

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dolce International Holdings, Inc.		06/21/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Calyon New York Branch, as Administrative Agent
Street Address:	1301 Avenue of the Americas
Internal Address:	The Calyon Building
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: FRANCE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2094545	DOLCE INTERNATIONAL
Registration Number:	2421024	DOLCE CONFERENCE TECHNOLOGY
Registration Number:	2633668	CONFERENCE DESTINATIONS
Registration Number:	2662722	DOLCE INTERNATIONAL FOCUS. LEARN. SUCCEED.
Registration Number:	2662724	DOLCE INTERNATIONAL
Registration Number:	2662738	A DOLCE CONFERENCE DESTINATION
Registration Number:	2662739	FOCUS. LEARN. SUCCEED.
Registration Number:	2671743	DOLCE CONFERENCE SOLUTIONS
Registration Number:	2674558	DOLCE INTERNATIONAL CONFERENCE DESTINATIONS
Registration Number:	2803046	LIFE JUST GOT BETTER
Registration Number:	3107684	A WORLD OF DIFFERENCE
Registration Number:	3001442	DOLCE INTERNATIONAL
Registration Number:	3001444	DOLCE INTERNATIONAL

CH \$390.00 2094545

Serial Number:	78381697	DOLCE CONFERENCE & RESORT DESTINATIONS
Serial Number:	77041825	DOLCE HOTELS

CORRESPONDENCE DATA

Fax Number: (212)836-6470
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-836-8470
Email: dschaumberger@kayescholer.com
Correspondent Name: Debra Schaumberger
Address Line 1: 425 Park Avenue
Address Line 2: Kaye Scholer LLP
Address Line 4: New York, NEW YORK 10022-3598

ATTORNEY DOCKET NUMBER:	13609/0188
NAME OF SUBMITTER:	Debra Schaumberger, Esq.
Signature:	/s/Debra Schaumberger
Date:	06/27/2007

Total Attachments: 8
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SECURITY AGREEMENT

(TRADEMARKS)

WHEREAS, DOLCE INTERNATIONAL HOLDINGS, INC., a Delaware corporation (herein referred to as "Grantor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Grantor is obligated to Calyon New York Branch, as administrative agent (referred to herein as the "Grantee") and the other Secured Parties as defined in the Omnibus Pledge and Security Agreement dated as of June 21, 2007 (the "Security Agreement") among Grantor, the other Pledgors named therein and the Grantee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Grantor has granted to Grantee a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Grantee a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Collateral made and granted hereby 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.

Grantee's address is The Calyon Building, 1301 Avenue of the Americas, New York, New York 10019.

IN WITNESS WHEREOF, Grantor has caused this Security Agreement to be duly executed by its officer thereunto duly authorized as of the 21 day of June, 2007.

DOLCE INTERNATIONAL HOLDINGS,
INC.

