

11/01/2013
103663375

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):

Atwood Mobile Products LLC

- Individual(s)
- Partnership
- Corporation- State: _____
- Other limited liability company
- Association
- Limited Partnership

Citizenship (see guidelines) Delaware

Additional names of conveying parties attached? Yes No

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

Execution Date(s) September 30, 2013

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: U. S. Bank National Assoc., as Collateral Agent

Street Address: 225 Asylum Street, 23rd Floor

City: Hartford

State: CT

Country: USA Zip: 06103

- Individual(s) Citizenship _____
- Association Citizenship U.S.
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ Citizenship _____

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) Text

see list in attached Grant of Security Interest in Trademarks (2nd Lien)

B. Trademark Registration No.(s)
see list in attached Grant of Security Interest in Trademarks (2nd Lien)

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: Lynn A. Little

Internal Address: Baker Botts L.L.P

Street Address: 2001 Ross Avenue, Suite 700

City: Dallas

State: Texas Zip: 75201

Phone Number: 214-953-6924

Docket Number: _____

Email Address: lynn.little@bakerbotts.com

6. Total number of applications and registrations involved:

34

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

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number: HTN11 00000020 501411 2535804

Authorized User Name: [Signature]

Date: 11/01/13

9. Signature:

Lynn A. Little
Signature
Lynn A. Little
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

RECORDS 11/1/13

Grant of Security Interest in Trademarks (Second Lien)

Trademark Applications

Serial Number	Filing Date	Mark
85/882,516	3/21/2013	Helium Technology
85/882,540	3/21/2013	ATWOOD AIRCOMMAND and Design

Trademark Registrations

Registration Number	Issue Date	Mark
2,535,804	2/5/2002	WEDGEWOOD VISION
2,832,644	4/13/2004	BRINGING ALL THE COMFORTS OF HOME TO THE GREAT OUTDOORS
2,842,214	5/18/2004	PRO TOW'D and Design
2,842,216	5/18/2004	PRO TOW'D
2,843,565	5/18/2004	LEVELEGS
737,911	9/18/1962	HYDRO FLAME
848,652	5/7/1968	HYDRO FLAME
2,907,630	12/7/2004	COUPLER Design
1,739,672	12/15/1992	COUPLER Design
774,436	8/4/1964	A and Design
832,205	7/18/1967	A (stylized)
1,024,171	11/4/1975	A (stylized)
1,366,565	10/22/1985	A (stylized)
1,997,527	8/27/1996	PROTECTOR
1,443,019	6/16/1987	ATWOODAIR and Design
2,351,548	5/23/2000	EXCALIBUR
1,024,172	11/4/1995	ATWOOD (Class 12)
1,323,099	3/5/1985	ATWOOD (Class 12)
1,027,869	12/23/1975	ATWOOD (Class 11)
2,864,343	7/20/2004	HOT and Design
4,055,079	11/15/2011	A (stylized) - Classes 6, 9 and 11
4,024,199	9/6/2011	ATWOOD - Class 12

Registration Number	Issue Date	Mark
4,062,469	11/29/2011	ATWOOD - Classes 6, 9 and 11
3,492,092	8/26/2008	FRESH AIR IN THE PALM OF YOUR HAND
3,596,047	3/24/2009	POP 'N LOCK
2,490,796	9/18/2001	CREATE-A-BREEZE
2,767,609	9/23/2003	ENDLESS BREEZE
2,495,337	10/9/2001	FAN-TASTIC VENT
2,477,081	8/14/2001	FAN--TASTIC VENT
2,474,889	8/7/2001	BRINGS THE OUTSIDE IN...INSTANTLY
4,350,557	6/11/2013	A (stylized) – Classes 6, 11 and 12
4,363,214	7/9/2103	ULTRABREEZE

NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE LIEN AND SECURITY INTEREST HEREIN GRANTED, AND THE EXERCISE OF RIGHTS AND REMEDIES BY THE SECURED PARTY HEREUNDER, ARE SUBJECT TO THE PROVISIONS OF THE AMENDED AND RESTATED INTERCREDITOR AGREEMENT, DATED AS OF SEPTEMBER 30, 2013 (AS AMENDED, RESTATED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME, THE "INTERCREDITOR AGREEMENT"), AMONG WELLS FARGO CAPITAL FINANCE, LLC, AS REVOLVER AGENT, U.S. BANK NATIONAL ASSOCIATION, AS TERM AGENT, ATWOOD MOBILE PRODUCTS LLC AND THE OTHER OBLIGORS NAMED THEREIN. IN THE EVENT OF ANY CONFLICT BETWEEN THE TERMS OF THE INTERCREDITOR AGREEMENT AND THIS AGREEMENT, THE TERMS OF THE INTERCREDITOR AGREEMENT SHALL GOVERN AND CONTROL.

