

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
Monaco Coach Corporation		11/06/2008	CORPORATION: DELAWARE

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: 83

Property Type	Number	Word Mark
Registration Number:	2290577	ADMIRAL
Registration Number:	0823600	ALUMA FRAME
Registration Number:	3285423	ALUMAFRAME
Registration Number:	1452051	ALUMA-LITE
Registration Number:	2117956	ALUMASCAPE
Registration Number:	2913241	ALUMASPORT
Registration Number:	2430494	AMBASSADOR
Registration Number:	3409806	ARISTA
Registration Number:	2615269	ATLANTIS
Registration Number:	1153831	BEAVER
Registration Number:	1408395	BEAVER
Registration Number:	1141263	B
Registration Number:	2910980	BISON
Serial Number:	78896021	BLACK DIAMOND

CH \$2090.00 2290577

Registration Number:	3514247	CASCADE
Registration Number:	2660768	CAYMAN
Registration Number:	3169696	CAYMAN
Serial Number:	77417421	COVINA
Registration Number:	3295591	DAMARA
Serial Number:	77469061	
Registration Number:	2203845	
Registration Number:	2320504	DIPLOMAT
Registration Number:	1120461	DOLPHIN
Serial Number:	78266230	DUNE CHASER
Registration Number:	2215430	DURAFRAME
Serial Number:	77318492	DURAHULL
Serial Number:	77318496	DURAPOD
Registration Number:	3163801	DURASLIDE
Registration Number:	1692825	DYNASTY
Registration Number:	1805232	ENDEAVOR
Registration Number:	3093968	ESQUIRE
Registration Number:	3012211	GAZELLE
Registration Number:	1463410	HOLIDAY RAMBLER
Registration Number:	1113105	HOLIDAY RAMBLERS
Registration Number:	1774661	HR
Registration Number:	1788857	HR
Registration Number:	1815960	HR
Serial Number:	77509264	ION
Registration Number:	3198487	IVORY
Registration Number:	2646306	KNIGHT
Registration Number:	2607457	LAKOTA
Registration Number:	2256824	LA PALMA
Registration Number:	3143596	LIVE OUT LOUD
Registration Number:	1407605	MARQUIS
Registration Number:	3396334	MONACO FINANCIAL SERVICES
Registration Number:	3396346	MFS MONACO FINANCIAL SERVICES
Registration Number:	2655209	MONACO
Registration Number:	2452085	MONARCH
Serial Number:	77490801	MONTCLAIR

Registration Number:	2790676	NATIONAL RV
Serial Number:	77188276	NAUTICA
Registration Number:	2694059	NEPTUNE
Registration Number:	2872840	NEXT LEVEL
Registration Number:	3184861	ONE COACH AT A TIME. YOURS.
Registration Number:	3277523	PACIFICA
Registration Number:	3215528	PANASUITE
Registration Number:	3225797	PANAVIEW
Registration Number:	3366498	PASSAGE
Registration Number:	2295459	PATRIOT
Registration Number:	3289079	REACH YOUR DESTINATION
Serial Number:	77189378	RIPTIDE
Registration Number:	2230128	SAFARI
Serial Number:	77490937	SAFETYCRUISE
Registration Number:	2696544	SANTIAM
Registration Number:	2916768	SAVOY
Registration Number:	2490778	SCEPTER
Registration Number:	3106698	SEA BREEZE
Registration Number:	1366571	SEA BREEZE
Serial Number:	77122431	SIGNATURE MOTORCOACH RESORTS
Serial Number:	77435917	SIGNATURE RESORTS
Serial Number:	77375182	SIGNATURE RESORTS
Registration Number:	2924451	SIMBA
Registration Number:	3377770	STARLITE
Registration Number:	2973950	STARWOOD
Registration Number:	2388565	SURFSIDE
Serial Number:	77198634	TELESLIDE
Registration Number:	1217465	THE EXECUTIVE
Registration Number:	1970508	THIS IS LIVING
Registration Number:	2757299	TRAVELER BY HOLIDAY RAMBLER
Registration Number:	1862431	TREK
Registration Number:	1725423	TROPI-CAL
Registration Number:	1873239	VACATIONER
Registration Number:	2006680	WINDSOR

