

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF AN UNDIVIDED PART OF ASSIGNOR'S INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WYNDHAM EXCHANGE AND RENTALS, INC.		12/30/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	RCI GENERAL HOLDCO 2, INC.
Street Address:	14 SYLVAN WAY
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: 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:	74350376	ENDLESS VACATION
Serial Number:	73289170	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
Serial Number:	78367093	HOLIDAY NETWORK

TRADEMARK

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:	75515096	RCI
Serial Number:	73538673	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
Serial Number:	77850401	RESORT ADVENTURES

	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:

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

Phone: 9737536455
 Email: susan.crane@wyn.com
 Correspondent Name: Susan Crane
 Address Line 1: 22 Sylvan Way
 Address Line 2: Wyndham Worldwide Corporation
 Address Line 4: Parsippany, NEW JERSEY 07054

ATTORNEY DOCKET NUMBER:	WER TO RCIGH2
NAME OF SUBMITTER:	Susan L. Crane
Signature:	/susanlcrane/
Date:	12/30/2013

Total Attachments: 5

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PARTIAL ASSIGNMENT OF U.S. TRADEMARK RIGHTS

WHEREAS WYNDHAM EXCHANGE AND RENTALS, INC. ("Assignor"), a Delaware corporation with its principal place of business at 14 Sylvan Way, Parsippany, NJ 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 GENERAL HOLDCO 2, INC. ("Assignee"), a Delaware corporation with its principal place of business at 14 Sylvan Way, Parsippany, NJ 07054 is desirous of acquiring a 99% interest in and to 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, 99% of its rights, title and interest in and to the Marks together with 99% of 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 EXCHANGE AND RENTALS, INC.

By: S. Crane
Name: _____ SUSAN L. CRANE
Title: _____ GROUP VICE PRESIDENT, LEGAL
Dated: 12/30/13 _____ & ASSISTANT SECRETARY

RCI GENERAL HOLDCO 2, INC.

By: S. Crane
Name: _____ SUSAN L. CRANE
Title: _____ GROUP VICE PRESIDENT, LEGAL
Dated: 12/30/13 _____ & ASSISTANT SECRETARY

State of New Jersey

County of Morris

On December 30, 2013 before me, Raquel Sevilla
personally appeared Susan Crane personally known to me (or
proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s)
is/are subscribed to the within instrument and acknowledged to me that he/she/they
executed the same in his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Raquel Sevilla (Seal)

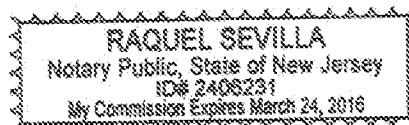



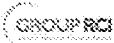


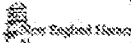




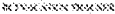





EXHIBIT 1

TRADEMARK	Logo	App. No.	Reg. No.
ARMED FORCES VACATION CLUB		78/708068	3138696
BECAUSE YOUR VACATION MEANS THE WORLD TO US		78/978000	3231709
BECAUSE YOUR VACATION MEANS...		85303781	4060113
COUNTRY MANORS & Design		78/270320	2922723
EAGLE LOGO		77912968	3834726
ENDLESS VACATION		74/350376	1809613
ENDLESS VACATION		73/289170	1195178
ENDLESS VACATION & GLOBE Design (Lined for Color)		73517618	1375807
ENDLESS VACATION RENTALS		77170610	3441898
EVRENTALS		77252638	3651834
GOVERNMENT EMPLOYEES TRAVEL OPPORTUNITIES (Words Only)		77912975	3797909
GROUP RCI		77183719	3537925
GROUP RCI VACATION EXCHANGE VACATION RENTALS & Design (Color)		77183721	3509461
HOLIDAY NETWORK & Design		78/367093	2916546
HOUSE FOR SALE - VACATION FOR FREE		77172874	3502493

LAST MINUTE ESCAPES AND CLOCK DESIGN (Color)		78968686	3407351
LEVERAGING OUR RESOURCES TO OPTIMIZE YOUR BUSINESS		85895250	
LUXURY WITHOUT LIMITS		85008636	3899592
MORE SPACES. MORE PLACES.		85083104	3925422
MY VACATION WATCHER		77649467	3657619
NEW ENGLAND HOMES and Lighthouse Design		77763151	3739792
PAD-ORAMIC		85754820	4324515
PREFERRED STATUS		73/826367	1664428
RCI		75/515096	2259562
RCI		73/538673	1386274
RCI		75/515097	2259563
RCI		75/515098	2261137
RCI & Design (V4)		73/297011	1235234
RCI Affiliate Access		85891905	
RCI CRUISE PERKS		77906641	3831474
RCI GOLD CROWN RESORT		76163576	2673879
RCI GOLD CROWN RESORT & Design		78659569	3455294
RCI MEMBER DOLLARS		77039207	3350851
RCI PLATINUM		85036217	3955974
RCI POINTS		78/626657	3089999
RCI POINTS PLATINUM		77937776	3891394
RCI RESORT DOLLARS		77464319	3549683
RCI SHOPPING PERKS		77907937	3831602
RCI SILVER CROWN RESORT		77505475	3550182
RCI SILVER CROWN RESORT & Design		78659858	3464051

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RCI TIMESHARE UNIVERSITY		75/070097	2140041
RCI TRAVEL		74290065	1755767
RCI TV and Design		77691411	3689234
RCI VACATION TRACKER		85877023	
RCI VENTURES		76/481206	2841337
RCI VIP and Design (no color)		85625242	4329407
RCI WEEKS		85896235	4422017
RCI WEEKS PLATINUM		77937775	4023485
RESORT ADVENTURES		77850401	3991554
RESORTLINK		73/834932	1,635,677
SCORE ASSURE and Design		77528994	3677641
SCOREASSURE		77528989	3677640
SIGNATURE SELECTIONS		77463181	3652320
SOCIAL BUTTERFLY NETWORK		77760459	3739564
SPACEBANK		73/289169	1227775
THE REGISTRY COLLECTION		78/375253	3013049
THE REGISTRY COLLECTION		78/491215	3265771
TIMESHARE UNIVERSITY		75/070098	2108324
TOLC and Radio Tower Design (Timeshare Online Listening Center)		85699093	4356915
ULTIMATE LUXURY. UNLIMITED OPPORTUNITY.		77178425	3377622
VACATION OUTSIDE THE BOX		78969699	3474130
VETERANS HOLIDAYS (WORD ONLY)		77910180	3797898

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