

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM381680

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
REV RECREATION GROUP, INC.	FORMERLY Allied Recreation Group, Inc.	04/22/2016	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	DEUTSCHE BANK AG NEW YORK BRANCH, as Revolving Collateral Agent
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	German Banking Corporation: GERMANY

PROPERTY NUMBERS Total: 72

Property Type	Number	Word Mark
Registration Number:	4380205	AC
Registration Number:	2290577	ADMIRAL
Registration Number:	4605582	ALLIED RECREATION GROUP
Registration Number:	4710785	ALLIED RECREATION GROUP A
Serial Number:	86578788	ALTERA
Serial Number:	75818345	AMBASSADOR
Serial Number:	86739114	AMERICAN ALLEGIANCE
Serial Number:	78238659	AMERICAN COACH
Serial Number:	85814170	AMERICAN COACH DRIVING YOUR PASSION
Serial Number:	85814204	AMERICAN COACH DRIVING YOUR PASSION
Serial Number:	86739035	AMERICAN DREAM
Serial Number:	74113288	AMERICAN EAGLE
Serial Number:	86739057	AMERICAN EAGLE
Serial Number:	75621308	AMERICAN HERITAGE
Serial Number:	86739078	AMERICAN HERITAGE
Serial Number:	85605323	AMERICAN REVOLUTION
Serial Number:	85261019	AMERICAN REVOLUTION
Serial Number:	75185210	AMERICAN TRADITION
Serial Number:	86739092	AMERICAN TRADITION

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	86519413	AUGUSTA
Registration Number:	1407614	BOUNDER
Registration Number:	1438547	BOUNDER
Registration Number:	2485663	B-PLUS
Registration Number:	2320504	DIPLOMAT
Registration Number:	3310698	DISCOVERY
Registration Number:	1692825	DYNASTY
Registration Number:	3815764	ENCOUNTER
Registration Number:	1805232	ENDEAVOR
Registration Number:	2522953	EXPEDITION
Registration Number:	3031201	F
Registration Number:	2705159	FIESTA
Registration Number:	4708620	FLAIR
Registration Number:	3905734	FLEETWOOD RV
Registration Number:	1463410	HOLIDAY RAMBLER
Registration Number:	1788857	HR
Registration Number:	1774661	HR
Registration Number:	4832948	ILLUMAPLEX
Registration Number:	0983735	JAMBOREE
Registration Number:	2646306	KNIGHT
Registration Number:	2256824	LA PALMA
Registration Number:	4719177	LIBERTY CHASSIS
Registration Number:	4719178	LIBERTY CHASSIS
Registration Number:	1407605	MARQUIS
Registration Number:	2203845	
Registration Number:	2655209	MONACO
Registration Number:	4099913	MONACO VESTA
Registration Number:	4099918	MONACO VESTA
Registration Number:	2452085	MONARCH
Registration Number:	4038231	MONTARA
Registration Number:	3693647	MONTCLAIR
Registration Number:	3856602	PACE ARROW
Registration Number:	3215528	PANASUITE
Registration Number:	2295459	PATRIOT
Registration Number:	3642101	POWER BRIDGE CHASSIS
Registration Number:	3095256	POWER PLATFORM
Registration Number:	2733217	PROVIDENCE
Registration Number:	4644963	R

Property Type	Number	Word Mark
Registration Number:	2715631	REVOLUTION
Registration Number:	4605032	ROADMASTER
Registration Number:	2230128	SAFARI
Registration Number:	2490778	SCEPTER
Registration Number:	4038227	SEARCHER
Registration Number:	3871908	SIGNATURE RESORTS
Registration Number:	1020474	SOUTHWIND
Registration Number:	2668820	STORM
Registration Number:	2828834	TERRA
Registration Number:	1970508	THIS IS LIVING
Registration Number:	0940353	TIOGA
Registration Number:	1862431	TREK
Registration Number:	2602359	TUFF COAT
Registration Number:	1873239	VACATIONER
Registration Number:	2006680	WINDSOR