CORRESPONDENCE DATA

Fax Number: (949)720-0182

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

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

NAME OF SUBMITTER:	Sandra P. Thompson
Signature:	/Sandra P. Thompson/
Date:	11/11/2008

Total Attachments: 7

source=Memorandum (Monaco)#page1.tif

source=Memorandum (Monaco)#page2.tif

source=Memorandum (Monaco)#page3.tif

source=Memorandum (Monaco)#page4.tif

source=Memorandum (Monaco)#page5.tif

source=Memorandum (Monaco)#page6.tif

source=Memorandum (Monaco)#page7.tif

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


Monaco Coach Corporation, a Delaware corporation, whose address is 91320 Coburg Industrial Way, Coburg, OR 97408 (“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.

MONACO COACH CORPORATION
a Delaware corporation

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

S-1

Memorandum of Security Interest in Intellectual Property

TRADEMARK
REEL: 003886 FRAME: 0116

EXHIBIT A
TRADEMARKS

TRADEMARK	Application Date	Serial Number	Registration Date	Registration Number	MARK
24/7					None
Admiral	3/18/1998	75-452,626	11/2/1999	2,290,577	®
Alumaframe and Design	12/3/1965	72-233,905	2/7/1967	823,600	®
Alumaframe and Design (Updated Design)	2/12/2007	77-104,833	8/28/2007	3,285,423	®
Aluma-Lite	12/4/1986	73-633,701	8/11/1987	1,452,051	®
Alumascape	12/2/1996	75-206,743	12/2/1997	2,117,956	®
Alumasport	12/12/2003	78-340,094	12/21/2004	2,913,241	
Ambassador	10/12/1999	75-818,345	2/20/2001	2,430,494	®
Arista	10/13/2006	77-020,604	4/8/2008	3,409,806	®
Atlantis	12/3/2001	76-343,859	9/3/2002	2,615,269	®
Augusta					None
Beaver and Design (script word)	5/14/1976	73-087,083	5/12/1981	1,153,831	®
Beaver and Design (word & figure)	2/18/1986	73-583,234	9/9/1986	1,408,395	®
Beaver (figure only)			11/11/1980	1,141,263	None
Bison	11/19/2003	78-330,040	12/14/2004	2,910,980	
Black Diamond	5/30/2006	78-896,021			™
Camelot					None
Cascade	4/18/2006	78-863,842	10/7/2008	3,514,247	®
Cayman	9/24/2001	76-316,754	12/10/2002	2,660,768	®
Cayman for "sports cars"	12/1/2004	78-525,214	4/4/2006	3,169,696	
CCP Logo					None
Cheetah					None
Compression					None
Contessa					None
Covina	3/10/2008	77-417,421			™
Damara	4/18/2006	78-863,818	9/18/2007	3,295,591	®
Design Only Mahindra look-alike logo	5/08/2008	77-469,061	<i>Pending</i>	<i>Pending</i>	
Design Only Monaco corporate (highway) logo	8/21/1997	75-344,962	11/17/1998	2,203,845	
Diplomat	6/26/1998	75-503,265	2/22/2000	2,320,504	®
Dolphin	3/6/1978	73-161,059	6/19/1979	1,120,461	®
Driving Your Dream					None
Dune Chaser	6/24/2003	78-266,230			™
Dune Seeker					None
Duraframe	6/20/1997	75-312,310	12/29/1998	2,215,430	®

