

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	Release of Security Interest
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
U.S. Bank National Association, for itself and as agent		08/24/2004	association:

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	TL Enterprises, Inc.
<b>Street Address:</b>	64 Inverness Drive East
<b>City:</b>	Englewood
<b>State/Country:</b>	COLORADO
<b>Postal Code:</b>	80112
<b>Entity Type:</b>	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 12</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	1851088	AMERICAN RIDER
Registration Number:	2112549	AMERICAN RIDER
Registration Number:	1834600	R V SHOPPER
Registration Number:	1006079	TRAILER LIFE
Registration Number:	1991599	TRAFFIC BUILDERS
Registration Number:	1645203	HIGHWAYS THE OFFICIAL PUBLICATION OF THE GOOD SAM CLUB
Registration Number:	1442575	MOTORHOME
Registration Number:	1107269	RIDER
Registration Number:	1512170	RV BUSINESS
Registration Number:	997384	SAMBOREE
Registration Number:	1393500	SKI AMERICARD
Registration Number:	1278456	AMERICAN SKI ASSOCIATION

<b>CORRESPONDENCE DATA</b>
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CH \$315.00 1851088

Fax Number: (310)203-0567

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

Phone: 310-203-8080

Email: cll@jmbm.com

Correspondent Name: Jeffer, Mangels, Butler & Marmaro LLP

Address Line 1: 1900 Avenue of the Stars, 7th Floor

Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:

60982-0004

NAME OF SUBMITTER:

Christine L. Lofgren, Esq.

**Total Attachments: 5**

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## **RELEASE OF SECURITY INTEREST AND ASSIGNMENT OF TRADEMARKS**

KNOW ALL MEN BY THESE PRESENTS that U.S. Bank National Association, f/k/a First Bank National Association, a national banking association, for itself and as "Agent" under and for the benefit of the "Banks" as defined in the Credit Agreement dated as of October 11, 1994 and as amended, restated, or otherwise modified thereafter (hereinafter, collectively, "U.S. Bank"), with a mailing address at 601 Second Avenue South, Minneapolis, Minnesota 55402, for value received and other good and valuable consideration, does hereby:

(a) Release and discharge the security interest created by (i) the Collateral Assignment of Trademarks dated October 11, 1994 and recorded on October 17, 1994 at Reel 1236, Frame 0132 in the U.S. Patent and Trademark Office and (ii) the Security Agreement dated October 11, 1994 (the foregoing two instruments shall be collectively referred to herein as the "Security Agreement") and in particular the security interest in the Trademarks, as defined below (the "Security Interest") granted to it by TL Enterprises, Inc., a Delaware corporation ("TL"), with a principal place of business at 64 Inverness Drive East, Englewood, Colorado 80112, the debt and obligations secured by the Security Interest having been paid and satisfied in full;

(b) Sell, assign, and transfer to TL, U.S. Bank's entire right, title and interest in and to all of the trademarks and trade names and the registrations and applications thereof owned by TL at any prior to, as of, or after the date of the Security Agreement (all of the foregoing items as the same may have been amended pursuant to the terms of the Security Agreement from time to time, being collectively referred to herein as the "Trademarks"), including but not limited to those set forth on Exhibit "A" attached hereto, and including, without limitation, all proceeds thereof together with the right to recover for past, present and future infringements, all rights corresponding thereto throughout the world and all renewals and extensions thereof, together with the goodwill of the business associated with said Trademarks; and

(c) Acknowledge and agree that the Security Agreement is void and of no effect, and is hereby terminated in its entirety.

TL acknowledges, agrees, and consents to the above release of the Security Interest, assignment of the Trademarks to TL, and termination of the Security Agreement.

IN WITNESS WHEREOF, said U.S. Bank has hereunto caused its corporate name to be subscribed and seal affixed by Joseph H. Andersen, its Senior Vice President, thereby authorized, as of this 24<sup>th</sup> day of August, 2004.

Signed, Sealed and Delivered in the Presence of:

U.S. BANK NATIONAL ASSOCIATION, f/k/a FIRST BANK NATIONAL ASSOCIATION

Sue DeHroot  
Witness

By: Joseph H. Andersen  
Print Name: Joseph H. Andersen  
Title: Senior Vice President

State of Minnesota  
County of Hennepin

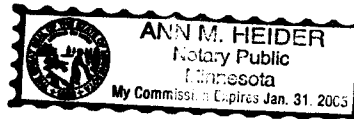
August 24, 2004

Before me personally appeared Joseph H. Andersen of said U.S. Bank National Association, f/k/a First Bank National Association, the signer and sealer of the foregoing instrument, who acknowledged the same to be the free act and deed of said U.S. Bank National Association, f/k/a First Bank National Association.

Ann M. Heider  
Print Name: Ann M. Heider  
Notary Public  
My Commission Expires: 1-31-05

Acknowledged and Agreed:

TL ENTEPRRISES, INC.



