

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
RCI TM Corp.		11/15/2013	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	RCI TM LLC
<b>Street Address:</b>	10750 West Charleston Boulevard
<b>Internal Address:</b>	Suite 130
<b>City:</b>	Las Vegas
<b>State/Country:</b>	NEVADA
<b>Postal Code:</b>	89135
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 62

Property Type	Number	Word Mark
Serial Number:	78708068	ARMED FORCES VACATION CLUB
Serial Number:	78978000	BECAUSE YOUR VACATION MEANS THE WORLD TO
Serial Number:	85303781	BECAUSE YOUR VACATION MEANS...
Serial Number:	78270320	COUNTRY MANORS
Serial Number:	77912968	
Serial Number:	73289170	ENDLESS VACATION
Serial Number:	74350376	ENDLESS VACATION
Serial Number:	73517618	ENDLESS VACATION
Serial Number:	77170610	ENDLESS VACATION RENTALS
Serial Number:	77252638	EVRENTALS
Serial Number:	77912975	GOVERNMENT EMPLOYEES TRAVEL OPPORTUNITIE
Serial Number:	77183719	GROUP RCI
Serial Number:	77183721	GROUP RCI VACATION EXCHANGE: VACATION RE

CH \$1565.00 78708068

Serial Number:	78367093	HOLIDAY NETWORK
Serial Number:	77172874	HOUSE FOR SALE - VACATION FOR FREE
Serial Number:	78968686	LAST MINUTE ESCAPES
Serial Number:	85895250	LEVERAGING OUR RESOURCES TO OPTIMIZE YOU
Serial Number:	85008636	LUXURY WITHOUT LIMITS
Serial Number:	85083104	MORE SPACES. MORE PLACES.
Serial Number:	77649467	MY VACATION WATCHER
Serial Number:	77763151	NEW ENGLAND HOMES
Serial Number:	85754820	PAD-ORAMIC
Serial Number:	73826367	PREFERRED STATUS
Serial Number:	73538673	RCI
Serial Number:	75515096	RCI
Serial Number:	75515097	RCI
Serial Number:	75515098	RCI
Serial Number:	73297011	RCI
Serial Number:	85891905	RCI AFFILIATE ACCESS
Serial Number:	77906641	RCI CRUISE PERKS
Serial Number:	76163576	RCI GOLD CROWN RESORT
Serial Number:	78659569	RCI GOLD CROWN RESORT
Serial Number:	77039207	RCI MEMBER DOLLARS
Serial Number:	85036217	RCI PLATINUM
Serial Number:	78626657	RCI POINTS
Serial Number:	77937776	RCI POINTS PLATINUM
Serial Number:	77464319	RCI RESORT DOLLARS
Serial Number:	77907937	RCI SHOPPING PERKS
Serial Number:	77505475	RCI SILVER CROWN RESORT
Serial Number:	78659858	RCI SILVER CROWN RESORT
Serial Number:	75070097	RCI TIMESHARE UNIVERSITY
Serial Number:	74290065	RCI TRAVEL
Serial Number:	77691411	RCI TV
Serial Number:	85877023	RCI VACATION TRACKER
Serial Number:	76481206	RCI VENTURES
Serial Number:	85625242	RCI VIP
Serial Number:	85896235	RCI WEEKS
Serial Number:	77937775	RCI WEEKS PLATINUM

**TRADEMARK**

**REEL: 005166 FRAME: 0859**

	77850401	RESORT ADVENTURES
Serial Number:	73834932	RESORTLINK
Serial Number:	77528994	SCORE ASSURE
Serial Number:	77528989	SCOREASSURE
Serial Number:	77463181	SIGNATURE SELECTIONS
Serial Number:	77760459	SOCIAL BUTTERFLY NETWORK
Serial Number:	73289169	SPACEBANK
Serial Number:	78375253	THE REGISTRY COLLECTION
Serial Number:	78491215	THE REGISTRY COLLECTION
Serial Number:	75070098	TIMESHARE UNIVERSITY
Serial Number:	85699093	TOLC TIMESHARE ONLINE LISTENING CENTER
Serial Number:	77178425	ULTIMATE LUXURY. UNLIMITED OPPORTUNITY.
Serial Number:	78969699	VACATION OUTSIDE THE BOX
Serial Number:	77910180	VETERANS HOLIDAYS

**CORRESPONDENCE DATA**

Fax Number: 9737536620

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 973-753-6216

Email: uspto.mail@wyn.com

Correspondent Name: Susan L. Crane

Address Line 1: 22 Sylvan Way

Address Line 4: Parsippany, NEW JERSEY 07054

ATTORNEY DOCKET NUMBER:	RCI
NAME OF SUBMITTER:	Diane Churchill
Signature:	/dianechurchill/
Date:	12/04/2013

Total Attachments: 2

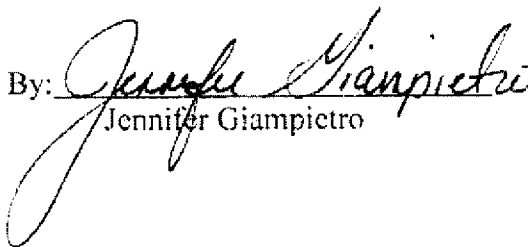
source=RCI TM Corp to RCI TM LLC - Conversion Documents#page1.tif

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STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY COMPANY ACT

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the corporation first formed is December 14, 2005.
4. The name of the Corporation immediately prior to filing this Certificate is RCI TM Corp.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is RCI TM, L.L.C.

IN WITNESS WHEREOF, the undersigned has executed this certificate on the 15th day of November, 2013.

By:   
Jennifer Giampietro

**CERTIFICATE OF FORMATION**

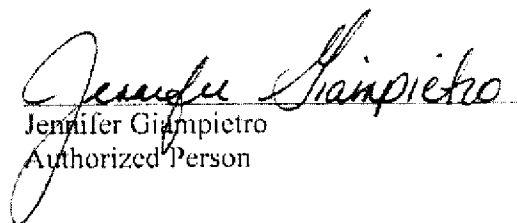
**OF**

**RCI TM, LLC**

**(Pursuant to §18-201 of the Delaware Limited Liability Company Act)**

1. The name of this Delaware limited liability company is RCI TM, LLC (the "Company").
2. The name and address of its registered agent in the State of Delaware is Corporate Creations Network Inc., 3411 Silverside Road, Rodney Building #104, Wilmington, DE 19810.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 15th day of November 2013.

  
Jennifer Giampietro  
Authorized Person