By: _____



Name: Andrew J. Dolce
Title: Chairman and Chief Executive
Officer

Schedule 1

**DOLCE INTERNATIONAL HOLDINGS, INC.
TRADEMARK STATUS CHART**

Country	Mark	Serial/Reg. Number	File/Reg Date	Services
United States	Dolce International	Reg. 2,094,545	9/9/97	Managing and operating resort hotels and business conference centers, Class 42.
	Dolce Conference Technology	Reg. 2,421,024	1/16/01	Providing facilities for business conference and meetings in buildings featuring multimedia and electronic communications equipment and service, Class 35; and Providing multi-media and electronic communications equipment and services in facilities for business conferences and meeting, Class 38.
	Conference Destinations	Reg. 2,633,668	10/8/02	Business management of hotels for others; arranging and conducting business conferences, Class 35.
	Dolce International Focus. Learn. Succeed. and Design	Reg. 2,662,722	12/17/02	Business management of hotels for others; arranging and conducting business conferences, Class 35.
	Dolce International and Design	Reg. 2,662,724	12/17/02	Business management of hotels for others; arranging and conducting business conferences, Class 35.
	A Dolce Conference Destination	Reg. 2,662,738	12/17/02	Business management of hotels for others; arranging and conducting business conferences, Class 35.
	Focus. Learn. Succeed.	Reg. 2,662,739	12/17/02	Business management of hotels for others; arranging and conducting business conferences, Class 35.
	Dolce Conference Solutions	Reg. 2,671,743	1/7/03	Hotel management for others; arranging and conducting business conferences; providing business conference centers, Class 35.
	Dolce International Conference Destinations and Design	Reg. 2,674,558	1/14/03	Business management of hotels for others; arranging and conducting business conferences, Class 35.
	Life Just Got Better	Reg. 2,803,046	1/6/04	Managing resort hotels and business conference centers, Class 35; Providing restaurant and catering services, Class 42.
	A World of Difference	Reg. 3,107,684	6/20/06	Resort hotel services and conference center services; providing conference center facilities, Class 43.
	Dolce Conference & Resort Destinations	S.N. 78/381,697	3/10/04	Providing resort and hotel services and conference center services, Class 43.

Country	Mark	Serial/Reg. Number	File/Reg Date	Services
	Dolce International & Design	Reg. 3,001,442	9/27/05	Providing lodging services, resort hotels and hotels, in Class 43.
	Dolce International	Reg. No. 3,001,444	9/27/05	Providing lodging services, resort hotels and hotels, in Class 43.
	Dolce Hotels	S.N. 77/041,825	11/10/06	Providing hotel and lodging services, conference center services and hotel and resort management services, in Class 43.
Canada	Dolce International	Reg. No. TMA494,277	5/8/98	Managing and operating resort hotels and business conference centers.
	Dolce International and Design	Reg. No. TMA613,968	6/30/04	Managing and operating resort hotels and business conference centers. Business management of hotels for others; arranging and conducting business conferences.
	A Dolce Conference Destination	Reg. No. TMA613,783	6/29/04	Managing and operating resort hotels and business conference centers. Business management of hotels for others; arranging and conducting business conferences.
	Focus. Learn. Succeed.	Reg. No. TMA613,897	6/30/04	Managing and operating resort hotels and business conference centers. Business management of hotels for others; arranging and conducting business conferences.
	Conference Destinations	Reg. TMA613,969	6/30/04	Managing and operating resort hotels and business conference centers. Business management of hotels for others; arranging and conducting business conferences.
	Dolce Conference Solutions	Reg. TMA613,989	7/2/04	Managing and operating resort hotels and business conference centers. Business management of hotels for others; arranging and conducting business conferences; providing business conference centers
	A World of Difference	S.N. 1,211,338	3/23/04	Providing resort and hotel services and conference center services.
	Dolce Conference & Resort Destinations	S.N. 1,215,359	4/26/04	Providing resort and hotel services and conference center services.

Country	Mark	Serial/Reg. Number	File/Reg Date	Services
CTM	Dolce International	Reg. 2,597,235	2/18/02	Business management services; management and operation of resort hotels and business conference centers. Education; provision of training; entertainment; sporting and cultural activities; provision of training, seminars and teaching at business conference centers; provision of entertainment, sporting and cultural activities at resort hotels. Services for providing food and drink; temporary accommodation; managing and operating resort hotels and business conference centers.
	Dolce International and Design	Reg. 2,597,227	2/18/02	Business management services; management and operation of resort hotels and business conference centers. Education; provision of training; entertainment; sporting and cultural activities; provision of training, seminars and teaching at business conference centers; provision of entertainment, sporting and cultural activities at resort hotels. Services for providing food and drink; temporary accommodation; managing and operating resort hotels and business conference centers.
	Dolce Conference Solutions	Reg. 2,597,250	2/18/02	Business management services; management and operation of resort hotels and business conference centers. Education; provision of training; entertainment; sporting and cultural activities; provision of training, seminars and teaching at business conference centers; provision of entertainment, sporting and cultural activities at resort hotels.
	Focus. Learn. Succeed.	S.N. 2,597,268	2/18/02	Business management services;

