

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
WYNDHAM WORLDWIDE CORPORATION		07/26/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	RCI TM CORP.
Street Address:	10750 WEST CHARLESTON BLVD
Internal Address:	SUITE 130
City:	LAS VEGAS
State/Country:	NEVADA
Postal Code:	89135
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 70

Property Type	Number	Word Mark
Serial Number:	78489175	AGENTWORKS
Serial Number:	78708068	ARMED FORCES VACATION CLUB
Serial Number:	78500077	BECAUSE YOUR VACATIONS MEAN THE WORLD TO US
Serial Number:	78308414	BIDTIME
Serial Number:	76163578	
Serial Number:	76505862	DON'T JUST BUY IT, RCI IT
Serial Number:	73289170	ENDLESS VACATION
Serial Number:	74350376	ENDLESS VACATION
Serial Number:	73517618	ENDLESS VACATION
Serial Number:	78491251	ENDLESS VACATIONS
Serial Number:	75847522	GLOBAL POINTS NETWORK
Serial Number:	75864240	GLOBAL POINTS NETWORK
Serial Number:	75909623	GPN

CH \$1765.00 78489175

Serial Number:	78325589	HOLIDAY NETWORK
Serial Number:	78367093	HOLIDAY NETWORK
Serial Number:	76436298	IT'S WHERE YOU'LL FIND YOUR PARADISE
Serial Number:	78443546	MEMBER DOLLARS
Serial Number:	78877800	MYRCI
Serial Number:	73826367	PREFERRED STATUS
Serial Number:	73538673	RCI
Serial Number:	75515098	RCI
Serial Number:	75515097	RCI
Serial Number:	75515096	RCI
Serial Number:	78491343	RCI
Serial Number:	73297011	RCI
Serial Number:	76484853	RCI COMMUNITY
Serial Number:	76505861	RCI COMMUNITY
Serial Number:	78865211	RCI GLOBAL VACATION NETWORK
Serial Number:	76163576	RCI GOLD CROWN RESORT
Serial Number:	76163577	RCI GOLD CROWN RESORT
Serial Number:	78659569	RCI GOLD CROWN RESORT
Serial Number:	76370800	RCI HOLIDAY NETWORK
Serial Number:	76293651	RCI MARKET LINKS
Serial Number:	76430880	RCI PASSPORT CLUB
Serial Number:	78626657	RCI POINTS
Serial Number:	78371057	RCI REWARDS
Serial Number:	78659858	RCI SILVER CROWN RESORT
Serial Number:	75360376	RCI THE WORLD'S PREMIER EXCHANGE COMPANY
Serial Number:	75360381	RCI THE WORLD'S PREMIER EXCHANGE COMPANY
Serial Number:	75360380	RCI THE WORLD'S PREMIER EXCHANGE COMPANY
Serial Number:	75360826	RCI THE WORLD'S PREMIER EXCHANGE COMPANY
Serial Number:	75515153	RCI THE WORLD'S PREMIER VACATION COMPANY
Serial Number:	75070097	RCI TIMESHARE UNIVERSITY
Serial Number:	75102223	RCI TIMESHARE UNIVERSITY
Serial Number:	74290064	RCI TRAVEL
Serial Number:	74290065	RCI TRAVEL
Serial Number:	76481206	RCI VENTURES
Serial Number:	78287234	RCIWORKS

Serial Number:	78443548	RESORT DOLLARS
Serial Number:	73834932	RESORTLINK
Serial Number:	75238423	RESORTTRIP
Serial Number:	75841217	SELECT VACATION CLUB
Serial Number:	78358097	SELECT VACATIONS
Serial Number:	78618114	SNAP TRAVEL
Serial Number:	73289169	SPACEBANK
Serial Number:	78375253	THE REGISTRY COLLECTION
Serial Number:	78491215	THE REGISTRY COLLECTION
Serial Number:	78309563	THE SUREST WAY TO BUY ONLINE
Serial Number:	75515095	THE WORLD'S VACATION CLUB
Serial Number:	75515094	THE WORLD'S VACATION CLUB
Serial Number:	75515099	THE WORLD'S VACATION CLUB
Serial Number:	75070098	TIMESHARE UNIVERSITY
Serial Number:	73536274	TYME
Serial Number:	78869710	UNLIMITED LUXURY. UNLIMITED OPPORTUNITY.
Serial Number:	75653357	WINGS OF FREEDOM
Serial Number:	75653356	WINGS OF FREEDOM
Serial Number:	75653355	WINGS OF FREEDOM
Serial Number:	76426424	COUNTRY COTTAGES
Serial Number:	78270320	COUNTRY MANORS
Serial Number:	76426423	LIKE LIVING THERE

CORRESPONDENCE DATA

Fax Number: (973)496-4624
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9734965139
Email: susan.crane@wyndhamworldwide.com
Correspondent Name: SUSAN CRANE
Address Line 1: 1 SYLVAN WAY
Address Line 4: PARSIPPANY, NEW JERSEY 07054

ATTORNEY DOCKET NUMBER:	WWC TO RCI TM
NAME OF SUBMITTER:	Susan L. Crane
Signature:	/susanlcrane/
Date:	08/24/2006

Total Attachments: 5

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ASSIGNMENT OF U.S. TRADEMARK RIGHTS

WHEREAS Wyndham Worldwide Corporation ("**Assignor**" or "**Wyndham**"), a Delaware corporation with its principal place of business at 7 Sylvan Way, Parsippany, New Jersey 07054 is the owner of the trademarks, United States Trademark registrations and pending United States trademark applications that are the subject of this assignment and are set forth on Exhibit 1 (the "Marks");

WHEREAS RCI TM Corp. ("**Assignee**" or "**RCI TM**"), a Delaware corporation with its principal place of business at 10750 West Charleston Blvd., Las Vegas, Nevada 89135 is desirous of acquiring the Marks, the registrations and applications thereof and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign unto Assignee, all rights, title and interest in and to the Marks together with that portion of its business relating to the Marks and the goodwill appurtenant thereto, including, but not limited to, any right to collect damages for past infringements.

