

07-31-1998

MRO 7.27.98



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Commissioner of Patents and 1
thereof

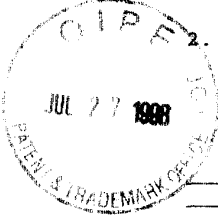
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attached original documents or copy

1. Name of conveying party(ies):

Champion Home Builders Co.
2701 University, Suite 300
Auburn Hills, Michigan 48326

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State: Michigan
- Other



2. Name and address of receiving party(ies):

Auburn Champ, Inc.
306 South Washington, Suite 224
Royal Oak, Michigan 48067

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation - State: Michigan
(both companies)
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:

- Yes No
- (Designations must be a separate document)
- Additional name(s) & address(es) attached?
- Yes No

3. Nature of conveyance:

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

Execution Date: November 9, 1995

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

978,385	981,878
696,685	774,432
775,658	839,054
865,235	1,540,378

Additional numbers attached?

Yes No

5. Name and address of party to whom correspondence concerning document mailed:

Michael D. Fishman
Rader, Fishman & Grauer
1533 North Woodward Avenue
Suite 140
Bloomfield Hills, Michigan 48304
(248) 594-0600

6. Total number of applications and registrations involved: eight (8)

7. Total fee (37 CFR 3.41).....\$215.00
 Enclosed

Authorized to be charged to deposit account.

8. Deposit Account Number: 18-0013
(Attach duplicate copy of this page if using deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

07/31/1998 DNGUYEN 00000086 180013 978385

01 FC:481 Michael D. Fishman
02 FC:482 175.0000

Signature

July 23, 1998
Date

Total number of pages comprising cover sheet 11

R0032942

TRADEMARK
REEL: 1761 FRAME: 0944

ASSIGNMENT

ASSIGNMENT made this 9th day of November, 1995, by and between CHAMPION HOME BUILDERS CO., a Michigan corporation having its principal place of business at Suite 300, 2701 University, Auburn Hills, MI 48326 ("Assignor"), and AUBURN CHAMP, INC., a Michigan corporation having its sole place of business at Suite 224, 306 South Washington, Royal Oak, Michigan 48067 ("Assignee")

WHEREAS, Assignor owns and has used, or is using the service marks and trademarks identified in the attached Exhibits A and B (the "Marks") in the United States of America and its territories and possessions (the "Territory").

WHEREAS, Assignee desires to acquire the Marks and the goodwill of the business associated therewith, as well as all common law rights and all federal and state applications and registrations therefor in the Territory.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration, the receipt of which is hereby acknowledged, Assignor conveys, transfers, and assigns to Assignee all its rights, title, and interest in and to the Marks, including, without limitation, all common law rights, and all the federal and state applications and registrations therefor (as identified in attached Exhibits A and B) in the Territory, together with the goodwill of the business symbolized thereby.

Assignor further assigns to Assignee all rights to sue for and receive all damages occurring from past infringing uses of the Marks.

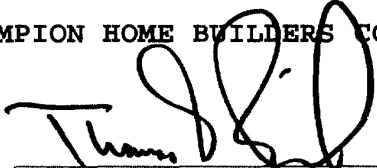
Assignor warrants that to its knowledge it has good and valid title to the Marks, including any applications and registrations therefor.

Assignor agrees that upon request by Assignee, Assignor shall execute all papers, make all rightful oaths, testify on behalf of Assignee and do all other lawful acts necessary to carry out the intent of this Assignment at Assignee's expense and request, as well as provide such other material, information, or assistance as Assignee may consider necessary.

This Assignment shall be binding on the parties, their successors and/or assigns and all others acting by, through, with,

or under their direction, and all those in privity therewith.

CHAMPION HOME BUILDERS CO.



By: _____
Its: President

State of Michigan)
) ss:
County of Oakland)

Thomas G. Parisek, being duly sworn, did depose and say this 9th day of November, 1995 that he is an officer of CHAMPION HOME BUILDERS CO.; that he is authorized to execute this Assignment on behalf of said corporation; that he has read and signed the foregoing Assignment and knows and understands the contents thereof.

Mary Ellen Hart
Notary Public
My Commission expires: 5-28-96

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Exhibit A
Assignment between Champion Home Builders Co. and
Auburn Champ, Inc.

