

MLD
4-1-99

04-12-1999

Recordation Form Cover Sheet
TRADEMARKS ONLY



101008803

Commissioner of Patents and Trademarks: Please record the attached original

1. Name of conveying party(ies):

Pulte Home Corporation
33 Bloomfield Hills Parkway, Ste. 200
Bloomfield Hills, Michigan 48304
USA

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name

Other:

Execution Date: December 31, 1998

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

A. Trademark Application No. (s)

See Attached Schedule "A"

Additional numbers attached?

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

Michael D. Fishman
Rader, Fishman & Grauer PLLC
1533 N. Woodward Avenue, Suite 140
Bloomfield Hills, Michigan 48304
(248) 594-0630

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

PN II, Inc.
1635 Village Center Circle, Ste. 190
Las Vegas, Nevada 89134
USA

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

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)

Additional name(s) & address(es) attached?

Yes No

B. Trademark Registration No. (s)

See Attached Schedule "B"

Yes No

6. Total number of applications and registrations involved: sixteen (16)

7. Total fee (37 CFR 3.41).....\$ 415.00

Enclosed

Authorized to be charged to deposit account for the above amount and any additional fees necessary.

8. Deposit Account Number: 18-0013

(Attach duplicate copy of this page if using deposit account)

04/09/1999 JSHADAZZ 00000241 180013 75367703

01 FC:481 40.00 CH
02 FC:482 375.00 CH

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.

Michael D. Fishman
Name

Signature

3/26/99
Date

Total number of pages comprising cover sheet 3

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Office of Public Records
Crystal Gateway 4, Room 335
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

R0051057

SCHEDULE "A"

Trademark	Serial No.	Date of Filing
PULTE CONNECT	75/367,703	October 3, 1997
CANTERBURY COMMUNITIES	75/333,789	July 31, 1997

SCHEDULE "B"

Trademark	Reg. No.	Date of Reg.
SILVERHAWK & DESIGN	2,057,599	April 29, 1997
CANTERBURY HOMES	2,055,213	April 22, 1997
GREAT AMERICAN HOMES	2,106,518	October 21, 1997
PULTE HOMES AN AMERICAN FAVORITE	2,133,720	February 3, 1998
LIFESTYLE COMMUNITIES	2,035,078	February 4, 1997
WORKING WOMAN'S DREAM HOME	2,020,392	December 3, 1996
SCARBOROUGH	1,970,131	April 23, 1996
CANTERBURY	2,028,280	January 7, 1997
PULTEINC	1,971,217	April 30, 1996
PULTE	1,942,747	December 19, 1995
PULTE HOMES	1,942,626	December 19, 1995
ICM	1,935,625	November 14, 1995
SILVERHAWK	1,519,207	January 3, 1989
PULTE MASTER BUILDER & DESIGN	0,918,270	August 10, 1971

ASSIGNMENT OF TRADEMARK RIGHTS

WHEREAS, PULTE HOME CORPORATION, a Michigan corporation, having its principal place of business at 33 Bloomfield Hills Parkway, Suite 200, Bloomfield Hills, Michigan 48304 (hereinafter referred to as "ASSIGNOR") is desirous of transferring whatever right, title and interest (including common law rights) ASSIGNOR owns in the trademarks, service marks, any other designations, designs or indicia used in connection with such marks, applications for trademark or service mark registration and trademark and service mark registrations in (1) the United States Patent and Trademark Office, as listed on Schedule I attached hereto, and (2) various State Trademark Offices, as listed on Schedule II attached hereto (hereinafter collectively referred to as "TRADEMARK RIGHTS") as part of a capital contribution to PN II, Inc., a Nevada corporation, having its principal place of business at 1635 Village Center Circle, Suite 190, Las Vegas, Nevada 89134 (hereinafter referred to as "ASSIGNEE").

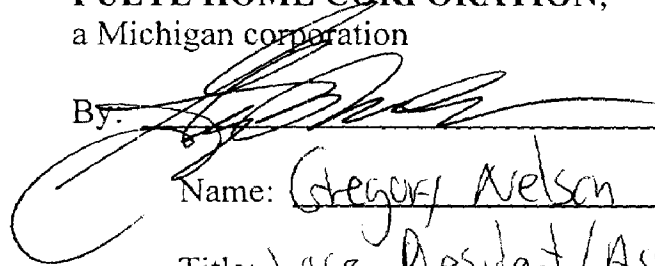
WHEREAS, ASSIGNEE is desirous of acquiring the TRADEMARK RIGHTS as part of a capital contribution from ASSIGNOR.

