC		01/17/2024	Limited Liability Company: DELAWARE
HILTON RESORTS CORPORATION		01/17/2024	Corporation: DELAWARE
ILX ACQUISITION, INC.		01/17/2024	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	WILMINGTON TRUST, NATIONAL ASSOCIATION, as Notes Collateral Agent		
Street Address:	277 Park Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10172		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 40			
Property Type	Number	Word Mark	
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:	3550275	RESORT TO RESORT	
Registration Number:	3378677	R RESORT TO RESORT EXPANDING VACATION PO	
Registration Number:	3877094	CREATURE CLUB	
Registration Number:	4549308	WE LOVE TO SAY YES	
Registration Number:	4505500	DIAMOND LUXURY SELECTION	
Registration Number:	5003794	THE CLUB COMBINATIONS	
Registration Number:	4753498	FLORIDA TICKET STATION	
Registration Number:	4805164	DIAMOND PLUS POINTS	
Registration Number:	5530493	CITY PERKS PASS	
		TRADEMARK	

Property Type	Number	Word Mark
Registration Number:	4768795	STAY VACATIONED
Registration Number:	5101179	DESTINATION XCHANGE
Registration Number:	5835043	DIAMOND RESORTS REAL ESTATE ACADEMY
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:	6479858	DIAMOND LIVE
Registration Number:	6667989	CENTUM
Registration Number:	2752908	MONARCH GRAND VACATIONS
Registration Number:	3843660	PARC SOLEIL
Registration Number:	3509997	GRAND WAIKIKIAN
Registration Number:	2678242	LAGOON TOWER
Registration Number:	5423581	THE QUIN
Registration Number:	5423582	THE QUIN
Registration Number:	3085529	SEDONA SPA
Registration Number:	3167745	
Registration Number:	4844957	THE VIEW RESTAURANT

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: 8004945225

Email: ipteam@cogencyglobal.com

Correspondent Name: JAY DASILVA

Address Line 1: 1025 CONNECTICUT AVE., NW, STE. 712

Address Line 2: COGENCY GLOBAL INC.

Address Line 4: WASHINGTON, D.C. 20036

ATTORNEY DOCKET NUMBER: 2238639 TM2

NAME OF SUBMITTER: Jenny Lim

SIGNATURE:	/Jenny Lim/
DATE SIGNED:	01/17/2024
Total Attachments: 11 source=HGV - Notes - Trademark Security Agreement (Executed)#page2.tif source=HGV - Notes - Trademark Security Agreement (Executed)#page3.tif source=HGV - Notes - Trademark Security Agreement (Executed)#page4.tif source=HGV - Notes - Trademark Security Agreement (Executed)#page5.tif source=HGV - Notes - Trademark Security Agreement (Executed)#page6.tif source=HGV - Notes - Trademark Security Agreement (Executed)#page7.tif source=HGV - Notes - Trademark Security Agreement (Executed)#page8.tif source=HGV - Notes - Trademark Security Agreement (Executed)#page9.tif source=HGV - Notes - Trademark Security Agreement (Executed)#page10.tif source=HGV - Notes - Trademark Security Agreement (Executed)#page11.tif source=HGV - Notes - Trademark Security Agreement (Executed)#page12.tif	

TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of January 17, 2024, by Diamond Resorts Holdings, LLC, DPM Acquisition, LLC, Hilton Resorts Corporation and ILX Acquisition, Inc. (individually a “**Grantor**”, and, collectively, the “**Grantors**”), in favor of Wilmington Trust National Association, in its capacity as notes collateral agent pursuant to the Indenture (in such capacity, the “**Notes Collateral Agent**”).

WITNESSETH:

WHEREAS, the Grantors are party to a Security Agreement dated as of January 17, 2024 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”) in favor of the Notes 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 Notes Collateral Agent, for the benefit of the Secured Parties, to enter into the Indenture, the Grantors hereby agree with the Notes 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 Notes 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 Notes Collateral Agent pursuant to the Security Agreement and the Grantors hereby acknowledge and affirm that the rights and remedies of the Notes 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.

SECTION 4. Termination. Upon the termination of the Security Agreement in accordance with Section 6.11 thereof, the Notes 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.

SECTION 6. Intercreditor Agreement In the event of any conflict or inconsistency between the provisions of this Trademark Security Agreement and the First Lien Intercreditor Agreement, the provisions of the First Lien Intercreditor Agreement shall control.


SECTION 7. Concerning the Notes Collateral Agent. Wilmington Trust, National Association is entering into this Trademark Security Agreement not in its individual or corporate capacity but solely in its capacity as Notes Collateral Agent under the Indenture. In acting hereunder, the Notes Collateral Agent shall be entitled to all of the rights, privileges, immunities and indemnities granted to the Notes Collateral Agent under the Indenture, as if such rights, privileges, immunities and indemnities were expressly set forth herein.

[Signature pages follow.]


