

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Good Sam Enterprises, LLC (f/k/a Affinity Group, Inc.)		11/20/2013	LIMITED LIABILITY COMPANY: DELAWARE
TL Enterprises, LLC (f/k/a TL Enterprises, Inc.)		11/20/2013	LIMITED LIABILITY COMPANY: DELAWARE
Ehlert Publishing Group, LLC		11/20/2013	LIMITED LIABILITY COMPANY: DELAWARE
CWI, Inc.		11/20/2013	CORPORATION: KENTUCKY

**RECEIVING PARTY DATA**

<b>Name:</b>	Goldman Sachs Bank USA, as Administrative Agent
<b>Street Address:</b>	200 West Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10282
<b>Entity Type:</b>	Bank: UNITED STATES

**PROPERTY NUMBERS Total: 68**

Property Type	Number	Word Mark
Registration Number:	2092635	AFFINITY GROUP, INC.
Registration Number:	3306394	AGI EVENTS
Registration Number:	2045752	AGI
Registration Number:	1458728	CAMP COAST TO COAST
Registration Number:	4103953	CAMPER'S CHOICE
Registration Number:	2908748	CAMPER'S CHOICE
Registration Number:	1739764	CAMPER'S CHOICE INC.
Registration Number:	1898898	CAMPERWAYS
Registration Number:	1141743	CAMPGROUND MANAGEMENT
Registration Number:	2281754	CAMPING LIFE

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Registration Number:	0930179	CAMPING WORLD
Registration Number:	1181616	CAMPING WORLD
Registration Number:	1181620	CAMPING WORLD
Serial Number:	86012320	CAMPING WORLD
Serial Number:	86012331	CAMPING WORLD
Serial Number:	86012333	CAMPING WORLD
Registration Number:	2015238	CARAVENTURE
Registration Number:	2285802	COAST TO COAST
Registration Number:	1655776	COAST TO COAST
Registration Number:	1594211	COAST TO COAST
Registration Number:	1593450	COAST TO COAST
Registration Number:	3599173	COAST TO COAST EST. 1972
Registration Number:	2252816	CSP
Registration Number:	2814763	CUMBERLAND
Registration Number:	2888399	CW GEAR
Registration Number:	2239859	DREAM DEMO
Registration Number:	3490104	DREAM. PLAN. GO
Serial Number:	85500290	FOLLOW THE ROAD TO ADVENTURE
Registration Number:	2035941	GO & RENT . . . RENT & GO
Registration Number:	1871532	GOOD NEIGHBOR PARKS
Registration Number:	2774517	GOOD SAM
Registration Number:	2749223	GOOD SAM CLUB
Registration Number:	2619442	GOOD SAM RV EMERGENCY ROAD SERVICE
Registration Number:	4400673	HIGHWAYS
Registration Number:	1645203	HIGHWAYS THE OFFICIAL PUBLICATION OF THE
Registration Number:	1442575	MOTORHOME
Registration Number:	2186392	MOTORHOME
Registration Number:	1895073	MOTORHOME
Registration Number:	1703616	PRESIDENT'S CLUB
Registration Number:	3923417	RECREATION IN MOTION
Registration Number:	3592907	RECREATION IN MOTION
Registration Number:	3906473	RICHMOND CAMPING RV EXPO
Registration Number:	3237984	ROADS TO ADVENTURE
Registration Number:	2183097	RV BUYERS GUIDE
Serial Number:	85847396	RV CONCIERGE

	2338931	RV SEARCH
Registration Number:	2079927	RV SEARCH
Registration Number:	2651351	RV.NET
Registration Number:	3728329	RVHC RV HANDYMAN CLUB
Registration Number:	3291997	RVTRIPSETTER
Registration Number:	997384	SAMBOREE
Registration Number:	1901723	SOUTHERN RV
Registration Number:	1898896	SUNNY DESTINATIONS
Registration Number:	3589262	THE RV HANDYMAN CLUB
Registration Number:	1991599	TRAFFIC BUILDERS
Registration Number:	1006079	TRAILER LIFE
Registration Number:	2175450	TRAILER LIFE
Registration Number:	3311577	TRAILER LIFE
Registration Number:	1982678	TRAILER LIFE CAMPGROUNDS, RV PARKS & SER
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
Registration Number:	3033501	
Serial Number:	86012325	

