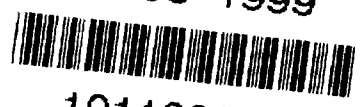


8-36-99

09-03-1999



101133333

Recordation

Commissioner of Patents and Trademarks: Please record the attached copy thereof

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

Whitworth Management, Inc.
700 Smithridge Drive, Suite 203
Reno, Nevada 89502

A-1 Homes Group, Inc.
2701 University Drive, Suite 320
Auburn Hills, Michigan 48236

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

Individual(s) citizenship:
Association:
General Partnership:
Limited Partnership:
[X] Corporation - State: Michigan
Other:

3. Nature of conveyance:

[X] Assignment Merger
Security Agreement Change of Name
Other:

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

A. Trademark Application No.(s)
75/186,345
B. Trademark Registration No.(s)

Execution Date: August 17, 1999

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

Yes No

Additional numbers attached? Yes [X] No

(Designations must be a separate document from Assignment)

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

Yes [X] No

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

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

6. Total number of applications and registrations involved:
One (1)

7. Total fee (37 CFR 3.41) \$40.00

Enclosed
[X] Authorized to be charged to Deposit Account No. 18-0013.

8. 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.

[Signature]
Michael D. Fishman

August 26, 1999
Date

Total number of pages comprising cover sheet 1

R0063055

75/186345
09/02/1999 SPYNE1 00000001 180013
01 FC:481

TRADEMARK
REEL: 001953 FRAME: 0113

TRADEMARK ASSIGNMENT

WHEREAS, Whitworth Management, Inc., a Nevada corporation at 700 Smithridge Drive, Suite 203, Reno, Nevada 89502 ("Assignor"), is owner of the entire right, title and interest in and to the following (collectively, the "Trademark Rights"):

U.S. Trademark Application HOMES AMERICA, serial No. 75/186,345 for "retail outlets featuring manufactured housing" dated October 18, 1996; and

Any and all rights and privileges provided under the trademark and other laws of the United States, the individual states thereof and jurisdictions foreign thereto with respect to the foregoing; the GOODWILL of the business in which the mark is used; and any and all renewals thereof, together with the right to bring suit and collect for past infringements thereof; and


WHEREAS, A-1 Homes Group, Inc., a Michigan corporation, at 2701 University Drive, Suite 320, Auburn Hills, Michigan 48236 ("Assignee"), wishes to acquire the Trademark Rights.

NOW, THEREFORE, in view of the payment of Ten Dollars and 00/100 (\$10.00), and other legally sufficient and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Assignor, Assignor DOES HEREBY assign and transfer to Assignee any and all right, title and interest in and to the Trademark Rights.

Assignor shall, without further consideration, execute any additional documents and take such further action as may be requested to vest in Assignee good, valid and marketable title to the Trademark Rights.

This Assignment and all terms hereof shall be binding upon and enure to the benefit of the parties and their respective heirs, personal and legal representatives, successors and assigns.

IN WITNESS WHEREOF, Assignor has executed this Assignment on the date set forth below.

Dated: 8/17/99 By 
Jimmy Paul
Assistant Treasurer
for Whitworth Management, Inc.

R0062205