A. Federal Registrations - United States of America

<u>MARK</u>	<u>CLASS</u>	<u>SER. NO.</u>	<u>REG. NO.</u>
CHAMPION	19	74-415,722	978,385
SEQUOIA	12	72-445,749	981,878
CHAMPION	12	72-082,482	696,685
MANATEE	12	72-170,294	774,432
ATLANTIC	12	72-176,779	775,658
TORCH DESIGN	12	72-247,772	839,054
TAMARACK	12	72-295,218	865,235
TITAN	12	73-636,916	1,540,378

B. Federal Applications - United States of America

<u>MARK</u>	<u>CLASS</u>	<u>SER. NO.</u>
n/a	n/a	n/a

Exhibit B
Assignment between Champion Home Builders Co. and
Auburn Champ, Inc.

Common Law Marks in the United States of America

<u>MARK</u>	<u>Goods and/or Services</u>
ALPINE	modular and sectional homes
ASPEN	modular and sectional homes
ATLANTIC	modular and sectional homes
ATLANTIC II	modular and sectional homes
ATLANTIC HOMES	manufacture, sale and distribution of modular and sectional homes
ATLANTIC MANOR	modular and sectional homes
ATLANTIC UBC SERIES	modular and sectional homes
AURORA	modular and sectional homes
BENTBROOK	modular and sectional homes
BLUE SPRUCE	modular and sectional homes
BRECKENRIDGE	modular and sectional homes
BROADMOOR	modular and sectional homes
BOULDER	modular and sectional homes
BUENA VISTA	modular and sectional homes
CAROLINA	modular and sectional homes
CAROLINA SPECIAL EDITION	modular and sectional homes
CASCADE	modular and sectional homes
CASCADE II	modular and sectional homes
CASTLE ROCK	modular and sectional homes
CHAMPION	manufacture, sales and distribution of modular and sectional homes; modular and sectional homes
CHAMPION II	modular and sectional homes
CHAMPION NET	modular and sectional homes
CHAMPION SPECIAL EDITION	modular and sectional homes
CHAMPION SPECIAL EDITION II	modular and sectional homes
CHESTNUT RIDGE	modular and sectional homes
CLIFTON	modular and sectional homes
CLIFTON DELUXE	modular and sectional homes
CLIFTON DELUXE UBC	modular and sectional homes
CLIFTON REGENCY	modular and sectional homes
COLUMBINE	modular and sectional homes
COMMERCIAL	modular and sectional homes

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Auburn Champ, Inc.

CONCORD	modular and sectional homes
CONCORD CLASSIC	modular and sectional homes
CONCORD SPECIAL EDITION	modular and sectional homes
COTTONWOOD	modular and sectional homes
COVINGTON HOMES	modular and sectional homes
COVINGTON II HOMES	modular and sectional homes
CREEKSIDE	modular and sectional homes
CREEKSIDE II LIMITED EDITION	modular and sectional homes
CREEKSIDE RESIDENTIAL SERIES	modular and sectional homes
DEERBROOK HOMES	modular and sectional homes
DEERBROOK II HOMES	modular and sectional homes
DENVER	modular and sectional homes
DILLON	modular and sectional homes
DURANGO	modular and sectional homes
EAGLE	modular and sectional homes
EMERALD	modular and sectional homes
EMERALD II	modular and sectional homes
EMERALD II SPECIAL EDITION	modular and sectional homes
ESTES	modular and sectional homes
EVERGREEN	modular and sectional homes
EXECUTIVE I HOMES	modular and sectional homes
EXECUTIVE II HOMES	modular and sectional homes
FOREST PARK I	modular and sectional homes
FOREST PARK II	modular and sectional homes
FOREST PARK III	modular and sectional homes
FOREST PARK HOMES	modular and sectional homes
FOREST PARK MANOR	modular and sectional homes
FOREST PARK PLUS HOMES	modular and sectional homes
GATEWAY HOMES	manufacture, sale and distribution of modular and sectional homes
GOLDEN	modular and sectional homes
GRAND JUNCTION	modular and sectional homes
GREENWOOD	modular and sectional homes
GREENWOOD MANOR	modular and sectional homes
GREYSTONE	modular and sectional homes
GREYSTONE INFINITY	modular and sectional homes
GREYSTONE LIMITED	modular and sectional homes
GREYSTONE LIMITED EDITION	modular and sectional homes
HUNTINGTON	modular and sectional homes

Exhibit B
Assignment between Champion Home Builders Co. and
Auburn Champ, Inc.