NOW, THEREFORE, as part of a capital contribution from ASSIGNOR to ASSIGNEE, (i) ASSIGNOR has assigned, conveyed, transferred and set over, and by these presents does assign, convey, transfer and set over, unto said ASSIGNEE whatever right, title and interest ASSIGNOR owns in and to the TRADEMARK RIGHTS, together with the goodwill of the business symbolized by the TRADEMARK RIGHTS, including all reissues, renewals and extensions thereof, for the United States, its territories and possessions, and each State, and (ii) ASSIGNEE has assumed and by these presents does assume all of ASSIGNOR'S liabilities with regard to and/or incurred in connection with the TRADEMARK RIGHTS, all in accordance with the Contribution Agreement between ASSIGNOR and ASSIGNEE dated December 31, 1998.

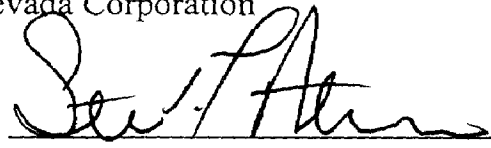
ASSIGNOR authorizes the Commissioner of Patents of the United States, and any official of any State whose duty it is to issue registrations for trademarks, service marks or other evidence or forms of intellectual property protection, to transfer the TRADEMARK RIGHTS to ASSIGNEE in accordance with the terms of this instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment of Trademark Rights on December 31, 1998.

PULTE HOME CORPORATION,
a Michigan corporation

By: 
Name: Gregory Nelson
Title: Vice President/Assistant Secretary

PN II, INC.,
a Nevada Corporation

By: 
Name: Steven F. Atchison
Title: Vice President

STATE OF MICHIGAN)
)
COUNTY OF OAKLAND)

This instrument was acknowledged before me on the 29th day of December, 1998 by Gregory M. Nelson, VICE PRESIDENT / ASSISTANT SECRETARY of Pulte Home Corporation, a Michigan corporation, on behalf of said corporation.

Kay J. Paris
Notary Public

My Commission Expires:

KAY F PARIS
NOTARY PUBLIC STATE OF MICHIGAN
WAYNE COUNTY
MY COMMISSION EXP. MAR. 31, 2002

ACTING IN OAKLAND COUNTY

STATE OF NEVADA)
)
COUNTY OF CLARK)

This instrument was acknowledged before me on the 31st day of December, 1998 by Steve Atkinson, Vice President of PN II, Inc., a Nevada Corporation, on behalf of said corporation.

Elizabeth Clements
Notary Public

My Commission Expires:

September 15, 1999



Notary Public - State Of Nevada
COUNTY OF CLARK
ELIZABETH CLEMENTS
My Commission Expires
September 15, 1999

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SCHEDULE 1

Trademark	Reg./Serial No.	Date of Reg./Filing
CONTRACTORS INSURANCE PROGRAM	75/403,343	December 10, 1997
CIP	75/403,325	December 10, 1997
DESIGN	75/403,282	December 10, 1997
PULTE CONNECT	75/367,703	October 3, 1997
CANTERBURY COMMUNITIES	75/333,789	July 31, 1997
SILVERHAWK & DESIGN	2,057,599	April 29, 1997
CANTERBURY HOMES	2,055,213	April 22, 1997
GREAT AMERICAN HOMES	2,106,518	October 21, 1997
PULTE HOMES AN AMERICAN FAVORITE	2,133,720	February 3, 1998
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PULTE	1,942,747	December 19, 1995
PULTE HOMES	1,942,626	December 19, 1995
ICM	1,935,625	November 14, 1995
SILVERHAWK	1,519,207	January 3, 1989
PULTE MASTER BUILDER & DESIGN	0,918,270	August 10, 1971

R0050095

SCHEDULE 2

<u>State</u>	<u>Trademark</u>	<u>Reg. No.</u>	<u>Date of Reg.</u>
Wisconsin	TRULY COMPLETE HOMES	N/A	April 24, 1996
Colorado	AMERICAN BUILDERS, A DIVISION OF PULE HOME CORPORATION & DESIGN	T17,682	July 7, 1980
Arizona	WJP DEVELOPMENT	80,269	April 29, 1988
Arizona	WJP FINE CUSTOM HOMES	80,268	April 29, 1988
Arizona	WJP CUSTOM HOMES	80,267	April 29, 1988
Arizona	THE LANDINGS AT DESERT HARBOR	68,443	September 4, 1986

R0050096