

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM405327

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Camp Coast to Coast, LLC		11/08/2016	Limited Liability Company: DELAWARE
Camping World, Inc.		11/08/2016	Corporation: KENTUCKY
CWI, Inc.		11/08/2016	Corporation: KENTUCKY
Good Sam Enterprises, LLC		11/08/2016	Limited Liability Company: DELAWARE
TL Enterprises, LLC		11/08/2016	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	GOLDMAN SACHS BANK USA, AS ADMINISTRATIVE AGENT		
Street Address:	1 NEW YORK PLAZA		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10004		
Entity Type:	BANK: UNITED STATES		
PROPERTY NUMBERS Total: 68			
Property Type	Number	Word Mark	
Registration Number:	2092635	AFFINITY GROUP, INC.	
Registration Number:	2045752	AGI	
Registration Number:	1458728	CAMP COAST TO COAST	
Registration Number:	4103953	CAMPER'S CHOICE	
Registration Number:	1898898	CAMPERWAYS	
Registration Number:	1141743	CAMPGROUND MANAGEMENT	
Registration Number:	930179	CAMPING WORLD	
Registration Number:	4536313	CAMPING WORLD	
Registration Number:	4536315	CAMPING WORLD	
Registration Number:	4532411	CAMPING WORLD	
Serial Number:	87015023	CAMPING WORLD STADIUM	
Registration Number:	2285802	COAST TO COAST	
Registration Number:	1593450	COAST TO COAST	

OP \$1715.00 2092635

Property Type	Number	Word Mark
Registration Number:	1594211	COAST TO COAST
Registration Number:	3599173	COAST TO COAST EST. 1972
Registration Number:	2252816	CSP
Registration Number:	2888399	CW GEAR
Registration Number:	3490104	DREAM. PLAN. GO
Serial Number:	87127533	ELEMENTS
Registration Number:	4511212	FOLLOW THE ROAD TO ADVENTURE
Registration Number:	1654203	GAP-GUARD
Registration Number:	2035941	GO & RENT . . . RENT & GO
Registration Number:	1871532	GOOD NEIGHBOR PARKS
Registration Number:	2774517	GOOD SAM
Registration Number:	4962378	GOOD SAM
Registration Number:	4962377	GOOD SAM
Registration Number:	2749223	GOOD SAM CLUB
Registration Number:	4962376	GOOD SAM CLUB
Registration Number:	4962375	GOOD SAM CLUB
Registration Number:	4885145	GOOD SAM FINANCE CENTER
Registration Number:	4834960	
Registration Number:	4834959	
Registration Number:	2619442	GOOD SAM RV EMERGENCY ROAD SERVICE
Serial Number:	87086985	GOOD SAM TRAVELASSIST
Serial Number:	87058421	HALO GOOD SAM GOOD SAM PET BENEFITS
Registration Number:	4400673	HIGHWAYS
Registration Number:	1442575	MOTORHOME
Registration Number:	1895073	MOTORHOME
Registration Number:	2186392	MOTORHOME
Registration Number:	3033501	
Registration Number:	4536314	
Serial Number:	87127530	NESW
Registration Number:	3923417	RECREATION IN MOTION
Registration Number:	3906476	RICHMOND BOAT SHOW
Registration Number:	3906473	RICHMOND CAMPING RV EXPO
Registration Number:	3906475	RICHMOND HOME & GARDEN SHOW
Registration Number:	2043024	RV BUSINESS
Registration Number:	1512170	RV BUSINESS
Registration Number:	2183097	RV BUYERS GUIDE
Registration Number:	4660197	RV CONCIERGE
Registration Number:	2079927	RV SEARCH

Property Type	Number	Word Mark
Registration Number:	2338931	RV SEARCH
Serial Number:	86939605	RV THERE YET?
Registration Number:	2651351	RV.NET
Registration Number:	3291997	RVTRIPSETTER
Registration Number:	997384	SAMBOREE
Registration Number:	4960023	SAY HELLO TO A WHOLE NEW WORLD
Registration Number:	1901723	SOUTHERN RV
Registration Number:	1898896	SUNNY DESTINATIONS
Registration Number:	1006079	TRAILER LIFE
Registration Number:	2175450	TRAILER LIFE
Registration Number:	2232129	TRAILER LIFE DIRECTORY
Registration Number:	3000926	TRIP PLUS
Registration Number:	3072753	TRIP POINTS
Registration Number:	2994409	TRIPSETTER
Registration Number:	854909	W
Registration Number:	711273	WOODALL'S
Registration Number:	965597	WOODALL'S

CORRESPONDENCE DATA

Fax Number: 8668265420

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: 301-638-0511

Email: ipresearchplus@comcast.net

Correspondent Name: IP Research Plus, Inc.