CORRESPONDENCE DATA

Fax Number: 2128198200
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.
Phone: 2128198200
Email: iprecordations@whitecase.com
Correspondent Name: Jinelle Park/White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1111779-5981-X130
NAME OF SUBMITTER:	Jinelle Park
SIGNATURE:	/Jinelle Park/
DATE SIGNED:	04/22/2016

Total Attachments: 7
source=Active_56030548_6_REV Group (AIP) - ABL [REV Recreation] Trademark Security Agreement - R&G Draft - Apr-22-2016#page1.tif
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GRANT OF SECURITY INTEREST IN TRADEMARKS

GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Trademark Security Agreement"), dated and effective as of April 22, 2016, by REV RECREATION GROUP, INC. (formerly known as Allied Recreation Group, Inc.), a Delaware corporation (the "Grantor"), in favor of DEUTSCHE BANK AG NEW YORK BRANCH, as Revolving Collateral Agent, for the benefit of the Revolving Secured Parties.

W I T N E S S E T H :

WHEREAS, REV Group, Inc. (formerly known as Allied Specialty Vehicles, Inc.), a Delaware corporation ("REV") entered into that certain Pledge and Security Agreement, dated as of October 21, 2013, among REV, each of the other Grantors from time to time party thereto and DEUTSCHE BANK AG NEW YORK BRANCH, as Revolving Collateral Agent (including all annexes, exhibits or schedules thereto, as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the "Revolving Security Agreement");

WHEREAS, the Revolving Security Agreement requires REV to cause Grantor to execute and deliver to the Revolving Collateral Agent this Trademark Security Agreement for the benefit of the Revolving Secured Parties.

NOW, THEREFORE, in consideration of the promises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. **DEFINED TERMS.** All capitalized terms used but not otherwise defined herein have the meanings given to them in the Revolving Security Agreement.
2. **GRANT OF SECURITY INTEREST.** Grantor hereby grants to the Revolving Collateral Agent, for the benefit of the Revolving Secured Parties, a security interest in and continuing lien on all of such Grantor's right, title and interest in, to and under any Trademarks (collectively, the "Trademark Collateral"), along with all goodwill associated therewith, whether now owned or existing or hereafter acquired or arising and wherever located, including those Trademarks set forth in Schedule I, provided that no security interest therein is granted on any "intent to use" Trademark applications until such time as an amendment to allege use or statement of use in respect thereof has been accepted by the United States Patent and Trademark Office, at which time such Trademark shall cease to be excluded from the Trademark Collateral hereunder.
3. **REVOLVING SECURITY AGREEMENT.** The security interests granted pursuant to this Trademark Security Agreement are granted in furtherance, not in limitation, of the security interests granted to the Revolving Collateral Agent, for the benefit of the Revolving Secured Parties, pursuant to the Revolving Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Revolving Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Revolving Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth

herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Revolving Security Agreement, the provisions of the Revolving Security Agreement shall control.

4. COUNTERPARTS. This Trademark Security Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument.

5. TERMINATION OR RELEASE. This Trademark Security Agreement shall terminate and the security interests granted hereby shall be automatically released in accordance with the provisions of Section 10 of the Revolving Security Agreement.

6. GOVERNING LAW. THIS TRADEMARK SECURITY AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

7. INTERCREDITOR AGREEMENT. Notwithstanding anything to the contrary contained in this Trademark Security Agreement, the liens and security interests (and priority of such liens and security interests) granted to the Revolving Collateral Agent in any Trademark Collateral that constitutes Notes Priority Collateral pursuant to this Trademark Security Agreement and the exercise of any right or remedy against the Notes Priority Collateral by the Revolving Collateral Agent hereunder are subject to the limitations and provisions of the Intercreditor Agreement. In the event of any conflict between the terms of the Intercreditor Agreement and the terms of this Trademark Security Agreement, the terms of the Intercreditor Agreement shall govern and control.[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

