

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest in US Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TL Enterprises, Inc.		11/29/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	The Bank of New York Mellon Trust Company, N.A., as collateral agent		
Street Address:	700 South Flower Street		
Internal Address:	Suite 500		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90017		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	2043024	RV BUSINESS	
Registration Number:	2015238	CARAVENTURE	
Registration Number:	1982678	TRAILER LIFE CAMPGROUNDS, RV PARKS & SERVICES DIRECTORY	
Registration Number:	2035941	GO & RENT . . . RENT & GO	
Registration Number:	1898896	SUNNY DESTINATIONS	
Registration Number:	1895073	MOTORHOME	
Registration Number:	1991599	TRAFFIC BUILDERS	
Registration Number:	1851088	AMERICAN RIDER	
Registration Number:	1645203	HIGHWAYS THE OFFICIAL PUBLICATION OF THE GOOD SAM CLUB	
Registration Number:	1442575	MOTORHOME	
Registration Number:	1512170	RV BUSINESS	
Registration Number:	0854909	W	

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2128198200
Email: fcutajar@whitecase.com
Correspondent Name: White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 2: Patents & Trademarks
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1155732-0186
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	12/03/2010

Total Attachments: 8
source=TLEnterprisesTMGrantToTBNYMellon#page1.tif
source=TLEnterprisesTMGrantToTBNYMellon#page2.tif
source=TLEnterprisesTMGrantToTBNYMellon#page3.tif
source=TLEnterprisesTMGrantToTBNYMellon#page4.tif
source=TLEnterprisesTMGrantToTBNYMellon#page5.tif
source=TLEnterprisesTMGrantToTBNYMellon#page6.tif
source=TLEnterprisesTMGrantToTBNYMellon#page7.tif
source=TLEnterprisesTMGrantToTBNYMellon#page8.tif

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, TL Enterprises, Inc. (the "Grantor"), with principal offices at 2575 Vista Del Mar Drive, Ventura, CA 93001, hereby grants to The Bank of New York Mellon Trust Company, N.A., as Collateral Agent, with an office at 700 South Flower Street, Suite 500, Los Angeles, CA 90017, (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Pledge and Security Agreement among the Grantor, the other Grantors from time to time party thereto and the Grantee, dated as of November 30, 2010 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

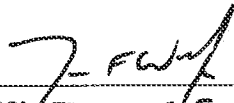
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
29 day of November, 2010

TL ENTERPRISES, INC., Grantor

By 
Name: THOMAS F. WOLFE
Title: SVP / CFO

CALIFORNIA JURAT WITH AFFIANT STATEMENT

- See Attached Document (Notary to cross out lines 1-6 below)
 See Statement Below (Lines 1-5 to be completed only by document signer[s], *not* Notary)

~~_____

_____~~

Signature of Document Signer No. 1

Signature of Document Signer No. 2 (if any)

State of California

County of Ventura

Subscribed and sworn to (or affirmed) before me on this

29 day of November, 2010, by
Date Month Year

(1) Thomas F. Wolfe
Name of Signer

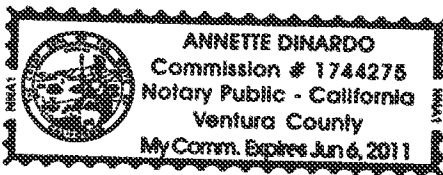
proved to me on the basis of satisfactory evidence to be the person who appeared before me (.) (.)

(and

(2) _____
Name of Signer

proved to me on the basis of satisfactory evidence to be the person who appeared before me.)

Signature Annette Dinardo
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Further Description of Any Attached Document

Title or Type of Document: TL Enterprises Trademark Assignment

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

RIGHT THUMBPRINT OF SIGNER #1
Top of thumb here

RIGHT THUMBPRINT OF SIGNER #2
Top of thumb here

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., as Collateral Agent and Grantee

By 

Name: Raymond Torres

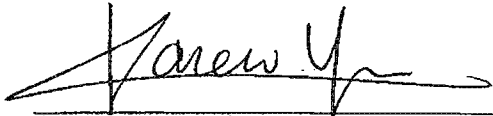
Title: Senior Associate

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES)

On November 29, 2010 before me, Karen Yu, Notary Public, personally appeared Raymond Torres, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that ~~he/she~~ executed the same in ~~his/her~~ authorized capacity, and that by ~~his/her~~ signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature of Notary Public



(Seal)

SCHEDULE A

	Serial Number	Reg. Number	Word Mark	Status
1	75017865	2043024	RV BUSINESS	LIVE
2	74732108	2015238	CARAVENTURE	LIVE
3	74713643	1982678	TRAILER LIFE CAMPGROUNDS, RV PARKS & SERVICES DIRECTORY	LIVE
4	74523976	2035941	GO & RENT . . . RENT & GO	LIVE
5	74523936	1898896	SUNNY DESTINATIONS	LIVE
6	74511112	1895073	MOTORHOME	LIVE
7	74474769	1991599	TRAFFIC BUILDERS	LIVE
8	74348838	1851088	AMERICAN RIDER	LIVE
9	74058354	1645203	HIGHWAYS THE OFFICIAL PUBLICATION OF THE GOOD SAM CLUB	LIVE
10	73623062	1442575	MOTORHOME	LIVE
11	73623060	1512170	RV BUSINESS	LIVE
12	72283405	0854909	W	LIVE