

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇌ ⇌ ⇌	<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
<b>1. Name of conveying party(ies):</b> <u>Resort Condominiums International, LLC</u>  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Delaware limited liability company</u>  Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>2. Name and address of receiving party(ies)</b> Name: <u>TM Acquisition Corp.</u> Internal Address: _____ Address: _____  Street Address: <u>3838 E. Van Buren Street</u> City: <u>Phoenix</u> State: <u>AZ</u> Zip: <u>85008</u>  <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No          (Designations must be a separate document from assignment)          Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>	
<b>3. Nature of conveyance:</b> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>April 29, 2002</u>		
<b>4. Application number(s) or registration number(s):</b> A. Trademark Application No.(s) <u>75-360826</u>  Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	B. Trademark Registration No.(s) <u>2535151 2535152 2535153</u>	
<b>5. Name and address of party to whom correspondence concerning document should be mailed:</b> Name: <u>Stacy Lyons</u> <u>Senior Legal Assistant</u> Internal Address: _____ <u>Arent Fox Kintner Plotkin &amp; Kahn, PLLC</u>  Street Address: <u>1050 Connecticut Avenue, N.W.</u>  City: <u>Washington</u> State: <u>D.C.</u> Zip: <u>20036</u>	<b>6. Total number of applications and registrations involved:</b> ..... <span style="border: 1px solid black; padding: 2px;">4</span>	
	<b>7. Total fee (37 CFR 3.41).....\$</b> <u>115.00</u>  <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account	
	<b>8. Deposit account number:</b> <u>01-2300</u>  (Attach duplicate copy of this page if paying by deposit account)	
<b>DO NOT USE THIS SPACE</b>		
<b>9. Statement and signature.</b> <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i>  <u>Stacy Lyons</u> <u><i>Stacy Lyons</i></u> <u>April 30, 2002</u> Name of Person Signing      Signature      Date <div style="text-align: right; margin-right: 100px;"> <span style="border: 1px solid black; padding: 2px;">3</span> </div>		
<small>Total number of pages including cover sheet, attachments, and document:</small>		

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patent & Trademarks, Box Assignments  
 Washington, D.C. 20231

**ASSIGNMENT OF TRADEMARK APPLICATIONS AND REGISTRATIONS**

Whereas Resort Condominiums International, LLC (Assignor), a Delaware limited liability company, has adopted, used and is using the trademark which was applied for under Section 1(b) of the Trademark Act of 1946 in the United States Patent and Trademark Office under Pending Application Serial No. (75/360826 - RCI THE WORLD'S PREMIER EXCHANGE COMPANY [Class 42]); and has adopted, used and is using the trademarks which were registered in the United States Patent and Trademark Office under Registration Nos. (2535151- RCI THE WORLD'S PREMIER EXCHANGE COMPANY [Class 16]), (2535153 - RCI THE WORLD'S PREMIER EXCHANGE COMPANY [Class 36]), (2535152 - RCI THE WORLD'S PREMIER EXCHANGE COMPANY [Class 39]); and

Whereas TM Acquisition Corp. (Assignee), a Delaware corporation, located at 3838 E. Van Buren Street, Phoenix, Arizona 85008 successor to the business of Resort Condominiums International, LLC to which the marks pertain, is desirous of acquiring said trademarks and the application and registrations thereof and any goodwill of the business pertaining thereto;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Resort Condominiums International, LLC. does hereby assign unto the said TM Acquisition Corp. all right, title and interest it may own in and to the said trademarks, together with any goodwill of the business symbolized by the trademarks, and the above identified application and registrations thereof.

Resort Condominiums International, LLC

Date: April 29, 2002

By: 

Garry R. Stamm  
Vice President

State of Indiana )  
County of Hamilton ) ss:

On this 29 day of April, 2002, before me appeared Garry R. Stamm, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of the identified assignor with authority to do so.

Teresa Wilson  
Notary Public

TERESA A WILSON  
NOTARY PUBLIC STATE OF INDIANA  
BOONE COUNTY

My Commission Expires: MY COMMISSION EXP. SEPT 20, 2008