

Re: 3/25/10

03-25-2010



Electronic Version v1.1
Stylesheet Version v1.1

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SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Security Agreement (Trademarks)	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dolce International Holdings, Inc.		02/04/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Calyon New York Branch, as administrative agent		
Street Address:	The Calyon Building		
Internal Address:	1301 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	Banking Institution: NEW YORK		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	3603173	GREAT GUEST EXPERIENCE	
Serial Number:	77413322	DOLCE	
Serial Number:	77413328	DOLCE	
Serial Number:	77420174	A DOLCE HOTEL	
Registration Number:	3696568	A DOLCE CONFERENCE HOTEL	
Registration Number:	3696568	A DOLCE RESORT	
Serial Number:	77420131	DOLCE CONFERENCE HOTELS AND RESORTS	
Registration Number:	3696567	DOLCE HOTELS AND RESORTS	
Serial Number:	77881911	MAKE US AN OFFER...ANYTHING GOES!	
CORRESPONDENCE DATA			
Fax Number:	(212)836-8337		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	(212) 836-7319		

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Email: psomelofske@kayescholer.com
Correspondent Name: Paul J. Somelofska c/o Kaye Scholer LLP
Address Line 1: 425 Park Avenue
Address Line 2: 16-08
Address Line 4: New York, NEW YORK 10022-3598

ATTORNEY DOCKET NUMBER:	13609-0188
NAME OF SUBMITTER:	Paul J. Somelofska
Signature:	/Paul J. Somelofska/
Date:	03/04/2010
Total Attachments: 8 source=Dolce#page1.tif source=Dolce#page2.tif source=Dolce#page3.tif source=Dolce#page4.tif source=Dolce#page5.tif source=Dolce#page6.tif source=Dolce#page7.tif source=Dolce#page8.tif	

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.

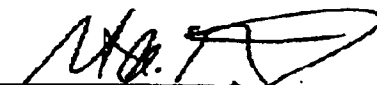
Grantee's address is The Calyon Building, 1301 Avenue of the Americas, New York, New York 10019.

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IN WITNESS WHEREOF, Grantor has caused this Security Agreement to be duly executed by its officer thereunto duly authorized as of the 4th day of February, 2010.

DOLCE INTERNATIONAL HOLDINGS,
INC.


By:


Name: Steven A. Rudniksky
Title: President + CEO



SCHEDULE I
DOLCE INTERNATIONAL
TRADEMARK STATUS CHART

Country	Mark	Serial/Reg. Number	File/Reg Date	Class	Status
United States	Dolce International	Reg. 2,094,545	9/9/97	Class 42	Renewal Due 9/9/17
		Reg. 3,001,442	9/27/05	Class 43	Section 8 & 15 Due 9/27/11
	Dolce International	Reg. No. 3,001,444	9/27/05	Class 43	Section 8 & 15 Due 9/27/11
	Dolce Hotels	S.N. 77/041,825	11/1/06	Class 43	Awaiting correspondence from USPTO
	Great Guest Experience	Reg. No. 3,603,173	4/7/09	Class 43	Section 8 & 15 Due 4/7/15
	DOLCE	S.N. 77/413,322 (Color)	3/5/08	Class 35; 43	Section 8 & 15 Due 12/22/15
	DOLCE	S.N. 77/413,328	3/5/08	Class 35; 43	Section 8 & 15 Due 12/22/15
	A Dolce Hotel	S.N. 77/420,174	3/12/08	Class 35; 43	Awaiting correspondence from USPTO
	A Dolce Conference Hotel	Reg. No. 3,696,568	10/13/09	Class 35; 43	Section 8 & 15 Due 10/13/15
	A Dolce Resort	Reg. No. 3,696,566	10/13/09	Class 35; 43	Section 8 & 15 Due 10/13/15
	Dolce Conference Hotels and Resorts	S.N. 77/420,131	3/12/08	Class 35; 43	Statement of Use/Extension of Time due 5/26/10
	Dolce Hotels and Resorts	Reg. No. 3,696,567	10/13/09	Class 35; 43	Section 8 & 15 Due 10/13/15
	MAKE US AN OFFER...ANYTHING GOES!	S.N. 77/881,911	11/30/09	Class 35; 43	Newly filed application, not yet assigned to an examining attorney


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Canada	Dolce International	Reg. No. TMA494,277	5/8/98	Class 35	Renewal Due 5/8/13
		Reg. No. TMA613,968	6/30/04	Class 35; 43	Renewal Due 6/30/19
	A Dolce Conference Destination	Reg. No. TMA613,783	6/29/04	Class 35; 43	Renewal Due 6/29/19
	Focus. Learn. Succeed.	Reg. No. TMA613,897	6/30/04	Class 35; 43	Renewal Due 6/30/19
	Conference Destinations	Reg. TMA613,969	6/30/04	Class 35; 43	Renewal Due 6/30/19
	Dolce Conference Solutions	Reg. TMA613,989	7/2/04	Class 35; 43	Renewal Due 7/2/19
China	DOLCE	S.N. 6633657	4/1/08	Class 35	Awaiting correspondence from Chinese associate
	Dolce Hotels and Resorts	S.N. 6633635	4/1/08	Class 35	Awaiting correspondence from Chinese associate
	Dolce Hotels & Resorts	S.N. 6633634	4/1/08	Class 43	Notice of Publication
	Dolce Conference Hotels & Resorts	S.N. 6633632	4/1/08	Class 43	Notice of Publication
	Dolce (Stylized)	S.N. 6633636	4/1/08	Class 43	Notice of Publication
	Dolce Conference Hotels and Resorts	S.N. 6633633	4/1/08	Class 35	Awaiting correspondence from Chinese associate