WYNDHAM WORLDWIDE CORPORATION

By: 

Name: Lynn A. Feldman

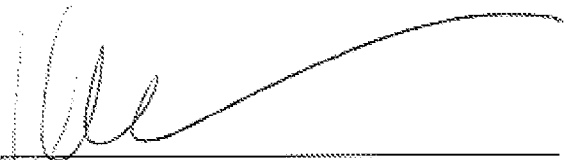
Title: Senior Vice President, Deputy
General Counsel and Corporate Secretary

State of New Jersey

County of Morris

On July 26, 2006 before me, Karen L. McKhann, personally appeared Lynn A. Feldman personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature  (Seal)

KAREN L. MCKHANN
NOTARY PUBLIC - NEW JERSEY
MY COMMISSION EXPIRES APRIL 24, 2010

EXHIBIT 1

Trademark	Application No.	Registration No.
AGENTWORKS	78-489175	3027957
ARMED FORCES VACATION CLUB	78708068	
BECAUSE YOUR VACATIONS MEAN THE WORLD TO US	78-500077	
BIDTIME	78-308414	3026512
CROWN DESIGN	76-163578	2630285
DON'T JUST BUY IT, RCI IT	76-505862	3,067,044
ENDLESS VACATION	73-289170	1195178
ENDLESS VACATION	74-350376	1809613
ENDLESS VACATION & Design (Lined for Color)	73-517618	1375807
ENDLESS VACATIONS	78-491251	3045373
GLOBAL POINTS NETWORK	75-847522	2675366
GLOBAL POINTS NETWORK	75-864240	2456420
GPN	75-909623	2494029
HOLIDAY NETWORK	78-325589	3077437
HOLIDAY NETWORK & Design	78-367093	2916546
IT'S WHERE YOU'LL FIND YOUR PARADISE	76-436298	2795896
MEMBER DOLLARS	78-443546	
MYRCI	78877800	
PREFERRED STATUS	73-826367	1664428
RCI	538673	1386274
RCI	75-515098	2261137
RCI	75-515097	2259563
RCI	75-515096	2259562
RCI	78-491343	
RCI & Design (V2 amended to V3)	73-297011	1235234
RCI COMMUNITY	76-484853	2786186
RCI COMMUNITY	76-505861	2819386
RCI GLOBAL VACATION NETWORK	78865211	
RCI GOLD CROWN RESORT	76-163576	2673879
RCI GOLD CROWN RESORT & Design	76-163577	2673880

Trademark	Application No.	Registration No.
RCI GOLD CROWN RESORT & Design	78-659569	
RCI HOLIDAY NETWORK	76-370800	2782793
RCI MARKET LINKS	76-293651	2784726
RCI PASSPORT CLUB	76-430880	2760173
RCI POINTS	78-626657	3089999
RCI REWARDS	78-371057	3016264
RCI SILVER CROWN RESORT & Design	78-659858	
RCI THE WORLD'S PREMIER EXCHANGE COMPANY	75-360376	2535151
RCI THE WORLD'S PREMIER EXCHANGE COMPANY	75-360381	2535153
RCI THE WORLD'S PREMIER EXCHANGE COMPANY	75-360380	2535152
RCI THE WORLD'S PREMIER EXCHANGE COMPANY	75-360826	2580537
RCI THE WORLD'S PREMIER VACATION COMPANY	75-515153	2523831
RCI TIMESHARE UNIVERSITY	75-070097	2140041
RCI TIMESHARE UNIVERSITY & Des	75-102223	2204749
RCI TRAVEL & Design	74-290064	1755766
RCI TRAVEL (Stylized)	74-290065	1755767
RCI VENTURES	76-481206	2841337
RCIWORKS	78-287234	2,869,715
RESORT DOLLARS	78-443548	
RESORTLINK	73-834932	1,635,677
RESORTTRIP	75-238423	2518915
SELECT VACATION CLUB & Design	75-841217	2619376
SELECT VACATIONS & Design	78-358097	
SNAP TRAVEL	78-618114	3082495
SPACEBANK	73-289169	1227775
THE REGISTRY COLLECTION	78-375253	3013049
THE REGISTRY COLLECTION	78-491215	
THE SUREST WAY TO BUY ONLINE	78-309563	2957015
THE WORLD'S VACATION CLUB	75-515095	2,339,969
THE WORLD'S VACATION CLUB	75-515094	2456613
THE WORLD'S VACATION CLUB	75-515099	2346509

Trademark	Application No.	Registration No.
TIMESHARE UNIVERSITY	75-070098	2,108,324
TYME	73-536,274	1,410,842
UNLIMITED LUXURY.	78869710	
UNLIMITED OPPORTUNITY		
COUNTRY COTTAGES & Design	76-426424	2688686
COUNTRY MANORS & Design	78-270320	2922723
LIKE LIVING THERE	76-426423	2,686,518