

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Fleetwood RV, Inc.  
1031 US 224 East, PO Box 31  
Decatur, IN 46733

- ☐ Individual(s) ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☒ Corporation- State: Delaware  
☐ Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached? ☒ Yes ☐ No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) October 2, 2009

- ☐ Assignment ☐ Merger  
☒ Security Agreement ☐ Change of Name  
☐ Other \_\_\_\_\_

2. Name and address of receiving party(ies)

- ☐ Yes  
☒ No

Additional names, addresses, or citizenship attached?

Name: GMAC Commercial Finance LLC

Internal

Address: \_\_\_\_\_

Street Address: 1290 Avenue of the Americas

City: New York

State: NY

Country: USA Zip: 10104

- ☐ Association Citizenship \_\_\_\_\_  
☐ General Partnership Citizenship \_\_\_\_\_  
☐ Limited Partnership Citizenship \_\_\_\_\_  
☐ Corporation Citizenship \_\_\_\_\_

☒ Other LLC Citizenship Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No  
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)  
See Schedule A

B. Trademark Registration No.(s)  
See Schedule A

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: CT Lien Solutions

Internal Address: \_\_\_\_\_

Street Address: 187 Wolf Rd  
Ste 101

City: Albany

State: NY Zip: 12205

Phone Number: 800-342-3676

Fax Number: 800-962-7049

Email Address: \_\_\_\_\_

6. Total number of applications and registrations involved:

36

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 915

- ☒ Authorized to be charged by credit card  
☐ Authorized to be charged to deposit account  
☐ Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 5683  
Expiration Date 11/09

b. Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

9. Signature: \_\_\_\_\_

Signature

October 7, 2009

Date

Graig Solow

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

10

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

OP \$890.00 77396818

**CONTINUATION OF INFORMATION IN ITEM 1**

Conveying Party #2


Goldshield Fiberglass, Inc.  
2004 Patterson Street  
Decatur, IN 46733


Delaware Corporation


## SCHEDULE A

Schedule A to a Trademark Assignment of Security dated October 2, 2009, between Fleetwood RV, Inc., Goldshield Fiberglass, Inc., and GMAC Commercial Finance LLC, as Agent.

### Trademarks

MARK	STATUS	REG. NO.	MARK INFORMATION	OWNER
AMERICAN ALLEGIANCE	REGISTERED	3481620	MOTOR HOME NAME	Fleetwood RV, Inc.
AMERICAN COACH	REGISTERED	2903920	MOTOR HOME NAME	Fleetwood RV, Inc.
AMERICAN EAGLE	REGISTERED	1759144	MOTOR HOME NAME	Fleetwood RV, Inc.
AMERICAN HERITAGE	REGISTERED	2318980	MOTOR HOME NAME	Fleetwood RV, Inc.
AMERICAN TRADITION	REGISTERED	2101571	MOTOR HOME NAME	Fleetwood RV, Inc.
BOUNDER	REGISTERED	1407614	MOTOR HOME NAME	Fleetwood RV, Inc.
 BOUNDER (LOGO)	REGISTERED	1438547	MOTOR HOME LOGO	Fleetwood RV, Inc.
CLUB FLEETWOOD	REGISTERED	2739788	PROVIDING CONSUMER INFORMATION TO THE OWNERS OF APPLICANT'S RECREATIONAL VEHICLES IN FIELDS SUCH AS MEMBERSHIP, GENERAL MERCHANDISE AND APPAREL DISCOUNTS, INSURANCE, MAIL FORWARDING SERVICES, CAMPGROUNDS, LOCAL, STATE AND REGIONAL RECREATIONAL VEHICLE EVENTS AND RALLIES, AND STATE RULES AND REGULATIONS RELATING TO RESIDENCY AND VOTER AND VEHICLE REGISTRATION.	Fleetwood RV, Inc.

