

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Grant of Security Interest in US Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CWI, Inc.		11/29/2010	CORPORATION: KENTUCKY

**RECEIVING PARTY DATA**

<b>Name:</b>	The Bank of New York Mellon Trust Company, N.A., as collateral agent
<b>Street Address:</b>	700 South Flower Street
<b>Internal Address:</b>	Suite 500
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90017
<b>Entity Type:</b>	Bank: UNITED STATES

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	3240789	RAMBLE
Registration Number:	3648849	RAMBLE
Registration Number:	2961445	CAMPER'S CHOICE RV SUPPLIES & ACCESSORIES
Registration Number:	2908748	CAMPER'S CHOICE
Registration Number:	2888399	CW GEAR
Registration Number:	3033501	
Registration Number:	2814763	CUMBERLAND
Registration Number:	1739764	CAMPER'S CHOICE INC.

**CORRESPONDENCE DATA**

Fax Number: (212)354-8113  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2128198200  
 Email: fcutajar@whitecase.com  
 Correspondent Name: White & Case LLP

**900177813**

**TRADEMARK  
 REEL: 004424 FRAME: 0357**

**OP \$215.00 3240789**

Address Line 1: 1155 Avenue of the Americas  
Address Line 2: Patents & Trademarks  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1155732-0186
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	12/03/2010

**Total Attachments: 7**

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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, CWI, Inc. (the "Grantor"), with principal offices at 650 Three Springs Road, Bowling Green, KY 42104, hereby grants to The Bank of New York Mellon Trust Company, N.A., as Collateral Agent, with an office at 700 South Flower Street, Suite 500, Los Angeles, CA 90017, (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Pledge and Security Agreement among the Grantor, the other Grantors from time to time party thereto and the Grantee, dated as of November 30, 2010 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

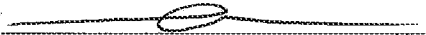
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

**[Remainder of this page intentionally left blank; signature page follows]**

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the  
29<sup>th</sup> day of NOVEMBER, 2010.

CWI, INC., Grantor

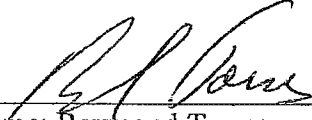
By   
Name: Kenneth W. Marshall  
Title: EVP Finance and Information

STATE OF KY )  
COUNTY OF WARREN ) ss.:

On this 29 day of Nov 2011, before me personally came [Signature]  
Marsha who, being by me duly sworn, did state as follows: that [s]he is  
EVP FINANCE AND  
INFORMATION of CWI, Inc., that [s]he is authorized to execute the foregoing Grant on behalf  
of said CWI, Inc., and that [s]he did so by authority of the [Board of Directors] of said CWI, Inc.

[Signature]  
Notary Public

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., as Collateral Agent and Grantee

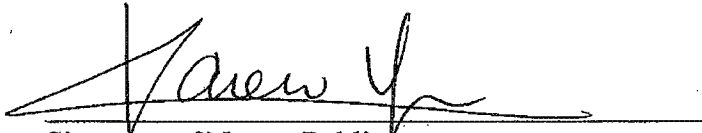
By   
Name: Raymond Torres  
Title: Senior Associate

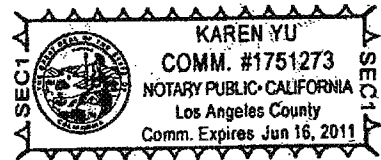
STATE OF CALIFORNIA                    )  
  )  
COUNTY OF LOS ANGELES            )

On November 29, 2010 before me, Karen Yu, Notary Public, personally appeared Raymond Torres, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that ~~he/she~~ executed the same in ~~his/her~~ authorized capacity, and that by ~~his/her~~ signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

  
\_\_\_\_\_  
Signature of Notary Public



(Seal)



SCHEDULE A

	Serial Number	Reg. Number	Word Mark	Status
1	78978152	3240789	RAMBLE	LIVE
2	78675060	3648849	RAMBLE	LIVE
3	78337096	2961445	CAMPER'S CHOICE RV SUPPLIES & ACCESSORIES	LIVE
4	78337092	2908748	CAMPER'S CHOICE	LIVE
5	76499954	2888399	CW GEAR	LIVE
6	76575934	3033501		LIVE
7	76499959	2814763	CUMBERLAND	LIVE
8	74210272	1739764	CAMPER'S CHOICE INC.	LIVE