GRANT OF SECURITY INTEREST IN TRADEMARKS

Pursuant to that certain Second Lien Pledge and Security Agreement (as amended by the Omnibus Amendment No. 3 dated September 30, 2013, and as may be further amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"; *capitalized terms used and not otherwise defined herein that are defined in the Security Agreement shall have the meanings herein as specified therein*), dated as of July 18, 2012, ATWOOD MOBILE PRODUCTS LLC ("Grantor"), whose address is 1120 North Main Street, Elkhart, IN 46514, hereby grants to U.S. BANK NATIONAL ASSOCIATION, as Collateral Agent, whose address is c/o U.S. Bank National Association, Corporate Trust Services, 225 Asylum Street, 23rd Floor, Hartford, CT 06103, Attention: Michael M. Hopkins, a continuing security interest in and a continuing lien upon, all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by Grantor, together with the goodwill associated therewith (the "Goodwill"), including without limitation the below listed registrations and applications for registration:

Trademark Applications

Serial Number	Filing Date	Mark
85/882,516	3/21/2013	Helium Technology
85/882,540	3/21/2013	ATWOOD AIRCOMMAND and Design

Trademark Registrations

Registration Number	Issue Date	Mark
2,535,804	2/5/2002	WEDGEWOOD VISION
2,832,644	4/13/2004	BRINGING ALL THE COMFORTS OF HOME TO THE GREAT OUTDOORS
2,842,214	5/18/2004	PRO TOW'D and Design

Registration Number	Issue Date	Mark
2,842,216	5/18/2004	PRO TOW'D
2,843,565	5/18/2004	LEVELEGS
737,911	9/18/1962	HYDRO FLAME
848,652	5/7/1968	HYDRO FLAME
2,907,630	12/7/2004	COUPLER Design
1,739,672	12/15/1992	COUPLER Design
774,436	8/4/1964	A and Design
832,205	7/18/1967	A (stylized)
1,024,171	11/4/1975	A (stylized)
1,366,565	10/22/1985	A (stylized)
1,997,527	8/27/1996	PROTECHTOR
1,443,019	6/16/1987	ATWOODAIR and Design
2,351,548	5/23/2000	EXCALIBUR
1,024,172	11/4/1995	ATWOOD (Class 12)
1,323,099	3/5/1985	ATWOOD (Class 12)
1,027,869	12/23/1975	ATWOOD (Class 11)
2,864,343	7/20/2004	HOT and Design
4,055,079	11/15/2011	A (stylized) - Classes 6, 9 and 11
4,024,199	9/6/2011	ATWOOD - Class 12
4,062,469	11/29/2011	ATWOOD - Classes 6, 9 and 11
3,492,092	8/26/2008	FRESH AIR IN THE PALM OF YOUR HAND
3,596,047	3/24/2009	POP 'N LOCK
2,490,796	9/18/2001	CREATE-A-BREEZE
2,767,609	9/23/2003	ENDLESS BREEZE
2,495,337	10/9/2001	FAN-TASTIC VENT
2,477,081	8/14/2001	FAN--TASTIC VENT
2,474,889	8/7/2001	BRINGS THE OUTSIDE IN...INSTANTLY
4,350,557	6/11/2013	A (stylized) - Classes 6, 11 and 12

Registration Number

Issue Date

Mark

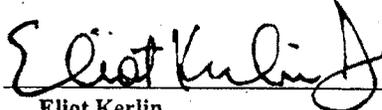
4,363,214

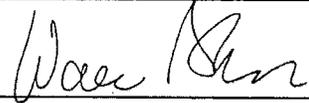
7/9/2103

ULTRABREEZE

The Collateral Agent's security interest in the trademarks, service marks, registrations, applications for registration and Goodwill can be terminated only in accordance with the terms of the Security Agreement. The Security Agreement is incorporated herein by reference.

ATWOOD MOBILE PRODUCTS LLC

By: 
Name: Eliot Kerlin
Title: Executive Vice President

By: 
Name: Warren Bonham
Title: Executive Vice President

Signature Page to Grant of Security Interest in Trademarks (Second Lien)