

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM520255

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/31/2018

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Mark Travel Company, LLC		12/05/2018	Limited Liability Company: NEVADA

## RECEIVING PARTY DATA

<b>Name:</b>	TMTC Holdco, LLC
<b>Street Address:</b>	701 S Carson St Ste 200
<b>City:</b>	Carson City
<b>State/Country:</b>	NEVADA
<b>Postal Code:</b>	89701
<b>Entity Type:</b>	Limited Liability Company: NEVADA

## PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	2321129	VACATION SAVERS
Registration Number:	2328628	HMHF FUN VACATIONS!
Registration Number:	2345036	BLUE SKY TOURS
Registration Number:	1137030	LAS VEGAS FUNJET
Registration Number:	2368935	
Registration Number:	2466609	VAX VACATION ACCESS
Registration Number:	2469899	FUNET
Registration Number:	4878629	HERE & BEYOND
Registration Number:	4161085	TNT VACATIONS COM
Registration Number:	1804816	FUNJET...THE FUNWAY TO GET AWAY!
Registration Number:	1258871	FUNJET
Registration Number:	2788732	FUNJET VACATION
Registration Number:	1936065	FUNJET VACATIONS
Registration Number:	3046898	MARK INTERNATIONAL
Registration Number:	3059088	DISCOUNT VACATIONS
Registration Number:	2011164	TNT VACATIONS
Registration Number:	1053430	FUNWAY HOLIDAYS
Registration Number:	1060991	GREAT AMERICAN CITIES

TRADEMARK

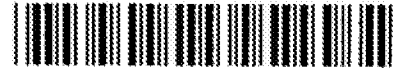
Property Type	Number	Word Mark
Registration Number:	1436738	TNT
Registration Number:	2073325	WARM FACES FUN PLACES
Registration Number:	1447922	THE MARK OF EXCELLENCE
Registration Number:	1455774	FUNWAY HOLIDAYS FUNJET
Registration Number:	2106617	FUNJET EXPRESS
Registration Number:	2115459	FUNJET EXPRESS
Registration Number:	3353160	IMAGINE VACATIONS
Registration Number:	3441904	DO SOMETHING YOU'LL NEVER FORGET
Registration Number:	2189748	MOUNTAIN VACATIONS
Registration Number:	2189975	PLEASURE BREAK VACATIONS
Registration Number:	1104487	FLORIDA FUNJET
Registration Number:	2235103	PLEASURE BREAK VACATIONS
Registration Number:	2241192	THE MARK TRAVEL CORPORATION

**CORRESPONDENCE DATA**

**Fax Number:** 3122685063  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*  
**Phone:** 888-315-0732  
**Email:** acalvert@norvellip.com  
**Correspondent Name:** Andrea J. Calvert  
**Address Line 1:** P.O. Box 2461  
**Address Line 4:** Chicago, ILLINOIS 60690

<b>NAME OF SUBMITTER:</b>	Andrea J. Calvert
<b>SIGNATURE:</b>	/Andrea J. Calvert/
<b>DATE SIGNED:</b>	04/22/2019

**Total Attachments: 12**  
source=The Mark Travel Company LLC Merger into TMTC Holdco LLC#page1.tif  
source=The Mark Travel Company LLC Merger into TMTC Holdco LLC#page2.tif  
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\*140105\*



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number <b>20180524534-44</b>
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time <b>12/05/2018 1:32 PM</b>
	Entity Number <b>C2427-1983</b>

**Articles of Merger**  
(PURSUANT TO NRS 92A.200)  
**Page 1**

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**Articles of Merger**  
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

The Mark Travel Company, LLC

Name of merging entity

Nevada

Jurisdiction

Limited Liability Company

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

Name of merging entity

Jurisdiction

Entity type \*

and,

TMTC Holdco, LLC

Name of surviving entity

Nevada

Jurisdiction

Limited Liability Company

Entity type \*

\* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

**Filing Fee: \$350.00**

This form must be accompanied by appropriate fees.



