

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/18/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MHC TT Leasing Company, Inc.		12/18/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	MHC TT Holding Company, Inc.
Street Address:	c/o Equity LifeStyle Properties, Inc., Two North Riverside Plaza, Suite 800
Internal Address:	ATTN: Legal Department
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60606
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	2886651	
Registration Number:	2888020	PREFERRED ACCESS
Registration Number:	2622727	ENJOY AMERICA! AMERICA'S FINEST DISCOUNT CAMPING
Registration Number:	3163502	VIP GETAWAY CLUB
Registration Number:	3163512	VIP GETAWAY CLUB
Registration Number:	3166038	GETAWAY CLUB
Registration Number:	3178698	GETAWAY CLUB
Registration Number:	2655260	LET'S GO CAMPING
Registration Number:	1225004	TRAILBLAZER
Registration Number:	1226249	TT
Registration Number:	1226247	THOUSAND TRAILS
Registration Number:	1226250	THOUSAND TRAILS

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Registration Number:	1226248	THOUSAND TRAILS INC.
Registration Number:	1226993	THOUSAND TRAILS, INC.
Registration Number:	123880	
Registration Number:	1244819	TT
Registration Number:	3363252	THOUSAND TRAILS LP AMERICA'S FINEST FAMILY GETAWAYS
Registration Number:	3569745	OPEN ROAD COFFEE COMPANY
Registration Number:	3582189	PREFERRED RV VACATIONS
Registration Number:	3630618	PREFERRED ACCESS
Registration Number:	3644014	RESORT CONNECTIONS BY PREFERRED ACCESS
Registration Number:	2127219	THOUSAND TRAILS AMERICA'S FINEST FAMILY CAMPING

CORRESPONDENCE DATA

Fax Number: (206)224-0779
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 206-682-8100
Email: efiling@cojk.com
Correspondent Name: Christensen O'Connor Johnson Kindness
Address Line 1: 1420 Fifth Avenue, Suite 2800
Address Line 4: Seattle, WASHINGTON 98101-2347

ATTORNEY DOCKET NUMBER:	THOT-5-33972
NAME OF SUBMITTER:	Peggy Sloane, Paralegal
Signature:	/Peggy Sloane/
Date:	01/21/2010

Total Attachments: 5
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STATE OF DELAWARE CERTIFICATE OF DISSOLUTION

The corporation organized and existing under the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY AS FOLLOWS:

The dissolution of said _____
MHC TT Leasing Company, Inc.

has been duly authorized by the Board of Directors and Stockholders in accordance with subsections (a) and (b) of Section 275 of the General Corporation Law of the State of Delaware.

The date the dissolution was authorized is December 18, 2008.

The following is a list of the names and addresses of the directors of the said corporation:

NAME	ADDRESS
Samuel Zell, 2 N. Riverside Plaza, Chicago, IL 60606	
Tom Heneghan, 2 N. Riverside Plaza, Chicago, IL 60606	
Ellen Kelleher, 2 N. Riverside Plaza, Chicago, IL 60606	
Michael Berman, 2 N. Riverside Plaza, Chicago, IL 60606	

The following is a list of the names and addresses of the officers of the said corporation:

NAME	OFFICE	ADDRESS
Joe McAdams, President,		2 N. Riverside Plaza, Chicago, IL 60606
Martina Linders, VP,		2 N. Riverside Plaza, Chicago, IL 60606
Ken Kroot, Secretary,		2 N. Riverside Plaza, Chicago, IL 60606
Paul Seavey, Treasurer,		2 N. Riverside Plaza, Chicago, IL 60606

By: 
Authorized Officer

Name: Martina Linders
Print or Type

Title: Vice President

**STATEMENT OF CONSENT BY THE
SOLE SHAREHOLDER AND DIRECTORS OF
MHC TT LEASING COMPANY, INC.**

The undersigned, being the sole shareholder and directors of MHC TT Leasing Company, Inc., a Delaware corporation (the "Company"), in the manner authorized by the laws of the State of Delaware, and in lieu of a meeting, do hereby consent to the adoption of the following resolutions:

RESOLVED, that in the judgment of the directors of the Company it is deemed advisable and for the benefit of the Company that it should be dissolved; and

RESOLVED FURTHER, that it is the intent of the directors to effectuate the liquidation of the Company pursuant to Sections 331 and 336 of the Internal Revenue; and