Exhibit A

TRADEMARK	Application Date	Serial Number	Registration Date	Registration Number	MARK
Durahull	10/31/2007	77-318,492	Pending	Pending	™
Durapod	10/31/2007	77-318,496	Pending	Pending	™
Duraslide	1/11/2005	78-545,213	10/24/2006	3,163,801	®
Dynasty	9/4/1990	74-093,403	6/9/1992	1,692,825	®
Endeavor	7/28/1992	74-298,687	11/16/1993	1,805,232	®
ESQUIRE	2/27/2004	78-375,423	5/16/2006	3,093,968	
GAZELLE	3/09/2004	78-381,079	11/01/2005	3,012,211	
Holiday Rambler	4/6/1987	73-653,075	11/3/1987	1,463,410	®
Holiday Ramblers and Design	7/25/1997	73-135,092	2/13/1979	1,113,105	®
HR and Design (Class 12 - Rec Veh)	6/1/1992	74-280,007	6/1/1993	1,774,661	®
HR and Design (Class 14 - Jewelry)	6/1/1992	74-280,033	8/17/1993	1,788,857	®
HR and Design (Class 25 - Clothing)	6/1/1992	74-280,225	1/11/1994	1,815,960	®
Imperial					None
Ion	6/26/2008	77-509,264			™
Ivory	1/24/2006	78-797,756	1/16/2007	3,198,487	®
Knight	10/14/1999	75-814,197	11/5/2002	2,646,306	®
Lakota	10/15/2001	76-321,574	8/13/2002	2,607,457	®
LaPalma	2/17/1998	75-435,833	6/29/1999	2,256,824	®
Lifestyles (Magazine)					None
Live Out Loud	6/2/2005	78-641,989	9/12/2006	3,143,596	™
Marquis	12/19/1985	73-574,202	9/2/1986	1,407,605	®
McKenzie					None
Medallion					None
MFS Monaco Financial Services	5/24/2006	78-891,457	3/11/2008	3,396,334	®
MFS Monaco Financial Services (CANADA)	9/26/2006	1,317,999			™
MFS Monaco Financial Services Logo & Design	6/6/2006	78-901,418	3/11/2008	3,396,346	®
Mintaro					None
Monaco	8/22/1997	75-345,468	12/3/2002	2,655,209	®
Monaco in Europe	2/6/2008	6649362			™
Monaco Logo	8/21/1997	75-344,962	11/17/1998	2,203,845	®
Monarch	9/13/1999	75-797,218	5/15/2001	2,452,085	®
Montclair	6/4/2008	77-490,801			™
National RV	9/24/2002	76-452,369	12/9/2003	2,790,676	®
Nautica	5/23/2007	77-188,276			™
Neptune	9/24/2001	76-316,342	3/4/2003	2,694,059	®
Next Level	4/17/2003	78-238,680	9/10/2004	2,872,840	®
One Coach At A Time. Yours.	6/2/2005	78-641,973	12/12/2006	3,184,861	®
Pacifica	10/21/2005	78-738,542	8/7/2007	3,277,523	®

