Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE: **NEW ASSIGNMENT** NATURE OF CONVEYANCE: SECURITY INTEREST

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------|----------|----------------|---|
| FreedomRoads, LLC | | 104/18/2008 | LIMITED LIABILITY COMPANY: MINNESOTA |

RECEIVING PARTY DATA

| Name: | Bank of America, N.A. | |
|-------------------|--------------------------|--|
| Street Address: | 1355 Windward Concourse | |
| Internal Address: | Mail Code: GA7-903-04-21 | |
| City: | Alpharetta | |
| State/Country: | GEORGIA | |
| Postal Code: | 30005 | |
| Entity Type: | National Bank: | |

PROPERTY NUMBERS Total: 3

| Property Type | Number | Word Mark | |
|----------------------|----------|---------------|--|
| Registration Number: | 3121542 | FREEDOMROADS | |
| Serial Number: | 78477755 | FREEDOMCARE | |
| Serial Number: | 76638191 | RV THERE YET? | |

CORRESPONDENCE DATA

Fax Number: (704)444-8847

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

704-343-2278 Phone:

Email: ksaltrick@mcguirewoods.com Correspondent Name: Kimberly B. Saltrick, Paralegal

Address Line 1: 201 North Tryon Street

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER: 4452178-3225

NAME OF SUBMITTER: Kevin Landmesser, Esquire

TRADEMARK

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| Signature: | /Kevin Landmesser/ | | | |
|--|--------------------|--|--|--|
| Date: | 04/24/2008 | | | |
| Total Attachments: 4 source=IP Security Agreement - FreedomRoads, LLC#page1.tif source=IP Security Agreement - FreedomRoads, LLC#page2.tif source=IP Security Agreement - FreedomRoads, LLC#page3.tif source=IP Security Agreement - FreedomRoads, LLC#page4.tif | | | | |

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OMB Collection 0651-0027 (exp. 6/30/2008)

| RECORDATION FORM COVER SHEET TRADEMARKS ONLY | | | | |
|--|--|--|--|--|
| To the Director of the U. S. Patent and Trademark Office: Plea | ase record the attached documents or the new address(es) below. | | | |
| Name of conveying party(ies): FreedomRoads, LLC | 2. Name and address of receiving party(ies) Additional names, addresses, or citizenship attached? Yes No | | | |
| ☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☐ Corporation- State: ☐ Other Limited Liability Company Citizenship (see guidelines) Minnesota Additional names of conveying parties attached? ☐ Yes ☑ No 3. Nature of conveyance)/Execution Date(s): Execution Date(s) April 18, 2008 ☐ Assignment ☐ Merger ☑ Security Agreement ☐ Change of Name | Name: Bank of America, N.A., as Administrative Agent Internal Address: Mail Code: GA7-903-04-21 Street Address: 1355 Windward Concourse City: Alpharetta State: Georgia Country: USA Zip: 30005 Association Citizenship General Partnership Citizenship Limited Partnership Citizenship Corporation Citizenship V Other National Bank Citizenship If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No | | | |
| 4. Application number(s) or registration number(s) and A. Trademark Application No.(s) 78/371,700 (Freedom Roads) 78/477,755 (FreedomCare) 76/638,191 (R V There Yet?) C. Identification or Description of Trademark(s) (and Filing | d identification or description of the Trademark. B. Trademark Registration No.(s) Additional sheet(s) attached? Yes No | | | |
| Name & address of party to whom correspondence concerning document should be mailed: Name: <u>Kimberly B. Saltrick, Paralegal</u> | 6. Total number of applications and registrations involved: | | | |
| Internal Address: McGuireWoods LLP Street Address: 201 North Tryon Street | 7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ Authorized to be charged by credit card Authorized to be charged to deposit account Enclosed | | | |
| City: Charlotte | 8. Payment Information: | | | |
| State: North Carolina Zip: 28202 Phone Number: 704-343-2278 Fax Number: 704-444-8847 Email Address: ksaltrick@mcguirewoods.com | a. Credit Card Last 4 Numbers Expiration Date b. Deposit Account Number Authorized User Name | | | |
| 9. Signature: Sadvesse Signature | 4·18·08 | | | |
| Kevin Landmesser, Esq./McGuireWoods LLF Name of Person Signing | Total number of pages including cover sheet, attachments, and document: | | | |

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

NOTICE OF SECURITY INTEREST IN U.S. PATENTS AND TRADEMARKS AND COPYRIGHTS

U.S. Department of Commerce

U.S. Patent and Trademark Office

U.S. Copyright Office

Please be advised that the undersigned has granted a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications listed on ANNEX I attached hereto; all patents and patent applications listed on ANNEX I attached hereto and all copyrights listed on ANNEX I attached hereto, to BANK OF AMERICA, N.A. (the "Administrative Agent"), pursuant to a Amended and Restated Security Agreement, dated as of April 18, 2008 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), among FREEDOMROADS, LLC, a Minnesota limited liability company (the "Company"), FREEDOMROADS INTERMEDIATE HOLDCO, LLC, a Minnesota limited liability company ("FRI"), EACH OF THE UNDERSIGNED SUBSIDIARIES OF THE COMPANY AND EACH OTHER PERSON WHO SHALL BECOME A PARTY HERETO BY EXECUTION OF A SECURITY JOINDER AGREEMENT (together with the Company and FRI, each a "Grantor" and collectively, the "Grantors"), and the Administrative Agent (on behalf of the Secured Parties, as defined in such Security Agreement).

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Dated this the _____, day of April, 2008.

GRANTORS:

FREEDOMROADS, LLC

Name: Roger L Nuttall

Title: Executive Vice President and Chief

Financial Officer and Treasurer

ANNEX I

I. Trademarks and Trademark Applications:

| Country of Registration | Serial Number | Registration Number | Word Mark |
|-------------------------|---------------|------------------------|----------------|
| USA | 78371700 | 3121542 | FREEDOM ROADS |
| USA | 78477755 | | FREEDOMCARE |
| USA | 76638191 | _ | R V THERE YET? |

II. Patents and Patent Applications:

None.

III. Copyrights:

None.

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RECORDED: 04/24/2008

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