

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	GRANT OF A SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Monaco Coach Corporation		11/06/2008	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Ableco Finance LLC, as collateral agent
<b>Street Address:</b>	450 Park Avenue
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10022
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY:

**PROPERTY NUMBERS Total: 70**

Property Type	Number	Word Mark
Registration Number:	2290577	ADMIRAL
Registration Number:	0823600	ALUMA FRAME
Registration Number:	3285423	ALUMAFRAME
Registration Number:	1452051	ALUMA-LITE
Registration Number:	2117956	ALUMASCAPE
Registration Number:	2913241	ALUMASPORT
Registration Number:	2430494	AMBASSADOR
Registration Number:	3409806	ARISTA
Registration Number:	2615269	ATLANTIS
Registration Number:	1153831	BEAVER
Registration Number:	1408395	BEAVER
Registration Number:	1141263	B
Registration Number:	2910980	BISON
Registration Number:	3514247	CASCADE

**CH \$1765.00 2290577**

Registration Number:	2660768	CAYMAN
Registration Number:	3169696	CAYMAN
Registration Number:	3295591	DAMARA
Registration Number:	2203845	
Registration Number:	2320504	DIPLOMAT
Registration Number:	1120461	DOLPHIN
Registration Number:	2215430	DURAFRAME
Registration Number:	3163801	DURASLIDE
Registration Number:	1692825	DYNASTY
Registration Number:	1805232	ENDEAVOR
Registration Number:	3093968	ESQUIRE
Registration Number:	3012211	GAZELLE
Registration Number:	1463410	HOLIDAY RAMBLER
Registration Number:	1113105	HOLIDAY RAMBLERS
Registration Number:	1774661	HR
Registration Number:	1788857	HR
Registration Number:	1815960	HR
Serial Number:	77509264	ION
Registration Number:	3198487	IVORY
Registration Number:	2646306	KNIGHT
Registration Number:	2607457	LAKOTA
Registration Number:	2256824	LA PALMA
Registration Number:	3143596	LIVE OUT LOUD
Registration Number:	1407605	MARQUIS
Registration Number:	3396334	MONACO FINANCIAL SERVICES
Registration Number:	3396346	MFS MONACO FINANCIAL SERVICES
Registration Number:	2655209	MONACO
Registration Number:	2452085	MONARCH
Registration Number:	2790676	NATIONAL RV
Registration Number:	2694059	NEPTUNE
Registration Number:	2872840	NEXT LEVEL
Registration Number:	3184861	ONE COACH AT A TIME. YOURS.
Registration Number:	3277523	PACIFICA
Registration Number:	3215528	PANASUITE
Registration Number:	3225797	PANAVIEW

Registration Number:	3366498	PASSAGE
Registration Number:	2295459	PATRIOT
Registration Number:	3289079	REACH YOUR DESTINATION
Registration Number:	2230128	SAFARI
Serial Number:	77490937	SAFETYCRUISE
Registration Number:	2696544	SANTIAM
Registration Number:	2916768	SAVOY
Registration Number:	2490778	SCEPTER
Registration Number:	3106698	SEA BREEZE
Registration Number:	1366571	SEA BREEZE
Registration Number:	2924451	SIMBA
Registration Number:	3377770	STARLITE
Registration Number:	2973950	STARWOOD
Registration Number:	2388565	SURFSIDE
Registration Number:	1217465	THE EXECUTIVE
Registration Number:	1970508	THIS IS LIVING
Registration Number:	2757299	TRAVELER BY HOLIDAY RAMBLER
Registration Number:	1862431	TREK
Registration Number:	1725423	TROPI-CAL
Registration Number:	1873239	VACATIONER
Registration Number:	2006680	WINDSOR

**CORRESPONDENCE DATA**

Fax Number: (212)593-5955  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-756-2552  
Email: marisa.kaplan@srz.com  
Correspondent Name: Marisa Kaplan, Esq.  
Address Line 1: 919 Third Avenue  
Address Line 2: 22nd Floor  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	014951.0964
NAME OF SUBMITTER:	Marisa Kaplan, Esq. (014951.0964)
Signature:	/kc for mk/
Date:	11/07/2008

**Total Attachments: 5**

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GRANT OF A SECURITY INTEREST -- TRADEMARKS

WHEREAS, Monaco Coach Corporation (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated November 6, 2008 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Ableco Finance LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (each such term as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

This agreement shall be governed by, construed and interpreted in accordance with the laws of the State of New York, except as required by mandatory provisions of law and except to the extent that the validity and perfection or the perfection and the effect of perfection or non-perfection of the security interest created hereby, or remedies hereunder, in respect of any particular Collateral are governed by the law of a jurisdiction other than the State of New York.