HUNTINGTON LIMITED EDITION	modular and sectional homes
HUNTINGTON II LIMITED EDITION	modular and sectional homes
HUNTINGTON RESIDENTIAL INFINITY	modular and sectional homes
INFINITY II INFINITY LIMITED	modular and sectional homes
EDITION	modular and sectional homes
INFINITY II LIMITED EDITION	modular and sectional homes
INFINITY III LIMITED EDITION	modular and sectional homes
INFINITY SPECIAL EDITION	modular and sectional homes
ISEMAN MOBILE HOMES	manufacture, sale and distribution of modular and sectional homes
JUNIPER	modular and sectional homes
KINGSWOOD	modular and sectional homes
KINGSWOOD NET	modular and sectional homes
LAKEVIEW SERIES	modular and sectional homes
LANCER II	modular and sectional homes
LANCER LIMITED II	modular and sectional homes
LEADER HOMES	modular and sectional homes
LEADER HOME SALES	manufacture, sale and distribution of modular and sectional homes
LEADER MANOR SERIES	modular and sectional homes
LEADER SPECIAL EDITION HOMES	modular and sectional homes
LIMITED EDITION SERIES	modular and sectional homes
MANOR	modular and sectional homes
MEADOW CREEK	modular and sectional homes
MEADOW CREEK SPECIAL EDITION	modular and sectional homes
MIDWEST MANOR	modular and sectional homes
MIDWEST MANOR II	modular and sectional homes
MIDWEST MANOR UBC	modular and sectional homes
MIDWEST MANOR II UBC	modular and sectional homes
MONARCH	modular and sectional homes
NEW ENGLAND MANOR	modular and sectional homes
NEW YORKER	modular and sectional homes
NORTHBROOK HOMES	modular and sectional homes
NORTHBROOK PLUS HOMES	modular and sectional homes

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Auburn Champ, Inc.

NORTHERN GRAND MANOR	modular and sectional homes
NORTHERN MANOR	modular and sectional homes
NORTHERN MANOR II	modular and sectional homes
NORTHERN MANOR III	modular and sectional homes
NORTHERN MANOR III PLUS HOMES	modular and sectional homes
NORTHERN MANOR REGENCY II HOMES	modular and sectional homes
NORTHERN MANOR UBC	modular and sectional homes
NORTHERN PARKRIDGE	modular and sectional homes
NORTHERN RANCH HOUSE	modular and sectional homes
NORTHERN SUMMIT CREST	modular and sectional homes
NORTHERN TITAN	modular and sectional homes
NORTHERN TITAN UBC	modular and sectional homes
NORTHERN WOODLAKE	modular and sectional homes
NORTHERN WOODLAKE UBC	modular and sectional homes
OAK PARK HOMES	manufacture, sale and distribution of modular and sectional homes
OAK PARK SERIES	modular and sectional homes
OAK PARK II SERIES	modular and sectional homes
OLYMPIC SERIES	modular and sectional homes
PACIFIC MANOR	modular and sectional homes
PACIFIC MANOR ELITE	modular and sectional homes
PAGOSA	modular and sectional homes
PALMETTO	modular and sectional homes
PARK RIVER	modular and sectional homes
PARK RIVER I	modular and sectional homes
PARK RIVER II	modular and sectional homes
PARK RIVER CUSTOM	modular and sectional homes
PARK RIVER SPECIAL EDITION	modular and sectional homes
PARKER HOMES I	modular and sectional homes
PARKER HOMES II	modular and sectional homes
PARKER HOMES SPECIAL EDITION	modular and sectional homes
PARKRIDGE	modular and sectional homes
PARKRIDGE LIMITED EDITION	modular and sectional homes
PARKRIDGE LIMITED EDITION II	modular and sectional homes
PARKRIDGE MANOR	modular and sectional homes
PARKRIDGE MANOR II	modular and sectional homes
PARKRIDGE SPECIAL	

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Auburn Champ, Inc.