**CORRESPONDENCE DATA**

Fax Number: 8668265420  
*Correspondence will be sent to the e-mail address first; 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

**ATTORNEY DOCKET NUMBER:** CRS1- 39120

**NAME OF SUBMITTER:** Penelope J.A. Agodoa

Signature:

**TRADEMARK**  
**REEL: 005175 FRAME: 0264**

/pja/

Date:

12/17/2013

Total Attachments: 9

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TRADEMARK SECURITY AGREEMENT, dated as of November 20, 2013 (this "Agreement"), among Good Sam Enterprises, LLC, a Delaware limited liability company, TL Enterprises, LLC, a Delaware limited liability company, Ehlert Publishing Group, LLC, a Delaware limited liability company, and CWI, Inc., a Kentucky corporation (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 20, 2013, 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.  
CWI, INC.  
EHLERT PUBLISHING GROUP, LLC  
GOOD SAM ENTERPRISES, LLC  
TL ENTERPRISES, LLC  
Each as a Grantor

By: 

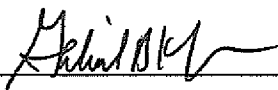
Name: Marcus Lemonis

Title: Chief Executive Officer

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

TRADEMARK  
REEL: 005175 FRAME: 0268

GOLDMAN SACHS BANK USA, as  
Administrative Agent,

By: 

Name:  
Title:

**Gabriel Jacobson**  
**Authorized Signatory**





**U.S. TRADEMARKS**

<b>Trademark</b>	<b>Status</b>	<b>App No.</b>	<b>App Date</b>	<b>Reg No.</b>	<b>Reg Date</b>	<b>Owner</b>
<b>AFFINITY GROUP, INC.</b>	Registered	75/053507	05-Feb-1996	2092635	02-Sep-1997	GOOD SAM ENTERPRISES, LLC
<b>AGI EVENTS</b>	Registered	77/126189	08-Mar-2007	3306394	09-Oct-2007	GOOD SAM ENTERPRISES, LLC
<b>AGI Logo</b>	Registered	75/053505	05-Feb-1996	2045752	18-Mar-1997	GOOD SAM ENTERPRISES, LLC
<b>CAMP COAST TO COAST</b>	Registered	73/604546	16-Jun-1986	1458728	22-Sep-1987	GOOD SAM ENTERPRISES, LLC (f/k/a/ AFFINITY GROUP, INC.)
<b>CAMPER'S CHOICE</b>	Registered	85/041023	18-May-2010	4103953	28-Feb-2012	CWI, INC.
<b>CAMPER'S CHOICE</b>	Registered	78337092	05-Dec-2003	2908748	07-Dec-2004	CWI, INC.
<b>CAMPER'S CHOICE &amp; Design</b>	Registered	74210272	07-Oct-1991	1739764	15-Dec-1992	CWI, INC.
<b>CAMPERWAYS</b>	Registered	74/524224	12-May-1994	1898898	13-Jun-1995	TL ENTERPRISES, LLC
<b>CAMPGROUND MANAGEMENT</b>	Registered	73/136048	01-Aug-1977	1141743	25-Nov-1980	TL ENTERPRISES, LLC
<b>CAMPING LIFE</b>	Registered	75/581702	02-Nov-1998	2281754	28-Sep-1999	EHLERT PUBLISHING GROUP, LLC
<b>CAMPING WORLD</b>	Registered	72346718	19-Dec-1969	0930179	29-Feb-1972	CWI, INC.
<b>CAMPING WORLD</b>	Registered	73259682	25-Apr-1980	1181616	08-Dec-1981	CWI, INC.
<b>CAMPING WORLD &amp; Design</b>	Registered	73261829	12-May-1980	1181620	08-Dec-1981	CWI, INC.
<b>CAMPING WORLD</b>	Pending	86012320	17-Jul-2013			CWI, INC.

