To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. 1. Name of conveying party(ies): Leisure Time Resorts of America, Inc. 2. Name and address of receiving party(ies): Name: Thousand Trails, L.P. Internal Address: Suite 100 Street Address: 3801 Parkwood Boulevard	f				
Name of conveying party(ies): Leisure Time Resorts of America, Inc. Name:					
Internal Address: Suite 100					
COOA Barbara d Barbara d					
General Partnership Limited Partnership X Corporation-State: Washington					
Other: City: Frisco					
State: Texas Zip: 75034					
Additional name(s) of conveying Party(ies) attached?					
	General Partnership:				
	X Limited Partnership: Delaware				
Security Agreement Change of Name Corporation-State:	Corporation-State:				
Other: Other:					
Execution Date: November 10, 2004 If assignee is not domiciled in the United States, a domestic representative designation is attached: (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes	domestic representative designation is attached: (Designations must be a separate document from assignment)				
Application Number(s) or Registration Number(s):					
A. Trademark Application No.(s): B. Trademark Registration No.(s): 2886651	,				
Additional numbers attached? Yes X No					
5. Name and address of party to whom correspondence 6. Total Number of applications and concerning document should be mailed: 1 registrations involved:					
Name: Jacob E. Comer, Esq. 7. Total fee (37 CFR 3.41) \$ 40.00 Ropes & Gray LLP Enclosed					
Internal Address: Atty. Dkt.: KOLC-026-010 X Authorized to be charged to Deposit Account					
Street Address: One International Place Authorized to be charged to credit card (Form 2038 enclosed)					
8. Deposit account number: 18-1945	_				
City: Boston State: MA Zip: 02110 (Attach duplicate copy of this page if paying by deposit acc	iunt)				
DO NOT USE THIS SPACE					
9. Statement and signature: To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.					
Jacob E. Comer, Esq. November 10, 2004 Name of Person Signing Total number of pages installing cover sheet, attachments, and document: 5					

9558745_1

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT is dated as of November <u>10</u>, 2004, and is made from Leisure Time Resorts of America, Inc., a Washington corporation with its principal place of business at 3801 Parkwood Boulevard, Suite 100, Frisco, Texas 75034 ("Assignor") on the one hand, to Thousand Trails, L.P., a Delaware limited partnership with its principal place of business at 3801 Parkwood Boulevard, Suite 100, Frisco, Texas 75034 ("Assignee") on the other hand.

WHEREAS, Assignor has adopted and used and is using in commerce the Mark set forth in the attached Schedule 1; and

WHEREAS, Assignee wishes to acquire from Assignor, and Assignor wishes to transfer to Assignee, said Mark and the goodwill associated with such Mark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee, its successors and assigns all rights, title and interests in and to the Mark, the goodwill of the business symbolized by the Mark, all registrations and applications for registration thereof, if any, all rights of action accrued and to accrue under and by virtue thereof, including the right to sue and recover for past infringement of said Mark, and all records and files relating to said Mark. This Trademark Assignment will be governed by the laws of the State of Delaware without regard to its conflicts of laws principles.

Assignor shall sign all documents, provide all testimony and, in general, do all lawful things reasonably requested of it by Assignee to carry out and fulfill the purposes and intent of this Trademark Assignment.

Assignor hereby represents, warrants, and covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

[Signatures appear on the following pages.]

9558732.1

IN WITNESS WHEREOF, the parties have executed, made and entered into this Trademark Assignment under seal as of the date first set forth above.

ASSIGNOR: LEISURE TIME RESORTS OF AMERICA, INC.

Name: Walter Jaceard
Title: Vice President

THE STATE OF TEXAS

County of Sing

This instrument was executed before me on this day of 2004, by

America, Inc., a Washington corporation, on behalf of said corporation.

WITNESS my hand and official seal.

Notary Public in and for The State of Texas

Printed or Typed Name of Notary

My Commission Expires 6/13/06

[SIGNATURE PAGE 1 TO TRADEMARK ASSIGNMENT]

ASSIGNEE: LEISURE TIME RESORTS, L.P.

By: Walter Jaccard
Title: Vice President

THE STATE OF TEXAS

County of King

WITNESS my hand and official seal.

Notary Public in and for The State of Texas W

Printed or Typed Name of Notary

My Commission Expires 5/13/06

SCHEDULE 1

TRADEMARK ASSIGNED

Trademark	Serial No.	Registration No.	Registration Date
(Design)	78304399	2886651	September 21, 2004

RECORDED: 11/10/2004