Exhibit A

TRADEMARK	Application Date	Serial Number	Registration Date	Registration Number	MARK
Panasuite	4/26/2006	78-870,177	3/6/2007	3,215,528	®
Panaview	5/12/2005	78-628,999	4/3/2007	3,225,797	®
Passage	12/19/2006	77-067,710	1/8/2008	3,366,498	®
Patriot	6/8/1998	75-499,315	11/30/1999	2,295,459	®
Presidential					None
Reach Your Destination	6/6/2006	78-900,833	9/4/2007	3,289,079	®
Riptide	5/24/2007	77-189,378	<i>Pending</i>	<i>Pending</i>	™
Roadmaster					None
Royale Coach by Monaco					None
Safari	7/17/1997	75-325,748	3/9/1999	2,230,128	®
Safety Cruise	6/4/2008	77-490,937	<i>Pending</i>	<i>Pending</i>	™
SANTIAM	9/24/2001	76-316,752	3/11/2003	2,696,544	
Savoy	10/15/2003	78-314,040	1/4/2005	2,916,768	®
Scepter	10/16/2000	76-147,406	9/18/2001	2,490,778	®
Sea Breeze	7/6/2005	78-664,699	6/20/2006	3,106,698	®
Sea Breeze	3/29/1985	73-529,445	10/22/1985	1,366,571	®
Signature					None
SIGNATURE MOTORCOACH RESORT; being withdrawn	3/05/2007	77-122,431	<i>Pending</i>	<i>Pending</i>	
Signature Resorts	3/31/2008	77-435,917	<i>Pending</i>	<i>Pending</i>	™
Signature Resorts Logo	1/18/2008	77-375,182	<i>Pending</i>	<i>Pending</i>	™
Simba	10/23/2003	78-317,798	2/1/2005	2,924,451	®
SmartScan or Smart Scan					None
St★rlite	5/29/2007	77-191,810	2/5/2008	3,377,770	®
Starwood	10/15/2003	78-314,044	7/19/2005	2,973,950	®
Surfside	11/23/1998	75-594,091	9/19/2000	2,388,565	®
Teleslide	6/6/2007	77-198,634	<i>Pending</i>	<i>Pending</i>	™
The Executive (Executive)	6/22/1981	73-315,834	11/23/1982	1,217,465	®
This is Living	6/13/1994	74-536,900	4/23/1996	1,970,508	®
TRAVELER BY HOLIDAY RAMBLER	4/01/2002	76-390,536	8/26/2003	2,757,299	
Trek	1/22/1991	74-132,486	11/15/1994	1,862,431	®
Tropi-cal	11/26/1991	74-225,481	10/20/1992	1,725,423	®
Vacationer	7/22/1992	74-297,465	1/10/1995	1,873,239	®
WINDSOR	6/03/1994	74-532,783	10/08/1996	2,006,680	

Exhibit A

EXHIBIT B
PATENTS

(ACTIVE) PATENT	Filing Date	Serial Number	Patent Issue Date	Patent Number
Awning Spring Winder	1/27/1989	07-302,430	5/7/1991	5,012,707
Bed for a Recreational Vehicle (Electro-Majic Bed)	5/13/1991	07-700,214	3/3/1992	5,092,650
Carrier Leveling & Stabilizing System (SMC)	9/18/1998	09-156,326	8/8/2000	6,098,996
Cylinder Lock Mechanism	1/21/1977	761,549	<i>expired</i>	<i>expired</i>
Door & Latch Mechanism	12/28/1998	09-221,905	8/15/2000	6,101,853
Flush Entry Step Cover (Stepwell Cover Apparatus)	6/19/2003	10-465,042	2/1/2005	6,848,735
Furniture Clamp (Lock Paw)	7/12/1994	29-025,805	6/11/1996	DES370,624
Passenger Sliding (Work) Tray	1/23/1995	29-033,891	6/24/1997	DES380,190
Power Cord Port	2/8/1996	29-050,087	1/14/1997	DES377,307
Pre-Hung Door	12/2/2002	10-307,849	<i>abandoned</i>	<i>abandoned</i>
Trailer Slideout Mechanism (Flush Slideout)	12/19/1996	08-770,205	8/4/1998	5,788,306
Trailing Arm Suspension System	11/1/2002	10-286,075	2/20/2007	7,178,817
Vehicle Air Suspension System (SMC)	7/27/1995	08-508,036	10/22/1996	5,566,971
Articulating Interlocking Structural Extrusions for Recreational Vehicles and the Like	7/17/2007	11-879,308		
Durable Doors for a Recreational Vehicle	5/6/1998	09-073,669	6/27/2000	6,079,766
Durable, Open, and Accessible Recreational Vehicle Subfloor Construction	8/29/1997	08-921,097	7/13/1999	5,921,615
Multiple Slide-Out Room for a Recreational Vehicle (Telescoping Slide)	4/26/2007	11-796,676		
Ramp Block	2/14/2005	29-223,485	11/29/2005	D511962
Storage Bed Assembly	8/31/2001	09-945,400	5/6/2003	6,557,190
Storage Bed Assembly (2)	4/4/2003	10-407,697	5/25/2004	6,739,000

Exhibit B

EXHIBIT C
COPYRIGHTS

None.

Exhibit C

BN 2311635v3

RECORDED: 11/11/2008

TRADEMARK
REEL: 003886 FRAME: 0121