Country	Mark	Serial/Reg. Number	File/Reg Date	Services
				<p>management and operation of resort hotels and business conference centers.</p> <p>Education; provision of training; entertainment; sporting and cultural activities; provision of training, seminars and teaching at business conference centers; provision of entertainment, sporting and cultural activities at resort hotels.</p> <p>Services for providing food and drink; temporary accommodation; managing and operating resort hotels and business conference centers.</p>
	A Dolce Conference Destination	Reg. 2,597,276	2/18/02	<p>Business management services; management and operation of resort hotels and business conference centers.</p> <p>Education; provision of training; entertainment; sporting and cultural activities; provision of training, seminars and teaching at business conference centers; provision of entertainment, sporting and cultural activities at resort hotels.</p>
	Conference Destinations	Reg. 2,597,300	2/18/02	<p>Business management services; management and operation of resort hotels and business conference centers.</p> <p>Education; provision of training; entertainment; sporting and cultural activities; provision of training, seminars and teaching at business conference centers; provision of entertainment, sporting and cultural activities at resort hotels.</p> <p>Services for providing food and drink; temporary accommodation; managing and operating resort hotels and business conference centers.</p>
Denmark	Dolce International	Reg. VR00.250-1997	1/24/97	
France	Dolce International	Reg. 96636228	7/26/96	

Country	Mark	Serial/Reg. Number	File/Reg Date	Services
Germany	Dolce International	Reg. 30208688	3/7/02	
	Dolce International and Design	Reg. 30208689	3/18/02	
	Dolce Conference Solutions	Reg. 30208690	3/7/02	
	A Dolce Conference Destination	Reg. 30208692	3/14/02	
	Conference Destinations	Reg. 30208693	1/13/03	
Japan	Dolce International	Reg. 4,668,343	5/2/03	Business management of hotels. Providing of accommodation; managing and operating business conference centers.
	Dolce International and Design	Reg. 4,668,344	5/2/03	Business management of hotels. Providing of accommodation, managing and operating business conference centers.
	Dolce Conference Solutions	Reg. 4,668,345	5/2/03	Business management of hotels. Providing of accommodation, managing and operating business conference centers.
	Focus. Learn. Succeed	Reg. 4,668,346	5/2/03	Business management of hotels. Providing of accommodation, managing and operating business conference centers.
	A Dolce Conference Destination	Reg. 4,668,347	5/2/03	Business management of hotels. Providing of accommodation, managing and operating business conference centers.
	Conference Destinations	Reg. 4,668,348	5/2/03	Business management of hotels. Providing of accommodation, managing and operating business conference centers.
Spain	Dolce International	Reg. 2,480,385	6/3/02	Services related to the administrative management of hotels.
	Dolce International and Design	Reg. 2,480,384	6/3/02	Services related to the administrative management of hotels.
	Dolce Conference Solutions	Reg. 2,480,386	6/3/02	Services related to the administrative management of hotels.
	Focus. Learn. Succeed.	Reg. 2,480,389	6/3/02	Services related to the administrative management of hotels.
	A Dolce Conference Destination	Reg. 2,480,387	6/3/02	Services related to the administrative management of hotels.
	Conference Destinations	Reg. 2,480,388	6/3/02	Services related to the administrative management of hotels.
Switzerland	Dolce International	Reg. 439,533	5/2/96	

Country	Mark	Serial/Reg. Number	File/Reg Date	Services
WIPO (Designated Countries – Austria, Benelux, Denmark, Finland, France, Germany, Greece, Ireland, Italy, Japan, Portugal, Spain, Sweden, UK)	A World of Difference	Reg. 827,677	3/11/04	Providing resort and hotel services and conference center services.
WIPO (Designated Countries – same as above)	Dolce Conference & Resort Destinations	Control No. Z1230721	4/20/04	