

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Heartland Recreational Vehicles, LLC		02/09/2007	LIMITED LIABILITY COMPANY: INDIANA

RECEIVING PARTY DATA

Name:	PNC Bank, National Association
Street Address:	70 East 55th Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2979609	LANDMARK
Registration Number:	3046838	HEARTLAND RECREATIONAL VEHICLES
Serial Number:	78745227	BIG COUNTRY
Serial Number:	78474826	BIGHORN
Serial Number:	78678248	CYCLONE
Serial Number:	78749218	RAZOR
Serial Number:	78677103	ROAD WARRIOR
Serial Number:	78745229	TRAIL RUNNER
Serial Number:	78891461	RUSH
Serial Number:	78520946	SUNDANCE

CORRESPONDENCE DATA

Fax Number: (202)756-9299
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

CH \$265.00 2979609

Phone: 8008339848
Email: matthew.mayer@thomson.com
Correspondent Name: Corporation Service Company
Address Line 1: 80 State Street
Address Line 2: 6th Floor
Address Line 4: Albany, NEW YORK 12207

ATTORNEY DOCKET NUMBER:	CSC # 758531
NAME OF SUBMITTER:	Matthew Mayer
Signature:	/Matthew Mayer/
Date:	02/16/2007

Total Attachments: 6

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NOTICE OF SECURITY INTEREST IN TRADEMARKS

WHEREAS, HEARTLAND RECREATIONAL VEHICLES, LLC, a limited liability company formed under the laws of Indiana, located at 1001 All-Pro Drive, Elkhart, Indiana 46514 (“Borrower”), owns the registrations and applications for registration of trademarks listed in the attached Schedule A (the “Marks”); and

WHEREAS, Borrower is obligated to PNC BANK, NATIONAL ASSOCIATION (“PNC”) and various other financial institutions (collectively, “Lenders”) and PNC as agent for Lenders (“Agent”) pursuant to (i) a certain Revolving Credit, Term Loan and Security Agreement, dated the date hereof, among Agent, Lenders and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the “Agreements”); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks and the goodwill of the business symbolized by the Marks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby confirm the granting to Agent for its benefit and for the ratable benefit of Lenders of a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, which security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof, and authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Notice of Security Interest in Trademarks.

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Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the security interest granted hereby are more fully set forth in the Agreements.

Dated: February 9, 2007

HEARTLAND RECREATIONAL VEHICLES,
LLC

By: 

Name: John W. Rhymen

Title: Secretary

PNC BANK, NATIONAL ASSOCIATION, as
Agent

By: _____

Name:

Title:

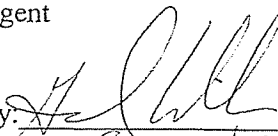
Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the security interest granted hereby are more fully set forth in the Agreements.

Dated: February __, 2007

HEARTLAND RECREATIONAL VEHICLES,
LLC

By: _____
Name:
Title:

PNC BANK, NATIONAL ASSOCIATION, as
Agent

By:  _____
Name: Gordon Wilkins
Title: VP

STATE OF _____)
)
COUNTY OF _____) ss:

On the ____ day of February, 2007, before me personally came _____ to me known, who being by me duly sworn, did depose and say s/he is the _____ of Heartland Recreational Vehicles, LLC, the limited liability company, described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said company.

Notary Public

My Commission Expires:

STATE OF _____)
)
COUNTY OF _____) ss:

On the 9th day of February, 2007, before me personally came Gordon Wilkins to me known, who being by me duly sworn, did depose and say s/he is the Vice President of PNC Bank, National Association, the financial institution described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said financial institution.



Notary Public

My Commission Expires:

Joselyn Fine
Notary Public, State of New York
No. 01F16139884
Qualified in New York County
Commission Expires 1/17/2010

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated February 9, 2007, by and between Heartland Recreation Vehicles, LLC and PNC Bank, National Association, as Agent.

<i>U.S. TRADEMARK</i>			
<i>Mark</i>	<i>Application No. (Filing Date)</i>	<i>Registration No. (Registration Date)</i>	<i>Status</i>
LANDMARK	78/333,487 (11-26-03)	2,979,609 (7-26-05)	Registered
COMPANY	78/324509 (11-07-03)	3,046,838 (1-17-06)	Registered

PENDING TRADEMARK APPLICATIONS

<i>File #</i>	<i>Mark</i>	<i>Serial No.</i>	<i>Class</i>	<i>Goods/Services</i>
100357	BIG COUNTRY	78/745227	12	Recreational vehicles, namely fifth wheel trailers and travel trailers
97265	BIGHORN	78/474826	12	Recreational vehicles, namely fifth wheel trailers and travel trailers
99770	CYCLONE	78/678248	12	Recreational vehicles, namely fifth wheel trailers and travel trailers
100674	RAZOR	78/749218	12	Recreational vehicles, namely fifth wheel trailers and travel trailers
99771	ROAD WARRIOR	78/677103	12	Recreational vehicles, namely fifth wheel trailers and travel trailers
100366	TRAIL RUNNER	78/745229	12	Recreational vehicles, namely fifth wheel trailers and travel trailers
103290	RUSH	78/891461	12	Recreational vehicles, namely fifth wheel trailers and travel trailers
97671	SUNDANCE	78/520946	12	Recreational vehicles, namely fifth wheel trailers and travel trailers