

TRADEMARKS ASSIGNMENT

THIS TRADEMARKS ASSIGNMENT is dated as of November 10, 2004, and is made from Thousand Trails, Inc., a Delaware corporation with its principal place of business at 3801 Parkwood Boulevard, Suite 100, Frisco, Texas 75034, and with former principal places of business at 2122 112th Avenue NE, Suite A300, Bellevue, Washington 98004 and 2711 L.B.J. Freeway, Suite 200, Dallas, Texas 75234 ("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 Marks set forth in the attached Schedule 1; and

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

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 Marks, the goodwill of the business symbolized by the Marks, 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 Marks, and all records and files relating to said Marks. This Trademarks 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 Trademarks 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.]

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

ASSIGNOR: THOUSAND TRAILS, INC.

By: [Signature]
Name: Walter Jaccard
Title: Vice President

Washington
THE STATE OF ~~TEXAS~~

County of King

This instrument was executed before me on this 5th day of Nov 2004, by Walter Jaccard the Vice President (title) of Thousand Trails, Inc., a Delaware corporation, on behalf of said corporation.

WITNESS my hand and official seal.

[Signature]
Notary Public in and for
The State of ~~Texas~~ WA

RICHARD JONES
Printed or Typed Name of Notary

My Commission Expires 5/13/06

ASSIGNEE: THOUSAND TRAILS, L.P.

By: [Signature]
Name: Walter Jaccard
Title: Vice President

Washington
THE STATE OF ~~TEXAS~~

County of King

This instrument was executed before me on this 4th day of Nov, 2004, by Walter Jaccard, the Vice President (title) of Thousand Trails, L.P., a Delaware limited partnership, on behalf of said limited partnership.

WITNESS my hand and official seal.

Notary Public in and for
The State of ~~Texas~~ WA

[Signature]
Printed or Typed Name of Notary

My Commission Expires 5/12/06

SCHEDULE 1

TRADEMARKS ASSIGNED

| Trademark | Serial/App. No. | Registration No. | Registration Date |
|--|------------------------|-------------------------|--------------------------|
| <i>United States</i> | | | |
| Thousand Trails & NACO | 75371337 | 2225425 | February 23, 1999 |
| TTN | 75371246 | 2227702 | March 2, 1999 |
| Thousand Trails America's Finest Family Camping (Design) | 75221094 | 2127219 | January 6, 1998 |
| America's Finest Family Camping (Design) | 75283267 | 2127477 | January 6, 1998 |
| Thousand Trails, Inc. America's Finest Family Camping (Design) | 76413911 | 2731676 | July 1, 2003 |
| Thousand Trails, Inc. (Design) | 76407512 | 2731651 | July 1, 2003 |
| Thousand Trails | 73324065 | 1226250 | February 1, 1983 |
| Thousand Trails | 73323881 | 1226247 | February 1, 1983 |
| Thousand Trails, Inc. | 73324066 | 1226993 | February 8, 1983 |
| Thousand Trails Inc. | 73323882 | 1226248 | February 1, 1983 |
| TT | 73324064 | 1226249 | February 1, 1983 |
| TT (Design) | 73323873 | 1244819 | July 5, 1983 |
| Trailblazer | 73323883 | 1225004 | January 25, 1983 |
| Club Select | 75622812 | 2336890 | March 28, 2000 |
| Let's Go Camping | 75622801 | 2655260 | December 3, 2002 |
| Preferred Access | 78277659 | 2888020 | September 21, 2004 |
| Getaway Club | 78403059 | None | None |
| Getaway Club (Design) | 78409755 | None | None |
| VIP Getaway Club | 78403064 | None | None |
| VIP Getaway Club (Design) | 78409749 | None | None |
| <i>Canada</i> | | | |
| America's Finest Family Camping (Design) | 852103 | 493869 | May 1, 1998 |
| America's Finest Family Camping (Design) | 800669 | 469331 | January 22, 1997 |
| Club Select | 1017553 | 538180 | December 4, 2000 |
| Let's Go Camping | 1017554 | 538181 | December 4, 2000 |
| Thousand Trails & NACO | 875204 | 508664 | March 2, 1999 |

| | | | |
|--|---------|--------|------------------|
| Thousand Trails America's Finest Family Camping (Design) | 847138 | 493874 | May 1, 1998 |
| TT (Design) | 474684 | 271743 | August 13, 1982 |
| TTN (Stylized) | 875202 | 507464 | February 1, 1999 |
| Preferred Access | 1199170 | None | None |

[SCHEDULE I TO TRADEMARKS ASSIGNMENT]

RECORDED: 11/10/2004

TRADEMARK
REEL: 002975 FRAME: 0882