Trademark	Status	App No.	App Date	Reg No.	Reg Date	Owner
<b>CAMPING WORLD &amp; Design</b>	Pending	86012331	17-Jul-2013			CWI, INC.
<b>CAMPING WORLD &amp; Design</b>	Pending	86012333	17-Jul-2013			CWI, INC.
<b>CARAVENTURE</b>	Registered	74/732108	21-Sep-1995	2015238	12-Nov-1996	GOOD SAM ENTERPRISES, LLC
<b>COAST TO COAST</b>	Registered	75/118833	14-Jun-1996	2285802	12-Oct-1999	GOOD SAM ENTERPRISES, LLC
<b>COAST TO COAST</b>	Registered	73827978	27-Sep-1989	1655776	03-Sep-1991	GOOD SAM ENTERPRISES, LLC
<b>COAST TO COAST</b>	Registered	73/827979	27-Sep-1989	1594211	01-May-1990	GOOD SAM ENTERPRISES, LLC
<b>COAST TO COAST</b>	Registered	73/769005	12-Dec-1988	1593450	24-Apr-1990	GOOD SAM ENTERPRISES, LLC
<b>COAST TO COAST EST. 1972 &amp; Wing Design</b>	Registered	77/182331	16-May-2007	3599173	31-Mar-2009	GOOD SAM ENTERPRISES, LLC
<b>CSP</b>	Registered	75/380474	28-Oct-1997	2252816	15-Jun-1999	GOOD SAM ENTERPRISES, LLC
<b>CUMBERLAND</b>	Registered	76/499959	24-Mar-2003	2814763	17-Feb-2004	CWI, INC.
<b>CW GEAR</b>	Registered	76/499954	24-Mar-2003	2888399	28-Sep-2004	CWI, INC.
<b>DREAM DEMO</b>	Registered	75/059978	20-Feb-1996	2239859	13-Apr-1999	EHLERT PUBLISHING GROUP, LLC
<b>DREAM. PLAN. GO</b>	Registered	78/347077	31-Dec-2003	3490104	19-Aug-2008	GOOD SAM ENTERPRISES, LLC
<b>FOLLOW THE ROAD TO ADVENTURE</b>	Pending (Published)	85/500290	09-Sep-2011			GOOD SAM ENTERPRISES, LLC
<b>GO &amp; RENT... RENT &amp; GO</b>	Registered	74/523976	12-May-1994	2035941	04-Feb-1997	TL ENTERPRISES, LLC (f/k/a TL ENTERPRISES, INC.)

Trademark	Status	App No.	App Date	Reg No.	Reg Date	Owner
<b>GOOD NEIGHBOR PARKS</b>	Registered	74/480729	21-Jan-1994	1871532	03-Jan-1995	GOOD SAM ENTERPRISES, LLC
<b>GOOD SAM</b>	Registered	76/257664	14-May-2001	2774517	21-Oct-2003	GOOD SAM ENTERPRISES, LLC
<b>GOOD SAM CLUB</b>	Registered	76/116031	24-Aug-2000	2749223	12-Aug-2003	GOOD SAM ENTERPRISES, LLC
<b>GOOD SAM RV EMERGENCY ROAD SERVICE</b>	Registered	75/904793	28-Jan-2000	2619442	17-Sep-2002	GOOD SAM ENTERPRISES, LLC
<b>HIGHWAYS ONLINE</b>	Registered	85/412373	31-Aug-2011	4400673	10-Sep-2013	GOOD SAM ENTERPRISES, LLC
<b>HIGHWAYS THE OFFICIAL PUBLICATION OF THE GOOD SAM CLUB</b>	Registered	74/058354	14-May-1990	1645203	21-May-1991	GOOD SAM ENTERPRISES, LLC
<b>MOTORHOME</b>	Registered	73/623062	30-Sep-1986	1442575	09-Jun-1987	GOOD SAM ENTERPRISES, LLC
<b>MOTORHOME</b>	Registered	75/118832	14-Jun-1996	2186392	01-Sep-1998	GOOD SAM ENTERPRISES, LLC
<b>MOTORHOME</b>	Registered	74/511112	11-Apr-1994	1895073	23-May-1995	GOOD SAM ENTERPRISES, LLC
<b>PRESIDENT'S CLUB</b>	Registered	74/092306	29-Aug-1990	1703616	28-Jul-1992	CWI, INC.
<b>RECREATION IN MOTION</b>	Registered	77/168855	30-Apr-2007	3923417	22-Feb-2011	GOOD SAM ENTERPRISES, LLC
<b>RECREATION IN MOTION</b>	Registered	77/976570	30-Apr-2007	3592907	17-Mar-2009	GOOD SAM ENTERPRISES, LLC
<b>RICHMOND CAMPING RV EXPO</b>	Registered	77/887572	07-Dec-2009	3906473	18-Jan-2011	GOOD SAM ENTERPRISES, LLC
<b>ROADS TO ADVENTURE</b>	Registered	78/460618	02-Aug-2004	3237984	01-May-2007	GOOD SAM ENTERPRISES, LLC