Address Line 1: 21 Tadcaster Circle

Address Line 2: attn: Penelope J.A. Agodoa

Address Line 4: Waldorf, MARYLAND 20602

NAME OF SUBMITTER: Penelope J.A. Agodoa

SIGNATURE: /pja/

DATE SIGNED: 11/12/2016

Total Attachments: 11

source=41464#page1.tif

source=41464#page2.tif

source=41464#page3.tif

source=41464#page4.tif

source=41464#page5.tif

source=41464#page6.tif

source=41464#page7.tif

source=41464#page8.tif

source=41464#page9.tif

source=41464#page10.tif

source=41464#page11.tif

TRADEMARK SECURITY AGREEMENT, dated as of November 8, 2016 (this "Agreement"), among Camp Coast to Coast, LLC, a Delaware limited liability company, Camping World, Inc., a Kentucky corporation, CWI, Inc., a Kentucky corporation, Good Sam Enterprises, LLC, a Delaware limited liability company, and TL Enterprises, LLC, a Delaware limited liability company (collectively, the "Grantors"), and Goldman Sachs Bank USA, as administrative agent (in such capacity, the "Administrative Agent").

Reference is made to (a) the Credit Agreement (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), dated as of November 8, 2016, among CWGS Enterprises, LLC, a Delaware limited liability company, CWGS Group, LLC, a Delaware limited liability company (the "Borrower"), the Lenders party thereto and the Administrative Agent and (b) the Collateral Agreement dated of even date with the Credit Agreement (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among the Borrower, the other grantors from time to time party thereto and the Administrative Agent. The Lenders and the Issuing Banks have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. Each Grantor is an Affiliate of the Borrower and is willing to execute and deliver this Agreement in order to induce the Lenders to make additional Loans and the Issuing Banks to issue additional Letters of Credit and as consideration for Loans previously made and Letters of Credit previously issued. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Secured Obligations, each Grantor hereby grants to the Administrative Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest (the "Security Interest") in all of such Grantor's right, title and interest in, to and under the trademarks and trademark applications listed on Schedule I attached hereto, including all Proceeds and products thereof and all rights to sue for past, present and future infringements, misappropriations or violations thereof (the "Trademark Collateral"). This Agreement shall not be deemed to grant a security interest in any trademark application filed on an intent-to-use basis to the extent a security interest is not permitted to attach thereto under the Collateral Agreement.

SECTION 3. Collateral Agreement. The Security Interest granted to the Administrative Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Administrative Agent pursuant to the Collateral Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. Termination. The security interest granted herein shall terminate and be released at the time and in the manner set forth in Section 9.15 of the Credit Agreement and, at such time, the Administrative Agent shall execute, acknowledge, and deliver to the Grantors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademark Collateral under this Agreement.

SECTION 5. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

CAMP COAST TO COAST, LLC
CAMPING WORLD, INC.
CWL, INC.
GOOD SAM ENTERPRISES, LLC
TL ENTERPRISES, LLC

Each as a Grantor

By: 

Name: Marcus Lemonis

Title: Chief Executive Officer

GOLDMAN SACHS BANK USA, as
Administrative Agent,

By: _____

Name: _____

Title: _____

[Signature Page to Trademark Security Agreement]

GOLDMAN SACHS BANK USA, as
Administrative Agent

By: _____

Name:

Title:

Gabriel Jacobson
Authorized Signatory

[Signature Page to Trademark Security Agreement]

[[3622647]]

TRADEMARK
REEL: 005920 FRAME: 0650

U.S. TRADEMARKS

Trademark	Country	Status	App No./	App Date	Reg No./	Reg Date	Owner
AFFINITY GROUP, INC.	United States of America	Registered	75053507	02/05/96	2092635	09/02/97	GOOD SAM ENTERPRISES, LLC
AGI (Stylized)	United States of America	Registered	75053505	02/05/96	2045752	03/18/97	GOOD SAM ENTERPRISES, LLC
CAMP COAST TO COAST	United States of America	Registered	73604546	06/16/86	1458728	09/22/87	CAMP COAST TO COAST, INC. ¹
CAMPER'S CHOICE	United States of America	Registered	85041023	05/18/10	4103953	02/28/12	CWI, INC.
CAMPERWAYS	United States of America	Registered	74524224	05/12/94	1898898	06/13/95	TL ENTERPRISES, LLC
CAMPGROUND MANAGEMENT	United States of America	Registered	73136048	08/01/77	1141743	11/25/80	TL ENTERPRISES, LLC
CAMPING WORLD	United States of America	Registered	72346718	12/19/69	930179	02/29/72	CWI, INC.
CAMPING WORLD	United States of America	Registered	86012320	07/17/13	4536313	05/27/14	CWI, INC.
CAMPING WORLD & Design (horizontal)	United States of America	Registered	86012331	07/17/13	4536315	05/27/14	CWI, INC.