REV RECREATION GROUP, INC., a Delaware corporation

By: 
Name: Tim W. Sullivan
Title: President & Chief Executive Officer

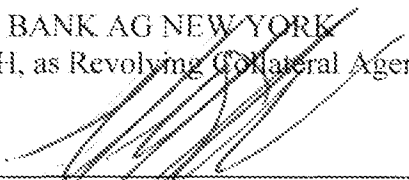
[Remainder of page intentionally left blank]

[REV Group -- Signature Page to ABL Trademark Security Agreement]

TRADEMARK
REEL: 005776 FRAME: 0567

ACCEPTED AND ACKNOWLEDGED BY:

DEUTSCHE BANK AG NEW YORK
BRANCH, as Revolving Collateral Agent

By: 
Name: Michael Shannon
Title: Vice President

By: 
Name: Peter Cucchiara
Title: Vice President

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

U.S. TRADEMARK APPLICATIONS AND REGISTRATIONS

Owner	Trademark Name	Application No.	Registration No.	Status
REV Recreation Group, Inc.	AC (stylized)	85814228	4380205	Registered
REV Recreation Group, Inc.	ADMIRAL	75452626	2290577	Registered
REV Recreation Group, Inc.	ALLIED RECREATION GROUP	86233663	4605582	Registered
REV Recreation Group, Inc.	ALLIED RECREATION GROUP A design	86233703	4710785	Registered
REV Recreation Group, Inc.	ALTERA	86578788		Allowed
REV Recreation Group, Inc.	AMBASSADOR	75818345	2430494	Registered
REV Recreation Group, Inc.	AMERICAN ALLEGIANCE (stylized)	86739114	4932201	Registered
REV Recreation Group, Inc.	AMERICAN COACH (standard character mark)	78238659	2903920	Registered
REV Recreation Group, Inc.	AMERICAN COACH DRIVING YOUR PASSION (standard character)	85814170	4548578	Registered
REV Recreation Group, Inc.	AMERICAN COACH DRIVING YOUR PASSION (stylized)	85814204	4548579	Registered
REV Recreation Group, Inc.	AMERICAN DREAM (stylized)	86739035		Allowed
REV Recreation Group, Inc.	AMERICAN EAGLE (standard character mark)	74113288	1759144	Registered
REV Recreation Group, Inc.	AMERICAN EAGLE (stylized)	86739057	4927652	Registered
REV Recreation Group, Inc.	AMERICAN HERITAGE (standard character mark)	75621308	2318980	Registered
REV Recreation Group, Inc.	AMERICAN HERITAGE (stylized)	86739078	4932199	Registered
REV Recreation Group, Inc.	AMERICAN REVOLUTION (standard character mark)	85605323	4253953	Registered
REV Recreation Group, Inc.	AMERICAN REVOLUTION (stylized)	85261019	4127857	Registered
REV Recreation Group, Inc.	AMERICAN TRADITION (standard character mark)	75185210	2101571	Registered
REV Recreation Group, Inc.	AMERICAN TRADITION (stylized)	86739092	4932200	Published
REV Recreation Group, Inc.	AUGUSTA	86519413	4803991	Registered