By: Robert T. York  
Print Name: ROBERT T. YORK  
Title: ASSISTANT SECRETARY  
Dated: AUGUST 24, 2004

**EXHIBIT "A"**

**U.S. Trademark Applications/Registrations**

<b>MARK</b>	<b>APP. NO.</b>	<b>REG. NO.</b>	<b>REG. DATE</b>
AMERICAN RIDER	74/348,838	1,851,088	8/23/94
AMERICAN RIDER	74/380,324	2,112,549	11/11/97
CLASSIC RIDER	74/348,840 (Abandoned)	N/A	N/A
RV SHOPPER	74/297,232	1,834,600	5/3/94
SAMGO	73/220,502	1,172,425 (Canceled)	10/6/81
EMERGENCY ROAD SERVICE	74/275,098 (Abandoned)	N/A	N/A
GOOD SAM EMERGENCY ROAD SERVICE	74/275,097	1,801,092 (Canceled)	10/26/93
TRAILER LIFE	72/463,270	1,006,079	2/10/76
TRAFFIC BUILDERS	74/474,769	1,991,599	8/6/96
KLEEN SAM	74/366,911 (Abandoned)	N/A	N/A
AMERICAN RIDERS (Stylized Letters)	74/166,217 (Abandoned)	N/A	N/A
RV LIFESTYLE	73/641,623 (Abandoned)	N/A	N/A
CAMPER COACHMAN	72/463,268	995,326 (Canceled)	10/8/74
CARAVENTURE	73/011,292	1,004,932 (Canceled)	2/18/75
COMMERCIAL MEMBER GOOD SAM RECREATIONAL VEHICLE CLUB	73/165,654	1,124,143 (Canceled)	8/14/79

<b>MARK</b>	<b>APP. NO.</b>	<b>REG. NO.</b>	<b>REG. DATE</b>
GOOD SAM PARK – A GOOD PLACE TO PARK YOUR RV	73/091,895	1,082,104 (Canceled)	1/10/78
GOOD SAMTOURS	73/667,736	1,505,205 (Canceled)	9/20/88
HIGHWAYS – THE OFFICIAL PUBLICATION OF THE GOOD SAM CLUB and Design	74/058,354	1,645,203	5/21/91
MEMBER GOOD SAM CLUB	72/226,655	881,862 (Canceled)	12/2/69
MOTORHOME	73/623,062	1,442,575	6/9/87
MOTORHOME LIFE	74/463,269	1,006,078 (Canceled)	3/4/75
RECREATIONAL VEHICLE RETAILER RVR (Stylized Letters)	72/463,271	1,010,156 (Canceled)	5/6/75
RIDER	73/150,388	1,107,269	11/28/78
RIDER MOTORCYCLE TOURING AND COMMUTING	73/095,063	1,068,354 (Canceled)	6/21/77
RV BUSINESS	73/623,060	1,512,170	11/8/88
RV DEALER (Stylized)	72/427,037	981,131 (Canceled)	3/26/74
SAMBOREE	73/011,293	997,384	11/5/74
SAM STOP SLEEP SAFE NO FRILLS/LOW COST RV PARKING	73/188,139	1,143,801 (Canceled)	12/6/80
SENIOR LIFE	73/210,880	1,149,357 (Canceled)	12/16/80

MARK	APP. NO.	REG. NO.	REG. DATE
VAN LIFE & FAMILY TRUCKING	73/167,820	1,124,912 (Canceled)	9/11/79
HIGHWAY HERALD	73/623,061	1,440,595 (Canceled)	5/26/87
RV BAROMETER	73/623,069	1,440,596 (Canceled)	5/26/87
BICYCLE RIDER	73/545,053	1,395,402 (Canceled)	5/27/86
SKI AMERICARD	73/494,839	1,393,500	5/13/86
AMERICAN SKI ASSOCIATION	73/389,805	1,278,456	5/15/84
SKI PASS	73/389,804	1,263,161 (Canceled)	1/3/84
SUNWAY	73/298,060	1,204,493 (Canceled)	8/10/82
SEA SCENE	73/297,950	1,204,492 (Canceled)	8/10/82
SKIER'S EXPRESS	73/289,897	1,203,952 (Canceled)	8/3/82
MANUFACTURED HOUSING DEALER	73/213,316	1,156,839 (Canceled)	6/2/81
THE GOOD SAMPARK DIRECTORY	73/171,677	1,119,635 (Canceled)	6/5/79
RV HOST	73/168,527	1,112,278 (Canceled)	1/30/79
GOOD SAMGUARD	73/159,184	1,114,238 (Canceled)	2/27/79
RV AFTERMARKET	73/136,382	1,102,446 (Canceled)	8/12/78
RV MARKETER	73/095,939	1,079,366 (Canceled)	12/13/77