BARBARA K. CEGAUSKE  
 Secretary of State  
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 Carson City, Nevada 89701-4201  
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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 2**

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2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn: \_\_\_\_\_

c/o: \_\_\_\_\_

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

\_\_\_\_\_  
 The Mark Travel Company, LLC

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

\_\_\_\_\_

Name of merging entity, if applicable

and, or:

\_\_\_\_\_

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2  
 Revised: 1-5-15

**TRADEMARK**  
**REEL: 006625 FRAME: 0487**



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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)

**Page 3**

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(b) The plan was approved by the required consent of the owners of \*:

\_\_\_\_\_

Name of **merging** entity, if applicable

\_\_\_\_\_

Name of **merging** entity, if applicable

\_\_\_\_\_

Name of **merging** entity, if applicable

\_\_\_\_\_

Name of **merging** entity, if applicable

and, or;

TMTC Holdco, LLC

Name of **surviving** entity, if applicable

\* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 4**

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

\_\_\_\_\_  
 Name of **merging** entity, if applicable

\_\_\_\_\_  
 Name of **merging** entity, if applicable

\_\_\_\_\_  
 Name of **merging** entity, if applicable

\_\_\_\_\_  
 Name of **merging** entity, if applicable

and, or;

\_\_\_\_\_  
 Name of **surviving** entity, if applicable



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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
**Page 5**

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)\*:

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date:  Time:

\* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.



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**Articles of Merger**  
 (PURSUANT TO NRS 92A.200)  
 Page 6

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8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)\*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

The Mark Travel Company, LLC  
 Name of merging entity

X \_\_\_\_\_  
 Signature

Assistant Secretary  
 Title

12/05/2018  
 Date

Name of merging entity

X \_\_\_\_\_  
 Signature

Title

Date

Name of merging entity

X \_\_\_\_\_  
 Signature

Title

Date

Name of merging entity

X \_\_\_\_\_  
 Signature

Title

Date

and,

TMTC Holdco, LLC

Name of surviving entity

X \_\_\_\_\_  
 Signature

Assistant Secretary  
 Title

12/05/2018  
 Date

\* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Merger Page 8  
 Revised: 1-5-15

**TRADEMARK**  
**REEL: 006625 FRAME: 0491**



**PLAN OF MERGER**

*See Attached*

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is dated as of December 5, 2018 and is entered into by and between THE MARK TRAVEL COMPANY, LLC, a Nevada limited liability company (the "Merging Company"), and TMTC HOLDCO, LLC, a Nevada limited liability company (the "Surviving Company" and, together with the Merging Company, the "Companies").

### RECITALS

A. The Merging Company is a limited liability company organized and existing under the laws of the State of Nevada.

B. The Surviving Company is a limited liability company organized and existing under the laws of the State of Nevada.

C. Following the execution of this Agreement, the Merging Company shall merge with and into the Surviving Company as of the Effective Time (as defined below). At the Effective Time, all assets of the Merging Company shall become the assets of the Surviving Company.

D. The sole member of each of the Companies deems it advisable that the Merging Company merge into the Surviving Company to consummate the integration of the entities provided for in this Agreement in which the Merging Company will, on the terms and subject to the conditions set forth in this Agreement, merge with and into, the Surviving Company (the "Merger"), with the Surviving Company as the surviving company in the Merger.

E. The Surviving Company, as the sole and managing member of the Merging Company, by its execution of this Agreement on behalf of the Merging Company, hereby waives any mailing requirement in accordance with Section 92A.180 of the Nevada Revised Statutes (the "NRS").

NOW, THEREFORE, in consideration of the mutual covenants, representations, warranties and agreements contained in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

### AGREEMENT

#### I. MERGER.

(a) Subject to the terms and conditions of this Agreement, in accordance with the NRS, the Merging Company shall merge with and into the Surviving Company and shall become a single company at the Effective Time. As of the Effective Time, the Surviving Company shall continue its existence as a limited liability company under the laws of the State of Nevada and the Merging Company shall cease to exist except to the extent provided by the Act.

As soon as practicable, the Merging Company and the Surviving Company shall file articles of merger (the "Articles of Merger") with the Secretary of State of the State of Nevada and make all other filings or recordings required by applicable law in connection with the Merger. The Merger shall become effective upon the later filing of such Articles of Merger with the Secretary of State of the State of Nevada or at such later time as may be provided for in such Articles of Merger (the "Effective Time").

2. RESULTING OWNERSHIP.

(a) The Merging Company, as a wholly-owned subsidiary of the Surviving Company, shall have no ownership or interest whatsoever in the Surviving Company. Upon the Effective Time, by virtue of the Merger and without any action on the part of any member of, or holder of limited liability company interests in, the Merging Company, each limited liability company interest in the Merging Company issued and outstanding immediately prior to the Effective Time shall be canceled and no consideration shall be issued in respect thereof.