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of November 6, 2008.

MONACO COACH CORPORATION

By: [Signature]  
Name: P. Martin Daley  
Title: Vice President

STATE OF OREGON

ss.:

COUNTY OF LANE

On this 6<sup>th</sup> day of November, 2008, before me personally came P. MARTIN DALEY, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that ~~he~~ is the VICE PRESIDENT of Monaco Coach Corporation, a Delaware corporation, and that ~~he~~ executed the foregoing instrument in the firm name of MONACO COACH CORPORATION, and that ~~he~~ had authority to sign the same, and ~~he~~ acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

[Signature]  
[Notary Seal]



Grant of a Security Interest (Trademark)

TRADEMARK  
REEL: 003884 FRAME: 0846

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Trademarks and Trademark Applications

TRADEMARK	Application Date	Serial Number	Registration Date	Registration Number	MARK
24/7					None
Admiral	3/18/1998	75-452,626	11/2/1999	2,290,577	®
Alumaframe and Design	12/3/1965	72-233,905	2/7/1967	823,600	®
Alumaframe and Design (Updated Design)	2/12/2007	77-104,833	8/28/2007	3,285,423	®
Aluma-Lite	12/4/1986	73-633,701	8/11/1987	1,452,051	®
Alumascape	12/2/1996	75-206,743	12/2/1997	2,117,956	®
Alumasport	12/12/2003	78-340,094	12/21/2004	2,913,241	
Ambassador	10/12/1999	75-818,345	2/20/2001	2,430,494	®
Arista	10/13/2006	77-020,604	4/8/2008	3,409,806	®
Atlantis	12/3/2001	76-343,859	9/3/2002	2,615,269	®
Augusta					None
Beaver and Design (script word)	5/14/1976	73-087,083	5/12/1981	1,153,831	®
Beaver and Design (word & figure)	2/18/1986	73-583,234	9/9/1986	1,408,395	®
Beaver (figure only)			11/11/1980	1,141,263	None
Bison	11/19/2003	78-330,040	12/14/2004	2,910,980	
Black Diamond	5/30/2006	78-896,021			™
Camelot					None
Cascade	4/18/2006	78-863,842	10/7/2008	3,514,247	®
Cayman	9/24/2001	76-316,754	12/10/2002	2,660,768	®
Cayman for "sports cars"	12/1/2004	78-525,214	4/7/2006	3,169,696	
CCP Logo					None
Cheetah					None
Compression					None
Contessa					None
Covina	3/10/2008	77-417,421			™
Damara	4/18/2006	78-863,818	9/18/2007	3,295,591	®
Design Only Mahindra look-alike logo	5/08/2008	77469061	Pending	Pending	
Design Only Monaco corporate (highway) logo	8/21/1997	75344962	11/17/1998	2,203,845	
Diplomat	6/26/1998	75-503,265	2/22/2000	2,320,504	®
Dolphin	3/6/1978	73-161,059	6/19/1979	1,120,461	®
Driving Your Dream					None

