

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Roadmaster LLC		11/06/2008	LIMITED LIABILITY COMPANY: INDIANA
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	55 South Lake Avenue, Suite 900		
City:	Pasadena		
State/Country:	CALIFORNIA		
Postal Code:	91101		
Entity Type:	National Association:		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2620857	CAMPMASTER	
Serial Number:	78650511	JOHNNYMASTER	
Serial Number:	78257832	MURV	
Registration Number:	2598628	PREDATOR	
Registration Number:	1796941	ROADMASTER	
Serial Number:	76323378	TERRAIN MASTER	
CORRESPONDENCE DATA			
Fax Number:	(949)720-0182		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	949-224-6282		
Email:	patent@buchalter.com		
Correspondent Name:	Sandra P. Thompson		
Address Line 1:	18400 Von Karman Ave., #800		
Address Line 4:	Irvine, CALIFORNIA 92612		

CH \$165.00 2620857

ATTORNEY DOCKET NUMBER:	B0660-0072
NAME OF SUBMITTER:	Sandra P. Thompson
Signature:	/Sandra P. Thompson/
Date:	11/11/2008
Total Attachments: 5 source=Memorandum (Roadmaster LLC)#page1.tif source=Memorandum (Roadmaster LLC)#page2.tif source=Memorandum (Roadmaster LLC)#page3.tif source=Memorandum (Roadmaster LLC)#page4.tif source=Memorandum (Roadmaster LLC)#page5.tif	

**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**


Roadmaster LLC, an Indiana limited liability company, whose address is 606 Nelson's Parkway, Wakarusa, IN 46573 ("Debtor") hereby acknowledges that it has granted to BANK OF AMERICA, N.A., as Administrative Agent, whose address is 55 South Lake Avenue, Suite 900, Pasadena, California 91101 (the "Secured Party"), for the ratable benefit of the financial institutions from time to time party to the Agreement (as defined below), as lenders, a security interest in and to all of the Debtor's right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), together with the goodwill and assets of the business, as set forth in the Agreement; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the "Copyrights"), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of November 6, 2008 (the "Agreement"), by and between, among others, the Debtor and Secured Party, as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Signature page to follow.]

6th IN WITNESS WHEREOF, the undersigned has duly executed this document as of the day of November, 2008.

ROADMASTER LLC,
an Indiana limited liability company

By: 
Name: P. Martin Daley
Title: Vice President

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Memorandum of Security Interest in Intellectual Property

TRADEMARK
REEL: 003885 FRAME: 0981

EXHIBIT A
TRADEMARKS

TRADEMARK	Application Date	Serial Number	Registration Date	Registration Number	MARK
Campmaster	7/30/2001	76-293,061	9/17/2002	2,620,857	®
Expedition					None
FreightMaster					None
Johnnymaster	6/14/2005	78-650,511			None
MURV	6/3/2003	78-257,832			None
Overnighter					None
Performance					None
Predator	11/23/1999	75-856,109	7/23/2002	2,598,628	®
Roadmaster	7/16/1990	74-079,272	10/5/1993	1,796,941	®
Signature					None
TerrainMaster	10/10/2001	76-323,378			None
ValueLine					None

Exhibit A

EXHIBIT B
PATENTS

None.

Exhibit B

EXHIBIT C
COPYRIGHTS

None.

Exhibit C

BN 2315528v3

RECORDED: 11/11/2008

TRADEMARK
REEL: 003885 FRAME: 0984