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CTM	Dolce Conference Solutions	Reg. 2,597,250	2/18/02	Class 35; 41	Renewal Due 2/18/12
	A Dolce Conference Destination	Reg. 2,597,276	2/18/02	Class 35; 41	Renewal Due 2/18/12
	Conference Destinations	Reg. 2,597,300	2/18/02	Class 35; 41; 43	Renewal Due 2/18/12
Denmark	Dolce International	Reg. VR00,250 1997	1/24/97		Renewal Due 1/24/17
Germany	Dolce International	Reg. 30208688	3/7/02		Renewal Due 2/21/12
		Reg. 30208689	3/18/02		Renewal Due 2/21/12
	Dolce Conference Solutions	Reg. 30208690	3/7/02		Renewal Due 2/21/12
	A Dolce Conference Destination	Reg. 30208692	3/14/02		Renewal Due 2/21/12
	Conference Destinations	Reg. 30208693	1/13/03		Renewal Due 2/21/12
Japan	Dolce International	Reg. 4,668,343	5/2/03	Class 35; 43	Renewal Due 5/2/13
		Reg. 4,668,344	5/2/03	Class 35; 43	Renewal Due 5/2/13
	Dolce Conference Solutions	Reg. 4,668,345	5/2/03	Class 35; 43	Renewal Due 5/2/13
	Focus, Learn, Succeed	Reg. 4,668,346	5/2/03	Class 35; 43	Renewal Due 5/2/13
	A Dolce Conference Destination	Reg. 4,668,347	5/2/03	Class 35; 43	Renewal Due 5/2/13
	Conference Destinations	Reg. 4,668,348	5/2/03	Class 35; 43	Renewal Due 5/2/13

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Spain	Dolce International	Reg. 2,480,385	6/3/02	Class 35	Renewal Due 6/3/12
		Reg. 2,480,384	6/3/02	Class 35	Renewal Due 6/3/12
	Dolce Conference Solutions	Reg. 2,480,386	6/3/02	Class 35	Renewal Due 6/3/12
	Focus. Learn. Succeed.	Reg. 2,480,389	6/3/02	Class 35	Renewal Due 6/3/12
	A Dolce Conference Destination	Reg. 2,480,387	6/3/02	Class 35	Renewal Due 6/3/12
	Conference Destinations	Reg. 2,480,388	6/3/02	Class 35	Renewal Due 6/3/12
Switzerland	Dolce International	Reg. 439,533	5/2/96	Class 35	Renewal Due 5/2/16
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	Class 43	Ireland - granted registration. Japan - granted registration

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WIPO (Designated Countries - Netherlands Antilles, European Community, Monaco, Morocco, Switzerland, Turkey)	DOLCE	Reg. 1,006,908	6/30/09	Class 35; 43	European Community - granted protection subject to opposition
WIPO (Designated Countries - Netherlands Antilles, European Community, Monaco, Morocco, Switzerland, Turkey)	DOLCE HOTELS AND RESORTS	Reg. 1,006,906	06/30/09	Class 35; 43	European Community - granted protection subject to opposition

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ABANDONED DOLCE TRADEMARKS

United States		Reg. 2,662,722	12/17/02	Class 35	Abandoned per clients instructions 12/4/08
		Reg. 2,662,724	12/17/02	Class 35	Abandoned per clients instructions 12/4/08
	Focus. Learn. Succeed	Reg. 2,662,739	12/17/02	Class 35	Abandoned per clients instructions 12/4/08
	 Life Just Got Better	Reg. 2,674,558	1/14/03	Class 35	Abandoned per clients instructions 1/12/09
	A World of Difference	Reg. 2,803,046	1/6/04	Class 35; 42	Abandoned per clients instructions 1/8/09
	Dolce International	Reg. 3,107,684	6/20/06	Class 43	Closed file per clients instructions 11/18/08
CTM		Reg. 2,597,235	2/18/02	Class 35; 41; 43	Closed file per clients instructions 1/8/09
		Reg. 2,597,227	2/18/02	Class 35; 41; 43	Closed file per clients instructions 1/8/09

- Class 35: Business management of hotels for others; arranging and conducting business conferences. Business management services; management and operation of resort hotels and business conference centers.
- Class 41: 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.
- Class 42: Managing and operating resort hotels and business conference centers. Providing restaurant and catering services.
- Class 43: Resort hotel services and conference center services; providing conference center facilities. Services for providing food and drink; temporary accommodation; managing and operating resort hotels and business conference centers.

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