¹ References to intellectual property owned by "Camp Cost to Coast, Inc." are related to guarantor Camp Coast to Coast, LLC.

Trademark	Country	Status	App No./	App Date	Reg No./	Reg Date	Owner
CAMPING WORLD & Design (vertical)	United States of America	Registered	86012333	07/17/13	4532411	05/20/14	CWI, INC.
CAMPING WORLD STADIUM	United States of America	Pending ITU	87015023	04/26/16			CWI, INC.
COAST TO COAST	United States of America	Registered	75118833	06/14/96	2285802	10/12/99	GOOD SAM ENTERPRISES, LLC
COAST TO COAST	United States of America	Registered	73769005	12/12/88	1593450	04/24/90	GOOD SAM ENTERPRISES, LLC
COAST TO COAST	United States of America	Registered	73827979	09/27/89	1594211	05/01/90	GOOD SAM ENTERPRISES, LLC
COAST TO COAST EST. 1972 Logo	United States of America	Registered	77182331	05/16/07	3599173	03/31/09	GOOD SAM ENTERPRISES, LLC
CSP	United States of America	Registered	75380474	10/28/97	2252816	06/15/99	GOOD SAM ENTERPRISES, LLC
CW GEAR	United States of America	Registered	76499954	03/24/03	2888399	09/28/04	CWI, INC.
DREAM. PLAN. GO	United States of America	Registered	78347077	12/31/03	3490104	08/19/08	GOOD SAM ENTERPRISES, LLC
ELEMENTS	United States of America	Pending ITU	87127533	08/04/16			CWI, INC.
FOLLOW THE ROAD TO ADVENTURE	United States of America	Registered	85500290	09/09/11	4511212	04/08/14	GOOD SAM ENTERPRISES, LLC

Trademark	Country	Status	App No./	App Date	Reg No./	Reg Date	Owner
GAP-GUARD	United States of America	Registered	73831885	10/16/89	1654203	08/20/91	AFFINITY GROUP, INC. ²
GO & RENT... RENT & GO	United States of America	Registered	74523976	05/12/94	2035941	02/04/97	TL ENTERPRISES, LLC
GOOD NEIGHBOR PARKS	United States of America	Registered	74480729	01/21/94	1871532	01/03/95	GOOD SAM ENTERPRISES, LLC
GOOD SAM	United States of America	Registered	76257664	05/14/01	2774517	10/21/03	GOOD SAM ENTERPRISES, LLC
GOOD SAM & Design (b&w)	United States of America	Registered	86422514	10/13/14	4962378	05/24/16	GOOD SAM ENTERPRISES, LLC
GOOD SAM & Design (color)	United States of America	Registered	86422512	10/13/14	4962377	05/24/16	GOOD SAM ENTERPRISES, LLC
GOOD SAM CLUB	United States of America	Registered	76116031	08/24/00	2749223	08/12/03	GOOD SAM ENTERPRISES, LLC
GOOD SAM CLUB & Design (b&w)	United States of America	Registered	86422509	10/13/14	4962376	05/24/16	GOOD SAM ENTERPRISES, LLC
GOOD SAM CLUB & Design (color)	United States of America	Registered	86422506	10/13/14	4962375	05/24/16	GOOD SAM ENTERPRISES, LLC
GOOD SAM FINANCE CENTER	United States of America	Registered	86629511	05/14/15	4885145	01/12/16	GOOD SAM ENTERPRISES, LLC

² References to intellectual property owned by "Affinity Group, Inc." are related to guarantor Good Sam Enterprises, LLC.

Trademark	Country	Status	App No./	App Date	Reg No./	Reg Date	Owner
Good Sam Logo (b&w)	United States of America	Registered	86422520	10/13/14	4834960	10/20/15	GOOD SAM ENTERPRISES, LLC
Good Sam Logo (color)	United States of America	Registered	86422517	10/13/14	4834959	10/20/15	GOOD SAM ENTERPRISES, LLC
GOOD SAM RV EMERGENCY ROAD SERVICE	United States of America	Registered	75904793	01/28/00	2619442	09/17/02	GOOD SAM ENTERPRISES, LLC
GOOD SAM TRAVEL ASSIST	United States of America	Pending	87086985	06/28/16			GOOD SAM ENTERPRISES, LLC
HALO GOOD SAM GOOD SAM PET BENEFITS Logo	United States of America	Pending ITU	87058421	06/02/16			GOOD SAM ENTERPRISES, LLC
HIGHWAYS ONLINE	United States of America	Registered	85412373	08/31/11	4400673	09/10/13	GOOD SAM ENTERPRISES, LLC
MOTORHOME	United States of America	Registered	73623062	09/30/86	1442575	06/09/87	GOOD SAM ENTERPRISES, LLC
MOTORHOME	United States of America	Registered	74511112	04/11/94	1895073	05/23/95	GOOD SAM ENTERPRISES, LLC
MOTORHOME	United States of America	Registered	75118832	06/14/96	2186392	09/01/98	GOOD SAM ENTERPRISES, LLC
Mountain Logo	United States of America	Registered	76575934	02/17/04	3033501	12/27/05	CWI, INC.
Mountain Logo	United States of America	Registered	86012325	07/17/13	4536314	05/27/14	CWI, INC.