RESOLVED FURTHER, that the directors do hereby adopt and approve the plan of complete liquidation attached hereto as Exhibit A to effect such liquidation, such plan to be effectuated as promptly as possible; and

RESOLVED FURTHER, that the sole shareholder of the Company does hereby approve the plan of complete liquidation attached hereto as Exhibit A; and

RESOLVED FURTHER, that the officers of the Company be, and they hereby are, authorized and directed, at appropriate times, to file a Certificate of Dissolution and other required documents with the Secretary of State of the State of Delaware; and

RESOLVED FURTHER, that after providing for all the proper debts of the Company, all of the remaining assets of the Company be distributed to the sole shareholder of the Company in redemption and cancellation of all outstanding capital stock of the Company; and

RESOLVED FURTHER, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Company and steps necessary to accomplish the distribution of all its assets be commenced immediately, and that its subsequent dissolution and the distribution of all of its assets be completed as soon as practicable; and

RESOLVED FURTHER, that the proper officers of the Company be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things, including an appraisal of assets to be distributed, as they may deem necessary or proper to carry out

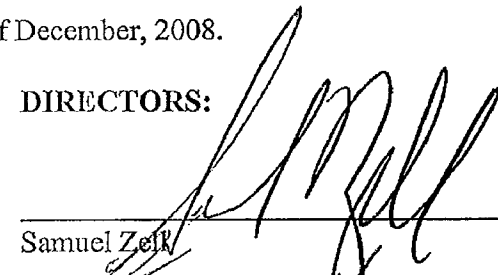
the liquidation and dissolution of the Company and to fully effectuate the purposes of the foregoing resolutions; and

RESOLVED FURTHER, that such actions are hereby ratified, confirmed and approved.

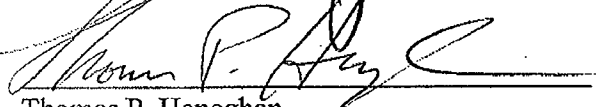
IN WITNESS WHEREOF, the undersigned have hereto affixed their respective signatures in the capacities as aforesaid, it being understood that this Statement of Consent shall be effective without any further action as of the date hereof.

DATED as of this 18th day of December, 2008.


DIRECTORS:



Samuel Zell



Thomas P. Heneghan



Ellen Kelleher



Michael Berman

SOLE SHAREHOLDER:

MHC TT Holding Company, Inc.

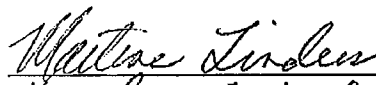
By: 
Its: Vice President of Tax and
Corporate Accounting

Exhibit A

**AGREEMENT AND PLAN OF LIQUIDATION
FOR MHC TT LEASING COMPANY, INC.**

Agreement and Plan of Liquidation made as of the 18th day of December, 2008, between MHC TT Leasing Company, Inc. (the "Company") and MHC Holding Company, Inc. (the "Sole Shareholder").

WHEREAS, the sole shareholder owns all of the issued and outstanding capital stock of the Company; and

WHEREAS, the sole shareholder wishes to approve, authorize and consent to the voluntary dissolution of the Company in accordance with the laws of the State of Delaware.

NOW, THEREFORE, the parties hereby agree as follows:

1. The sole shareholder approves, authorizes and consents to the voluntary dissolution of the Company, such dissolution to be effected as promptly as possible and in accordance with the plan of liquidation set forth in this Agreement and Plan of Liquidation.
2. The sole shareholder hereby authorizes the officers of the Company to file a Certificate of Dissolution and such other documents as may be required with the Secretary of State of the State of Delaware.
3. The sole shareholder hereby resolves that after payment of the Company's debts, or provision is made therefore, the officers of the Company shall distribute all of the remaining assets of the Company in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed as of the day and year first above written.


SOLE SHAREHOLDER:

COMPANY

MHC TT Holding Company, Inc.

MHC TT Leasing Company, Inc.

By: 
Its: _____

By: 
Its: _____

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed as of the day and year first above written.

SOLE SHAREHOLDER:

COMPANY

MHC TT Holding Company, Inc.

MHC TT Leasing Company, Inc.

By: Melina Janders
Its: Vice President of Tax
and Corporate Accounting

By: Michael Ben
Its: Executive Vice President and CFO