EDITION	modular and sectional homes
PASSPORT SERIES	modular and sectional homes
PIEDMONT MANOR	modular and sectional homes
PIEDMONT MANOR II	modular and sectional homes
PREMIER	modular and sectional homes
PRESIDENTIAL HOMES	modular and sectional homes
PTARMIGAN	modular and sectional homes
REDSTONE	modular and sectional homes
RESIDENTIAL	modular and sectional homes
RIDGEVILLE MANOR	modular and sectional homes
RIDGEVILLE MANOR II	modular and sectional homes
RIVERBIRCH	modular and sectional homes
RIVERBIRCH II	modular and sectional homes
RIVERBIRCH SPECIAL	modular and sectional homes
EDITION	modular and sectional homes
RIVERBIRCH SPECIAL	
EDITION II	modular and sectional homes
SEQUIOA	modular and sectional homes
SHAMROCK	modular and sectional homes
SHAMROCK II	modular and sectional homes
SHAMROCK LIMITED	modular and sectional homes
SHAMROCK LIMITED	
EDITION	modular and sectional homes
SHAMROCK LIMITED II	modular and sectional homes
SILVERTON	modular and sectional homes
SNOWMASS	modular and sectional homes
SOUTHERN GRAND MANOR	modular and sectional homes
SOUTHERN GRAND MANOR	
SPECIAL EDITION	modular and sectional homes
SOUTHERN LIMITED	
EDITION	modular and sectional homes
SOUTHERN PARKRIDGE	modular and sectional homes
SOUTHERN RANCH HOUSE	modular and sectional homes
SOUTHERN SPECIAL	
EDITION	modular and sectional homes
SOUTHERN SUMMIT CREST	modular and sectional homes
SOUTHERN TITAN	modular and sectional homes
SOUTHERN TITAN UBC	modular and sectional homes
SOUTHERN WOODLAKE	modular and sectional homes
SOUTHERN WOODLAKE	
SPECIAL EDITION	modular and sectional homes
SOVEREIGN	modular and sectional homes
SPECIAL EDITION	modular and sectional homes

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Auburn Champ, Inc.

SPECIAL EDITION SERIES	modular and sectional homes
STEAMBOAT	modular and sectional homes
STERLING	modular and sectional homes
SUMMIT	modular and sectional homes
SUMMIT CREST HOMES	manufacture, sales and distribution of modular and sectional homes
SUNVIEW	modular and sectional homes
SUNVIEW SPECIAL EDITION	modular and sectional homes
TAMARACK	modular and sectional homes
TAMARACK SPECIAL EDITION	modular and sectional homes
TELLURIDE	modular and sectional homes
TIMBERLINE	modular and sectional homes
TITAN	modular and sectional homes
TITAN II	modular and sectional homes
TITAN HOMES	manufacture, sale and distribution of modular and sectional homes
TRINIDAD	modular and sectional homes
UBC	modular and sectional homes
UBC NET	modular and sectional homes
UBC NORTH HOMES	modular and sectional homes
UBC SOUTH	modular and sectional homes
VAIL	modular and sectional homes
VALLE GRANDE I	modular and sectional homes
VALLE GRANDE II	modular and sectional homes
VICTORY	modular and sectional homes
VICTORY SPECIAL EDITION	modular and sectional homes
VIKING	modular and sectional homes
WESTERN CASCADE	modular and sectional homes
WESTERN CASCADE II	modular and sectional homes
WESTERN INFINITY	modular and sectional homes
WESTERN INFINITY II	modular and sectional homes
WESTERN SHAMROCK	modular and sectional homes
WESTERN SHAMROCK II	modular and sectional homes
WESTERN SHAMROCK LIMITED	modular and sectional homes
WESTERN SHAMROCK LIMITED EDITION	modular and sectional homes
WESTERN SHAMROCK LIMITED II	modular and sectional homes
WESTWIND	modular and sectional homes
WESTWIND/LEADER	modular and sectional homes

Exhibit B
Assignment between Champion Home Builders Co. and
Auburn Champ, Inc.

WESTWIND LIMITED	
EDITION	modular and sectional homes
WESTWIND UBC	
SERIES	modular and sectional homes
WILLIAMSBURG	modular and sectional homes
WILLOW BIRCH	modular and sectional homes
WILLOW BIRCH LIMITED	
EDITION	modular and sectional homes
WINDSOR	modular and sectional homes
WOODLAKE	modular and sectional homes
WOODLAKE SPECIAL	
EDITION	modular and sectional homes
WOODRIDGE	modular and sectional homes
WOODRIDGE LIMITED	
EDITION	modular and sectional homes
WOODRIDGE II LIMITED	
EDITION	modular and sectional homes
WOODRIDGE MANOR	
SERIES	modular and sectional homes
WOODRIDGE MANOR UBC	modular and sectional homes
WOODRIDGE UBC	modular and sectional homes
WOODRIDGE RESIDENTIAL	modular and sectional homes
WOODRIDGE SPECIAL	
EDITION	modular and sectional homes
Y.C.D. HOMES	manufacture, sale and distribution of modular and sectional homes
YORK REGENCY	modular and sectional homes
YORK REGENCY II	modular and sectional homes