Owner	Trademark Name	Application No.	Registration No.	Status
REV Recreation Group, Inc.	BOUNDER (standard character mark)	73581502	1407614	Registered
REV Recreation Group, Inc.	BOUNDER and Design	73581504	1438547	Registered
REV Recreation Group, Inc.	B-PLUS	75580038	2485663	Registered
REV Recreation Group, Inc.	DIPLOMAT	75503265	2320504	Registered
REV Recreation Group, Inc.	DISCOVERY (standard character mark)	77047913	3310698	Registered
REV Recreation Group, Inc.	DYNASTY	74093403	1692825	Registered
REV Recreation Group, Inc.	ENCOUNTER (standard character mark)	77830721	3815764	Registered
REV Recreation Group, Inc.	ENDEAVOR	74298687	1805232	Registered
REV Recreation Group, Inc.	EXPEDITION (standard character mark)	75417360	2522953	Registered
REV Recreation Group, Inc.	F and Design	76597681	3031201	Registered
REV Recreation Group, Inc.	FLESTA	76143426	2705159	Registered
REV Recreation Group, Inc.	FLAIR (standard character mark)	85688937	4708620	Registered
REV Recreation Group, Inc.	FLEETWOOD RV (standard character mark)	77980654	3905734	Registered
REV Recreation Group, Inc.	HOLIDAY RAMBLER	73653075	1463410	Registered
REV Recreation Group, Inc.	HR & Design	74280033	1788857	Registered
REV Recreation Group, Inc.	HR & Design	74280007	1774661	Registered
REV Recreation Group, Inc.	ILLUMAPLEX	86319016	4832948	Registered
REV Recreation Group, Inc.	JAMBOREE (standard character mark)	72461946	0983735	Registered
REV Recreation Group, Inc.	KNIGHT	75814197	2646306	Registered
REV Recreation Group, Inc.	LA PALMA	75435833	2256824	Registered
REV Recreation Group, Inc.	LIBERTY CHASSIS	86244434	4719177	Registered
REV Recreation Group, Inc.	LIBERTY CHASSIS design	86244455	4719178	Registered
REV Recreation Group, Inc.	MARQUIS	73574202	1407605	Registered
REV Recreation Group, Inc.	MISCELLANEOUS Design	75344962	2203845	Registered
REV Recreation Group, Inc.	MONACO	75345468	2655209	Registered
REV Recreation Group, Inc.	MONACO VESTA	85153635	4099913	Registered
REV Recreation Group, Inc.	MONACO VESTA Design	85154049	4099918	Registered
REV Recreation Group, Inc.	MONARCH	75797218	2452085	Registered

Owner	Trademark Name	Application No.	Registration No.	Status
REV Recreation Group, Inc.	MONTARA (standard character mark)	85260616	4038231	Registered
REV Recreation Group, Inc.	MONTCLAIR	77490801	3693647	Registered
REV Recreation Group, Inc.	PACE ARROW (standard character mark)	77944,986	3856602	Registered
REV Recreation Group, Inc.	PANASULITE	78870177	3215528	Registered
REV Recreation Group, Inc.	PATRIOT	75499315	2295459	Registered
REV Recreation Group, Inc.	POWER BRIDGE CHASSIS (standard character mark)	77470,695	3642101	Registered
REV Recreation Group, Inc.	POWER PLATFORM (standard character mark)	78589295	3095256	Registered
REV Recreation Group, Inc.	PROVIDENCE (standard character mark)	76354,384	2733217	Registered
REV Recreation Group, Inc.	R design	86257606	4644963	Registered
REV Recreation Group, Inc.	REVOLUTION (standard character mark)	76431921	2715631	Registered
REV Recreation Group, Inc.	ROADMASTER	86186438	4605032	Registered
REV Recreation Group, Inc.	SAFARI	75325748	2230128	Registered
REV Recreation Group, Inc.	SCEPTER	76147406	2490778	Registered
REV Recreation Group, Inc.	SEARCHER (standard character mark)	85260589	4038227	Registered
REV Recreation Group, Inc.	SIGNATURE RESORTS & Design	77617726	3871908	Registered
REV Recreation Group, Inc.	SOUTHWIND (standard character mark)	73023287	1020474	Registered
REV Recreation Group, Inc.	STORM (standard character mark)	76370594	2668820	Registered
REV Recreation Group, Inc.	TERRA (standard character mark)	76143427	2828834	Registered
REV Recreation Group, Inc.	THIS IS LIVING	74536900	1970508	Registered
REV Recreation Group, Inc.	TIOGA (standard character mark)	72414439	0940353	Registered
REV Recreation Group, Inc.	TREK	74132486	1862431	Registered
REV Recreation Group, Inc.	TUFF COAT (standard character mark)	76131263	2602359	Registered
REV Recreation Group, Inc.	VACATIONER	74297465	1873239	Registered
REV Recreation Group, Inc.	WINDSOR	74532783	2006680	Registered