

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE RESORT CONDOMINIUMS
INTERNATIONAL, LLC

: HON. PETER G. SHERIDAN, U.S.D.J.
: Civil Action No. 06-cv-1222 (PGS)

**THIRD STIPULATION AND
ORDER MODIFYING
SETTLEMENT AGREEMENT**

This matter having come before the Court at the joint request of RCI, LLC ("RCI") and Class Counsel to modify the November 20, 2008 settlement agreement between the parties (the "Settlement Agreement"); and for good cause shown:

IT IS HEREBY STIPULATED AND ORDERED that the Settlement Agreement shall be modified as follows:

1. The definitions of Former Member and Member in Sections I.O. and I.P. of the Settlement Agreement, respectively, shall be modified as follows:

O. Former Member. "Former Member" means a Person who was a Member at any time on or after January 1, 2000 and is not a Member as of August 31, 2009, and is limited to one Person per RCI Weeks Subscribing Membership such that an RCI account that included more than one Person shall be considered one Former Member. The term "Former Member" excludes "Third-Party Entity."

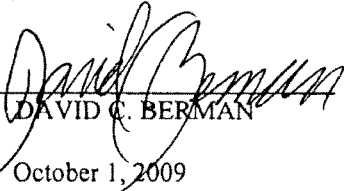
P. Member. "Member" means a Person who is enrolled in the RCI Weeks Exchange Program and who is a Vacation Owner as of August 31, 2009, and is limited to one Person per RCI account such that a RCI account that includes more than one Person shall be considered one Member. The term "Member" includes "Corporate Participant." The term "Member" excludes "Third-Party Entity" and members of the RCI Points exchange program.

2. Execution Date as defined in Section I.L. of the Settlement Agreement shall be deemed to be the date on which this Third Stipulation and Order Modifying Settlement Agreement is entered by the Court; and

3. The parties shall cause this Order to be posted on the Settlement Website, www.weeksprogramsettlement.com, within five (5) business days of entry of this Order.

DAVID C. BERMAN, P.C.
Attorneys for Plaintiffs

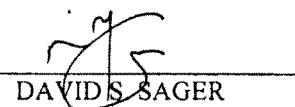
By: _____


DAVID C. BERMAN

Dated: October 1, 2009

DAY PITNEY LLP
Attorneys for Defendant RCI, LLC

By: _____


DAVID SAGER

Dated: October 1, 2009

SO ORDERED this 7 day of October, 2009.



HON. PETER G. SHERIDAN, U.S.D.J.