HILTON RESORTS CORPORATION, as a Grantor

DocuSigned by:
By: 
Name: Ben Loper
Title: Senior Vice President and Treasurer

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

DocuSigned by:
By: 
Name: Ben Loper
Title: Senior Vice President and Treasurer

**WILMINGTON TRUST, NATIONAL
ASSOCIATION,**
as Notes Collateral Agent

By:  _____
Name: Latoya S. Elvin
Title: Vice President

Schedule I
Trademark Registrations and Use Applications

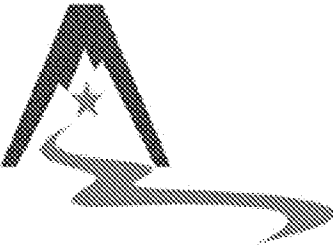
Trademark Registrations

	Owner	Mark	Registration No.	Registration Date
1.	Diamond Resorts Holdings, LLC	DIAMOND RESORTS INTERNATIONAL	2432190	February 27, 2001
2.	Diamond Resorts Holdings, LLC	DIAMOND RESORTS INTERNATIONAL	2411329	December 5, 2000
3.	Diamond Resorts Holdings, LLC	EXTRAORDINARY ESCAPES	2395510	October 17, 2000
4.	Diamond Resorts Holdings, LLC	THE CLUB	3566128	January 20, 2009
5.	Diamond Resorts Holdings, LLC	DIAMOND RESORTS	3746815	February 9, 2010
6.	Diamond Resorts Holdings, LLC	RESORT TO RESORT	3550275	December 23, 2008
7.	Diamond Resorts Holdings, LLC	R RESORT TO RESORT EXPANDING VACATION POSSIBILITIES 	3378677	February 5, 2008
8.	Diamond Resorts Holdings, LLC	CREATURE CLUB	3877094	November 16, 2010

	Owner	Mark	Registration No.	Registration Date
9.	Diamond Resorts Holdings, LLC	WE LOVE TO SAY YES	4549308 ¹	June 10, 2014
10.	Diamond Resorts Holdings, LLC	DIAMOND LUXURY SELECTION	4505500	April 1, 2014
11.	Diamond Resorts Holdings, LLC	THE CLUB COMBINATIONS	5003794	July 19, 2016
12.	Diamond Resorts Holdings, LLC	FLORIDA TICKET STATION	4753498	June 9, 2015
13.	Diamond Resorts Holdings, LLC	DIAMOND PLUS POINTS	4805164	September 1, 2015
14.	Diamond Resorts Holdings, LLC	CITY PERKS PASS	5530493 ²	July 31, 2018
15.	Diamond Resorts Holdings, LLC	STAY VACATIONED	4768795	July 7, 2015
16.	Diamond Resorts Holdings, LLC	DESTINATION XCHANGE	5101179	December 13, 2016
17.	Diamond Resorts Holdings, LLC	DIAMOND RESORTS REAL ESTATE ACADEMY	5835043	August 13, 2019
18.	Diamond	SEDONA SPA	5082239	November 15,

¹ This registration will not be renewed.

² This registration will not be renewed.

	Owner	Mark	Registration No.	Registration Date
	Resorts Holdings, LLC			2016
19.	Diamond Resorts Holdings, LLC	EMBARC RESORTS	5330602	November 7, 2017
20.	Diamond Resorts Holdings, LLC	EMBARC	5157924	March 7, 2017
21.	Diamond Resorts Holdings, LLC	MODERN PLAYERS CLUB	5394116 ³	February 6, 2018
22.	Diamond Resorts Holdings, LLC	A 	5257890	August 1, 2017
23.	Diamond Resorts Holdings, LLC	DIAMOND CLARITY	5376635 ⁴	January 9, 2018
24.	Diamond Resorts Holdings, LLC	TRANSITIONS	5460083	May 1, 2018
25.	Diamond Resorts Holdings, LLC	DIAMOND RESORTS	5710959	March 26, 2019
26.	Diamond	D	5770648	June 4, 2019

³ This registration will not be renewed.

⁴ This registration will not be renewed.

	Owner	Mark	Registration No.	Registration Date
	Resorts Holdings, LLC			
27.	Diamond Resorts Holdings, LLC	DIAMOND RESORTS 	5710960 ⁵	March 26, 2019
28.	Diamond Resorts Holdings, LLC	D 	5735118 ⁶	April 23, 2019
29.	Diamond Resorts Holdings, LLC	D 	6001998 ⁷	March 3, 2020
30.	Diamond Resorts Holdings, LLC	DIAMOND LIVE	6479858 ⁸	September 7, 2021
31.	Diamond Resorts	CENTUM	6667989 ⁹	March 8, 2022



⁵ This registration will not be renewed.

⁶ This registration will not be renewed.

⁷ This registration will not be renewed.

⁸ This registration will not be renewed.

⁹ This registration will not be renewed.

	Owner	Mark	Registration No.	Registration Date
	Holdings, LLC			
32.	DPM Acquisition, LLC	MONARCH GRAND VACATIONS	2752908 ¹⁰	August 19, 2003
33.	Hilton Resorts Corporation	PARC SOLEIL	3843660	September 7, 2010
34.	Hilton Resorts Corporation	GRAND WAIKIKIAN	3509997	September 30, 2008
35.	Hilton Resorts Corporation	LAGOON TOWER	2678242	January 21, 2003
36.	Hilton Resorts Corporation	THE QUIN	5423581	March 13, 2018
37.	Hilton Resorts Corporation	The Quin logo 	5423582	March 13, 2018
38.	ILX Acquisition, Inc.	SEDONA SPA	3085529	April 25, 2006
39.	ILX Acquisition, Inc.		3167745 ¹¹	November 7, 2006
40.	ILX Acquisition, Inc.	THE VIEW RESTAURANT	4844957 ¹²	November 3,

¹⁰ This registration will not be renewed.

¹¹ This registration will not be renewed.

¹² This registration will not be renewed.

	Owner	Mark	Registration No.	Registration Date
				2015

Trademark Applications

None