

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/13/2006		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CENDANT VACATION NETWORK GROUP, INC.		05/24/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	RCI GENERAL HOLDCO 2, INC.		
Street Address:	7 SYLVAN WAY		
City:	PARSIPPANY		
State/Country:	NEW JERSEY		
Postal Code:	07054		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78838999	NORTHCOURSE	
CORRESPONDENCE DATA			
Fax Number:	(973)753-6620		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9737536455		
Email:	susan.crane@wyndhamworldwide.com		
Correspondent Name:	SUSAN L. CRANE		
Address Line 1:	7 SYLVAN WAY		
Address Line 4:	PARSIPPANY, NEW JERSEY 07054		
ATTORNEY DOCKET NUMBER:	CVNG INTO RCIGH2		
NAME OF SUBMITTER:	Susan L. Crane		
Signature:	/susanlcrane/		

CH \$40.00 78838999

Date:

09/13/2006

Total Attachments: 3

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

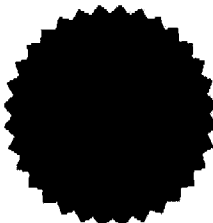
"CENDANT VACATION NETWORK GROUP, INC.", A DELAWARE CORPORATION,

WITH AND INTO "RCI GENERAL HOLDCO 2, INC." UNDER THE NAME OF "RCI GENERAL HOLDCO 2, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF JUNE, A.D. 2006, AT 6:26 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2772988 8100M

060571765



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4824150

DATE: 06-13-06

TRADEMARK
REEL: 003388 FRAME: 0905

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:26 PM 06/13/2006
FILED 06:26 PM 06/13/2006
SRV 060571765 - 2772988 FILE

CERTIFICATE OF MERGER
of
CENDANT VACATION NETWORK GROUP, INC.
into
RCI GENERAL HOLDCO 2, INC.

Pursuant to Section 251 of the General
Corporation Law of the State of Delaware

RCI General Holdco 2, Inc., a Delaware corporation, does hereby
certify:

FIRST: The names and states of incorporation of the constituent
corporations to this merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
RCI General Holdco 2, Inc.	Delaware
Cendant Vacation Network Group, Inc.	Delaware

SECOND: An Agreement and Plan of Merger has been approved,
adopted, certified, executed and acknowledged by each of the constituent
corporations in accordance with Section 251 of the General Corporation Law of the
State of Delaware.

THIRD: The name of the corporation surviving the merger is RCI
General Holdco 2, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of RCI General Holdco
2, Inc. shall be the Certificate of Incorporation of the surviving corporation.

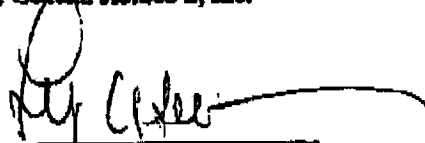
FIFTH: The executed Agreement and Plan of Merger is on file at the
office of the surviving corporation, 1 Campus Drive, Parsippany, New Jersey 07054.

SIXTH: A copy of the Agreement and Plan of Merger will be
furnished by the surviving corporation on request and without cost to any
stockholder of either constituent corporation.

[Execution Page Follows]

IN WITNESS WHEREOF, RCI General Holdco 2, Inc. has caused this Certificate of Merger to be executed in its corporate name this 24 day of May, 2006.

RCI General Holdco 2, Inc.

By: 

Name: Lynn A. Feldman

Title: Vice President and Assistant Secretary

380873.01-New York Server 6A