Trademark	Country	Status	App No./	App Date	Reg No./	Reg Date	Owner
NESW Elements Compass Logo	United States of America	Pending ITU	87127530	08/04/16			CWI, INC.
RECREATION IN MOTION	United States of America	Registered	77168855	04/30/07	3923417	02/22/11	GOOD SAM ENTERPRISES, LLC
RICHMOND BOAT SHOW	United States of America	Registered	77887612	12/07/09	3906476	01/18/11	GOOD SAM ENTERPRISES, LLC
RICHMOND CAMPING RV EXPO	United States of America	Registered	77887572	12/07/09	3906473	01/18/11	GOOD SAM ENTERPRISES, LLC
RICHMOND HOME & GARDEN SHOW	United States of America	Registered	77887601	12/07/09	3906475	01/18/11	GOOD SAM ENTERPRISES, LLC
RV BUSINESS	United States of America	Registered	75017865	11/13/95	2043024	03/11/97	GOOD SAM ENTERPRISES, LLC
RV BUSINESS	United States of America	Registered	73623060	09/30/86	1512170	11/08/88	GOOD SAM ENTERPRISES, LLC
RV BUYERS GUIDE	United States of America	Registered	75127392	06/24/96	2183097	08/18/98	GOOD SAM ENTERPRISES, LLC
RV CONCIERGE	United States of America	Registered	85847396	02/12/13	4660197	12/23/14	GOOD SAM ENTERPRISES, LLC
RV SEARCH	United States of America	Registered	74713645	08/10/95	2079927	07/15/97	GOOD SAM ENTERPRISES, LLC
RV SEARCH	United States of America	Registered	75118960	06/14/96	2338931	04/04/00	GOOD SAM ENTERPRISES, LLC

Trademark	Country	Status	App No./	App Date	Reg No./	Reg Date	Owner
RV THERE YET?	United States of America	Pending	86939605	03/14/16			GOOD SAM ENTERPRISES, LLC
RV.NET & Design	United States of America	Registered	76226400	03/19/01	2651351	11/19/02	GOOD SAM ENTERPRISES, LLC
RVTRIPSETTER.COM	United States of America	Registered	78761463	11/28/05	3291997	09/11/07	GOOD SAM ENTERPRISES, LLC
SAMBOREE	United States of America	Registered	73011293	01/18/74	997384	11/05/74	GOOD SAM ENTERPRISES, LLC
SAY HELLO TO A WHOLE NEW WORLD	United States of America	Registered	86770778	09/28/15	4960023	05/17/16	CWI, INC.
SOUTHERN RV	United States of America	Registered	74524398	05/12/94	1901723	06/27/95	TL ENTERPRISES, LLC
SUNNY DESTINATIONS	United States of America	Registered	74523936	05/12/94	1898896	06/13/95	TL ENTERPRISES, LLC
TRAILER LIFE	United States of America	Registered	72463270	07/18/73	1006079	03/04/75	GOOD SAM ENTERPRISES, LLC
TRAILER LIFE	United States of America	Registered	75121601	06/14/96	2175450	07/21/98	GOOD SAM ENTERPRISES, LLC
TRAILER LIFE DIRECTORY	United States of America	Registered	75436451	02/18/98	2232129	03/16/99	GOOD SAM ENTERPRISES, LLC
TRIP PLUS	United States of America	Registered	78347073	12/31/03	3000926	09/27/05	GOOD SAM ENTERPRISES, LLC

Trademark	Country	Status	App No./	App Date	Reg No./	Reg Date	Owner
TRIP POINTS	United States of America	Registered	78347076	12/31/03	3072753	03/28/06	GOOD SAM ENTERPRISES, LLC
TRIPSETTER	United States of America	Registered	78347075	12/31/03	2994409	09/13/05	GOOD SAM ENTERPRISES, LLC
W (Stylized)	United States of America	Registered	72283405	10/26/67	854909	08/13/68	TL ENTERPRISES, LLC
WOODALL'S	United States of America	Registered	72094863	04/11/60	711273	02/14/61	TL ENTERPRISES, LLC
WOODALL'S	United States of America	Registered	72418326	03/15/72	965597	08/07/73	TL ENTERPRISES, LLC