TRADEMARK	Application Date	Serial Number	Registration Date	Registration Number	MARK
Dune Chaser	6/24/2003	78-266,230			TM
Dune Seeker					None
Duraframe	6/20/1997	75-312,310	12/29/1998	2,215,430	®
Durahull	10/31/2007	77-318,492	Pending	Pending	TM
Durapod	10/31/2007	77-318,496	Pending	Pending	TM
Duraslide	1/11/2005	78-545,213	10/24/2006	3,163,801	®
Dynasty	9/4/1990	74-093,403	6/9/1992	1,692,825	®
Endeavor	7/28/1992	74-298,687	11/16/1993	1,805,232	®
ESQUIRE	2/27/2004	78375423	5/16/2006	3,093,968	
GAZELLE	3/09/2004	78381079	11/01/2005	3,012,211	
Holiday Rambler	4/6/1987	73-653,075	11/3/1987	1,463,410	®
Holiday Ramblers and Design	7/25/1997	73-135,092	2/13/1979	1,113,105	®
HR and Design (Class 12 - Rec Veh)	6/1/1992	74-280,007	6/1/1993	1,774,661	®
HR and Design (Class 14 - Jewelry)	6/1/1992	74-280,033	8/17/1993	1,788,857	®
HR and Design (Class 25 - Clothing)	6/1/1992	74-280,225	1/11/1994	1,815,960	®
Imperial					None
Ion	6/26/2008	77-509,264			TM
Ivory	1/24/2006	78-797,756	1/16/2007	3,198,487	®
Knight	10/14/1999	75-814,197	11/5/2002	2,646,306	®
Lakota	10/15/2001	76-321,574	8/13/2002	2,607,457	®
LaPalma	2/17/1998	75-435,833	6/29/1999	2,256,824	®
Lifestyles (Magazine)					None
Live Out Loud	6/2/2005	78-641,989	9/12/2006	3,143,596	TM
Marquis	12/19/1985	73-574,202	9/2/1986	1,407,605	®
McKenzie					None
Medallion					None
MFS Monaco Financial Services	5/24/2006	78-891,457	3/11/2008	3,396,334	®
MFS Monaco Financial Services (CANADA)	9/26/2006	1,317,999			TM
MFS Monaco Financial Services Logo & Design	6/6/2006	78-901,418	3/11/2008	3,396,346	®
Mintaro					None
Monaco	8/22/1997	75-345,468	12/3/2002	2,655,209	®
Monaco in Europe	2/6/2008	6649362			TM
Monaco Logo	8/21/1997	75-344,962	11/17/1998	2,203,845	®
Monarch	9/13/1999	75-797,218	5/15/2001	2,452,085	®
Montclair	6/4/2008	77-490,801			TM
National RV	9/24/2002	76-452,369	12/9/2003	2,790,676	®
Nautica	5/23/2007	77-188,276			TM
Neptune	9/24/2001	76-316,342	3/4/2003	2,694,059	®
Next Level	4/17/2003	78-238,680	9/10/2004	2,872,840	®



TRADEMARK	Application Date	Serial Number	Registration Date	Registration Number	MARK
One Coach At A Time. Yours.	6/2/2005	78-641,973	12/12/2006	3,184,861	®
Pacifica	10/21/2005	78-738,542	8/7/2007	3,277,523	®
Panasuite	4/26/2006	78-870,177	3/6/2007	3,215,528	®
Panaview	5/12/2005	78-628,999	4/3/2007	3,225,797	®
Passage	12/19/2006	77-067,710	1/8/2008	3,366,498	®
Patriot	6/8/1998	75-499,315	11/30/1999	2,295,459	®
Presidential					None
Reach Your Destination	6/6/2006	78-900,833	9/4/2007	3,289,079	®
Riptide	5/24/2007	77-189,378	Pending	Pending	™
Roadmaster					None
Royale Coach by Monaco					None
Safari	7/17/1997	75-325,748	3/9/1999	2,230,128	®
Safety Cruise	6/4/2008	77-490,937	Pending	Pending	™
SANTIAM	9/24/2001	76316752	3/11/2003	2,696,544	
Savoy	10/15/2003	78-314,040	1/4/2005	2,916,768	®
Scepter	10/16/2000	76-147,406	9/18/2001	2,490,778	®
Sea Breeze	7/6/2005	78-664,699	6/20/2006	3,106,698	®
Sea Breeze	3/29/1985	73-529,445	10/22/1985	1,366,571	®
Signature					None
SIGNATURE MOTORCOACH RESORT	3/05/2007	77122431	Pending	Pending	
Signature Resorts	3/31/2008	77-435,917	Pending	Pending	™
Signature Resorts Logo	1/18/2008	77-375,182	Pending	Pending	™
Simba	10/23/2003	78-317,798	2/1/2005	2,924,451	®
SmartScan or Smart Scan					None
St★rlite	5/29/2007	77-191,810	2/5/2008	3,377,770	®
Starwood	10/15/2003	78-314,044	7/19/2005	2,973,950	®
Surfside	11/23/1998	75-594,091	9/19/2000	2,388,565	®
Teleslide	6/6/2007	77-198,634	Pending	Pending	™
The Executive (Executive)	6/22/1981	73-315,834	11/23/1982	1,217,465	®
This is Living	6/13/1994	74-536,900	4/23/1996	1,970,508	®
TRAVELER BY HOLIDAY RAMBLER	4/01/2002	76390536	8/26/2003	2,757,299	
Trek	1/22/1991	74-132,486	11/15/1994	1,862,431	®
Tropi-cal	11/26/1991	74-225,481	10/20/1992	1,725,423	®
Vacationer	7/22/1992	74-297,465	1/10/1995	1,873,239	®
WINDSOR	6/03/1994	74532783	10/08/1996	2,006,680	