DISCOVERY	REGISTERED	3310698	MOTOR HOME NAME	Fleetwood RV, Inc.
DRIVEN TO EXPLORE (FLEETWOOD RV TAGLINE)	REGISTERED	2963793	RECREATIONAL VEHICLES - NAMELY, TRAVEL TRAILERS, MOTOR HOMES AND FOLDING CAMPING TRAILERS	Fleetwood RV, Inc.
EXPEDITION	REGISTERED	2522953	MOTOR HOME NAME	Fleetwood RV, Inc.
FIESTA	REGISTERED	2705159	MOTOR HOME NAME	Fleetwood RV, Inc.
FLAIR	REGISTERED	1673389	MOTOR HOME NAME	Fleetwood RV, Inc.
FLEETWOOD FINANCIAL SERVICES	PENDING	77396818	WHOLESALE AND RETAIL FINANCING PROGRAMS FOR RECREATIONAL VEHICLES	Fleetwood RV, Inc.
FLEETWOOD FIRST	REGISTERED	2855783	EDUCATIONAL SERVICES - TRAINING PROGRAM FOR RV SALESPERSONS	Fleetwood RV, Inc.
FLEETWOOD RV*	REGISTERED	2619632	RECREATIONAL VEHICLES INCLUDING MOTOR HOMES AND TRAVEL TRAILERS	Fleetwood RV, Inc.
 F (FLEETWOOD SHIELD LOGO) *	REGISTERED	3,031,201	RECREATIONAL VEHICLES - NAMELY, TRAVEL TRAILERS, MOTOR HOMES AND FOLDING CAMPING TRAILERS, AND MANUFACTURED HOMES	Fleetwood RV, Inc.
ICON	REGISTERED	3412315	MOTOR HOME NAME	Fleetwood RV, Inc.
IMAGE BRITE	REGISTERED	1584545	BACKLIGHTED CAB ROOF FAIRING FOR TRUCKS	Goldshield Fiberglass, Inc.
JAMBOREE	REGISTERED	0983735	MOTOR HOME NAME	Fleetwood RV, Inc.
<b>STREAM</b> JET STREAM	REGISTERED	1521717	AERODYNAMIC AIR SYSTEM FOR TRUCKS, NAMELY - ROOF FAIRINGS, CAB EXTENSIONS AND FAIRING EXTENSIONS	Goldshield Fiberglass, Inc.

 PACE ARROW (& DESIGN)	REGISTERED	0887034	MOTOR HOME LOGO	Fleetwood RV, Inc.
POWER BRIDGE CHASSIS	PENDING	3642101	CHASSIS FOR A MOTOR HOME SOLD AS AN INTEGRAL COMPONENT THEREOF	Fleetwood RV, Inc.
POWER PLATFORM	REGISTERED	3095256	MOTOR HOMES (CHASSIS)	Fleetwood RV, Inc.
PROVIDENCE	REGISTERED	2733217	MOTOR HOME NAME	Fleetwood RV, Inc.
PULSE	REGISTERED	3415222	MOTOR HOME NAME	Fleetwood RV, Inc.
QUEST	PENDING	77651105	MOTOR HOME NAME	Fleetwood RV, Inc.
REVOLUTION	REGISTERED	2715631	MOTOR HOME NAME	Fleetwood RV, Inc.
SOUTHWIND	REGISTERED	1020474	MOTOR HOME NAME	Fleetwood RV, Inc.
SSQV	REGISTERED	2823804	MOTOR HOMES	Fleetwood RV, Inc.
STORM	REGISTERED	2668820	MOTOR HOME NAME	Fleetwood RV, Inc.
TERRA	REGISTERED	2828834	MOTOR HOME NAME	Fleetwood RV, Inc.
TIOGA	REGISTERED	0940353	MOTOR HOME NAME	Fleetwood RV, Inc.
TUFF COAT	REGISTERED	2602359	MOTOR HOME NAME	Fleetwood RV, Inc.
UP & RUNNING	REGISTERED	2994009	EXPEDITED DELIVERY PROGRAM FOR EMERGENCY PARTS FOR RECREATIONAL VEHICLES	Fleetwood RV, Inc.
FLEETWOOD RV	PENDING	77798190	MOTOR HOME	Fleetwood RV, Inc.

## TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, FLEETWOOD RV, INC., a Delaware corporation having a mailing address at 1031 US 224 East, PO Box 31, Decatur, IN 46733 ("Fleetwood") and GOLDSHIELD FIBERGLASS, INC., a Delaware corporation having a mailing address at 2004 Patterson Street, Decatur, IN 46733 ("GSF", collectively with Fleetwood, "Grantors," and each a "Grantor"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, each Grantor and certain of its affiliates are obligated to GMAC Commercial Finance LLC ("GMAC CF") and various other financial institutions (collectively, "Lenders") and GMAC CF as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Grantors and certain other Loan Parties and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Grantors in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, each Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in such Grantor's Marks, the goodwill of the business symbolized by such Marks, and the registrations and applications therefor.


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, each Grantor does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to such Grantor's Marks, together with the goodwill of the business symbolized by such Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

[Remainder of Page Intentionally Left Blank; Signature Page to Follow]

Each Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York  
October 2, 2009

FLEETWOOD RV, INC., as Grantor

By:   
Name: Dino Cusumano  
Title: Vice President

GOLDSHIELD FIBERGLASS, INC., as  
Grantor

By:   
Name: Dino Cusumano  
Title: Vice President

GMAC COMMERCIAL FINANCE LLC, as  
Agent

By: \_\_\_\_\_  
Name: Eric S. Miller  
Title: Director

Each Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York  
October 2, 2009


FLEETWOOD RV, INC., as Grantor

By: \_\_\_\_\_  
Name: Dino Cusumano  
Title: Vice President

GOLDSHIELD FIBERGLASS, INC., as  
Grantor

By: \_\_\_\_\_  
Name: Dino Cusumano  
Title: Vice President


GMAC COMMERCIAL FINANCE LLC, as  
Agent

By:  \_\_\_\_\_  
Name: Eric S. Miller  
Title: Director



STATE OF NEW YORK     )  
                                      : ss.:  
COUNTY OF NEW YORK    )

On the 2nd day of October, 2009, before me personally came Dino Cusumano, to me known, who being by me duly sworn, did depose and say that he is the Vice President of Fleetwood RV, Inc. and Goldshield Fiberglass, Inc., the corporations described in and which executed the foregoing instrument; and that he signed his name thereto by order of the boards of directors of said corporations.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:

AIDA KLEIN  
Notary Public, State of New York  
No. 01KL6134293 Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires September 26, 2013

STATE OF NEW YORK)  
                                      ss:  
COUNTY OF NEW YORK)

On the \_\_\_\_ day of October, 2009, before me personally came Eric S. Miller to me known, who being by me duly sworn, did depose and say he is the Director of GMAC Commercial Finance LLC, the limited liability company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the management committee of said company.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

STATE OF NEW YORK     )  
                                      : ss.:  
COUNTY OF NEW YORK    )

On the \_\_\_\_ day of October, 2009, before me personally came Dino Cusumano, to me known, who being by me duly sworn, did depose and say that he is the Vice President of Fleetwood RV, Inc. and Goldshield Fiberglass, Inc., the corporations described in and which executed the foregoing instrument; and that he signed his name thereto by order of the boards of directors of said corporations.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

STATE OF NEW YORK)  
                                      ss.:  
COUNTY OF NEW YORK)

On the 2nd day of October, 2009, before me personally came Eric S. Miller to me known, who being by me duly sworn, did depose and say he is the Director of GMAC Commercial Finance LLC, the limited liability company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the management committee of said company.

JEANNE M. LODICO  
Notary Public, State of New York  
No. 01LO6023719  
Qualified in Suffolk County  
Commission Expires Apr. 26, 2011

Jeanne M. Lodico  
Notary Public  
My Commission Expires: 4/26/2011