(b) The issued and outstanding membership interests of the Surviving Company, shall remain issued and outstanding and are not affected by the Merger.

3. EFFECTS OF THE MERGER.

(a) *Articles of Organization and Operating Agreement of the Surviving Company.* At the Effective Time, the Articles of Organization of the Surviving Company in effect immediately prior to the Effective Time shall be the Articles of Organization (the "Articles of Organization") of the Surviving Company as of the Effective Time. The operating agreement of the Surviving Company (the "Operating Agreement"), as in effect immediately prior to the Effective Time shall be the operating agreement of the Surviving Company as of the Effective Time.

(b) *Officers.* The officers of the Surviving Company immediately prior to the Effective Time shall remain until their successor(s) shall have been duly elected, appointed or qualified or until their earlier death, resignation or removal in accordance with the Operating Agreement.

(c) *Law Governing Merger.* Notwithstanding anything herein to the contrary, at and after the Effective Time, this merger shall have the effects set forth in the NRS.

4. REPRESENTATIONS AND WARRANTIES.

(a) *Surviving Company Representations and Warranties.* The Surviving Company represents and warrants to the Merging Company that:

(i) The Surviving Company is duly organized, validly existing and in good standing under the laws of the State of Nevada.

(ii) The Surviving Company has made available to the Merging Company complete and correct copies of its Articles of Organization and Operating Agreement.

(b) *Merging Company Representations and Warranties.* The Merging Company represents and warrants to the Surviving Company that:

(i) The Merging Company is duly organized, validly existing and in good standing under the laws of the State of Nevada.

(ii) The Merging Company has made available to the Surviving Company complete and correct copies of its Articles of Organization and Operating Agreement.

5. MISCELLANEOUS.

(a) *Notices.* All notices under this Agreement will be in writing and mailed to the registered agents of each respective entity or to such other address as any party may designate to the other by written notice, and will be effective upon receipt. Written notice will be made in the form of registered or certified letter delivered by Federal Express (or other reputable overnight delivery service which maintains a record of delivery) confirmed facsimile transmission or acknowledged receipt of electronic mail.

(b) *Waiver.* No failure or delay by either party in exercising any right or remedy under this Agreement will operate or be deemed as a waiver of any such right or remedy.

(c) *Severability.* Should any provision of this Agreement be held invalid or unenforceable or in conflict with the law of any controlling jurisdiction, that provision will be severed from this Agreement and the validity of the remaining provisions will not be affected by such holding.

(d) *Disputes.* The parties will attempt to resolve any controversy or dispute in connection with this Agreement on an amicable basis, through their prompt good faith discussions and non-binding mediation. Any dispute that cannot be resolved by the parties themselves or by mediation will be determined by final and binding arbitration in Las Vegas, Nevada, before a sole arbitrator who will award attorneys' fees and other costs to the substantially prevailing party. The arbitration award will be in writing and will specify the factual and legal bases for the award. Judgment on the award may be entered in any court having jurisdiction.

(e) *Applicable Law.* This Agreement will be governed by Nevada law, without regards to principles of conflicts of law.

(f) *Amendments.* At any time prior to the Effective Time, this Agreement may be amended, modified or supplemented by the sole member of Merging Company and the sole member of Surviving Company, whether before or after the adoption of this Agreement by the sole member of Merging Company and the sole member of the Company; provided, however, that after any such adoption, there shall not be made any amendment that by law requires the further approval by such sole member of Merger LLC or the sole member of Surviving Company without such further approval. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the Companies.

(g) *Entire Agreement.* This Agreement sets forth the entire agreement of the parties and supersedes and replaces all prior oral and written agreements and understandings.

(h) *Counterparts.* This Agreement may be executed in counterparts, each of which will be an original, and both of which together will constitute one and the same document.

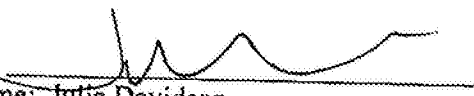
The parties have executed this Agreement as of the Date set forth above.

*[Signature page follows]*


IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the day and year first above written.

**THE MARK TRAVEL COMPANY, LLC**

By: **TMTC Holdco, LLC**, its sole Member

By:   
Name: Julia Davidson  
Title: Assistant Secretary

**TMTC HOLDCO, LLC**

By:   
Name: Julia Davidson  
Title: Assistant Secretary