Trademark	Status	App No.	App Date	Reg No.	Reg Date	Owner
RV BUYERS GUIDE	Registered	75/127392	24-Jun-1996	2183097	18-Aug-1998	GOOD SAM ENTERPRISES, LLC
RV CONCIERGE	Pending	85/847396	12-Feb-2013			GOOD SAM ENTERPRISES, LLC
RV SEARCH	Registered	75/118960	14-Jun-1996	2338931	04-Apr-2000	GOOD SAM ENTERPRISES, LLC
RV SEARCH	Registered	74/713645	10-Aug-1995	2079927	15-Jul-1997	GOOD SAM ENTERPRISES, LLC
RV.NET & Design	Registered	76/226400	19-Mar-2001	2651351	19-Nov-2002	GOOD SAM ENTERPRISES, LLC
RVHC RV HANDYMAN CLUB (Stylized)	Registered	77/749171	01-Jun-2009	3728329	22-Dec-2009	GOOD SAM ENTERPRISES, LLC
RVTRIPSETTER	Registered	78/761463	28-Nov-2005	3291997	11-Sep-2007	GOOD SAM ENTERPRISES, LLC
SAMBOREE	Registered	73/011293	18-Jan-1974	997384	05-Nov-1974	GOOD SAM ENTERPRISES, LLC
SOUTHERN RV	Registered	74/524398	12-May-1994	1901723	27-Jun-1995	TL ENTERPRISES LLC
SUNNY DESTINATIONS	Registered	74/523936	12-May-1994	1898896	13-Jun-1995	TL ENTERPRISES LLC
THE RV HANDYMAN CLUB	Registered	77/035569	02-Nov-2006	3589262	10-Mar-2009	GOOD SAM ENTERPRISES, LLC
TRAFFIC BUILDERS	Registered	74/474769	30-Dec-1993	1991599	06-Aug-1996	GOOD SAM ENTERPRISES, LLC
TRAILER LIFE	Registered	72/463270	18-Jul-1973	1006079	04-Mar-1975	GOOD SAM ENTERPRISES, LLC
TRAILER LIFE	Registered	75/121601	14-Jun-1996	2175450	21-Jul-1998	GOOD SAM ENTERPRISES, LLC
TRAILER LIFE	Registered	77/126177	08-Mar-2007	3311577	16-Oct-2007	GOOD SAM ENTERPRISES, LLC

Trademark	Status	App No.	App Date	Reg No.	Reg Date	Owner
TRAILER LIFE CAMPGROUNDS, RV PARKS & SERVICES DIRECTORY	Registered	74/713643	10-Aug-1995	1982678	25-Jun-1996	GOOD SAM ENTERPRISES, LLC
TRAILER LIFE DIRECTORY	Registered	75/436451	18-Feb-1998	2232129	16-Mar-1999	GOOD SAM ENTERPRISES, LLC
TRIP PLUS	Registered	78/347073	31-Dec-2003	3000926	27-Sep-2005	GOOD SAM ENTERPRISES, LLC
TRIP POINTS	Registered	78/347076	31-Dec-2003	3072753	28-Mar-2006	GOOD SAM ENTERPRISES, LLC
TRIPSETTER	Registered	78/347075	31-Dec-2003	2994409	13-Sep-2005	GOOD SAM ENTERPRISES, LLC
W (Stylized)	Registered	72/283405	26-Oct-1967	854909	13-Aug-1968	TL ENTERPRISES, LLC
WOODALL'S	Registered	72/094863	11-Apr-1960	711273	14-Feb-1961	TL ENTERPRISES, LLC
WOODALL'S	Registered	72/418326	15-Mar-1972	965597	07-Aug-1973	TL ENTERPRISES, LLC
 DESIGN ONLY	Registered	76/575934	17-Feb-2004	3033501	27-Dec-2005	CWI, INC.
 DESIGN ONLY	Pending	86/012325	17-Jul-2013			CWI, INC.