

FORM PTO-1618
Expires 06/30/99
OMB 0651-0027

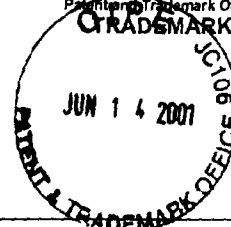


06-21-2001



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U.S. Department of Commerce
Patent and Trademark Office



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

3-14-01

☒ New

☐ Resubmission (Non-Recordation)
Document ID #

☐ Correction of PTO Error
Reel # Frame #

☐ Corrective Document
Reel # Frame #

Conveyance Type

☐ Assignment ☐ License

☒ Security Agreement ☐ Nunc Pro Tunc Assignment

☐ Merger

☐ Change of Name

☐ Other

Effective Date
Month Day Year

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Golden West Leasing, LLC

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☒ Other Limited Liability Company

☒ Citizenship/State of Incorporation/Organization Nevada

Receiving Party

☐ Mark if additional names of receiving parties attached

Name First Union National Bank, as Agent

DBA/AKA/TA

Composed of

Address (line 1) 301 South College Street, TW-5

Address (line 2)

Address (line 3) Charlotte

City

North Carolina

State/Country

28288

Zip Code

☐ Individual ☐ General Partnership ☐ Limited Partnership

☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization

NORTH CAROLINA

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

03/19/2001 TDI A21 00000016 75244239

01 FC:481
02 FC:482
03 FC:998

40.00 OP
725.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002316 FRAME: 0990

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number 212-326- 2136

Name

Andrew Ambruoso, Esq.

Address (line 1)

c/o O'Melveny & Myers LLP

Address (line 2)

153 East 53rd Street, 52nd Floor

Address (line 3)

New York, New York 10022

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

6

Trademark Application Number(s) or Registration Number(s)



Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/244,239

75/454,665

75/485,716

2,238,500

1,877,647

1,858,616

75/696,317

75/524,491

75/699,533

1,780,300

1,860,401

928,158

75/924,642

76/054,089

1,523,929

2,200,445

1,536,907

Number of Properties

Enter the total number of properties involved.

#

31

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

775.00

Method of Payment:

Enclosed ☒

Deposit Account ☐

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes ☐

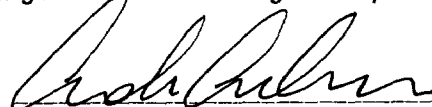
No ☐

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. Charges to deposit account are authorized, as indicated herein.

Andrew Ambruoso, Esq.

Name of Person Signing



Signature

03/12/01

Date Signed

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

JUN 14 2001

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

☐ Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

☐ Individual ☐ General Partnership ☐ Limited Partnership

☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organization

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Trademark Application Number(s) or Registration Number(s)

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,346,911	953,036	1,206,121
909,984	1,713,681	2,154,690
2,154,688	1,888,500	2,228,004
1,802,110	1,864,732	1,956,803
2,173,293	707,438	

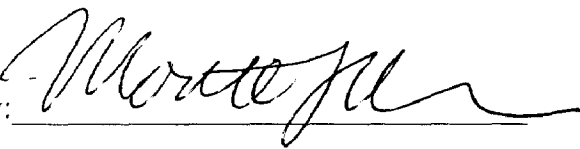
IP SUPPLEMENT

This IP SUPPLEMENT, dated as of September 29, 2000, is delivered pursuant to and supplements (i) that certain Amended and Restated Security Agreement, dated as of August 25, 2000 (as it may heretofore have been and may be from time to time amended, modified or supplemented, the "**Security Agreement**"), among Oakwood Homes Corporation, Golden West Leasing, LLC, the other Grantors named therein, and First Union National Bank, as Secured Party, and (ii) the Grant of Trademark Security Interest dated as of Golden West Leasing, LLC (the "**Grant**") executed by Grantor. Capitalized terms used herein not otherwise defined herein shall have the meanings ascribed thereto in the Grant.

Golden West Leasing, LLC grants to Secured Party a security interest in all of Grantor's right, title and interest in and to the Trademark Collateral listed on Schedule A attached hereto. All such Trademark Collateral shall be deemed to be part of the Trademark Collateral and shall be hereafter subject to each of the terms and conditions of the Security Agreement and the Grant.

IN WITNESS WHEREOF, Grantor has caused this Supplement to be duly executed and delivered by its duly authorized officer as of Golden West Leasing, LLC.

GOLDEN WEST LEASING, LLC

By: 

Name: Monte L. Miller
Title: President

INTELLECTUAL PROPERTY ASSIGNED TO GOLDEN WEST LEASING, LLC

U.S. Trademarks:

<u>Registered Owner/Assignor</u>	<u>Trademark Description</u>	<u>Registration Number</u>	<u>Registration Date</u>
New Schult Corporation	New Generation	2,238,500	04/13/1999
Golden West Homes	Villa West	1,877,647	02/07/1995
Golden West Homes	Golden West Homes and Design	1,858,616	10/18/1994
Golden West Homes	Golden West Homes	1,780,300	07/06/1993
	Golden Homes	1,860,401	10/25/1994
Golden West Mobile Homes, Inc.	Golden West	928,158	02/01/1972
Oakwood Mobile Homes	Freedom Homes	1,523,929	02/07/1989
Oakwood Mobile Homes	Under One Roof	2,200,445	10/27/1998
Oakwood Mobile Homes	Freedom Homes and Design	1,536,907	04/25/1989
Oakwood Homes Corporation	Safe & Sound	75/244,239	02/19/1997
Oakwood Homes Corporation	Acorn Logo	1,346,911	07/02/1985
Homes by Fisher, Inc.	Oakwood	953,036	02/13/1973
Homes By Fisher, Inc.	Freedom	1,206,121	08/24/1982
Destiny Industries, Inc.	Peachtree Housing and Design	909,984	03/16/1971
Destiny Industries	Peach Tree	1,713,681	09/08/1992
Oakwood Homes Corporation	Housemart (application)	75/454,665	03/23/1998
Oakwood Homes Corporation	House Smart (application)	75/485,716	05/15/1998
Oakwood Homes Corporation	Smart Start (application)	75/524,491	07/23/1998
Oakwood Homes Corporation	House Smart and Design (application)	75/696,317	05/03/1999
Schult Homes Corporation	Schult and Design (application)	75/699,533	05/07/1999
Schult Homes Corporation	Schult (application)	75/924,642	02/22/2000
Schult Homes Corporation	Energy Comfort Home	2,154,690	05/05/1998
Oakwood Homes Corporation	House Smart (application)	76/054,089	05/23/2000
Schult Homes Corporation	Energy Guard	2,154,688	05/05/1998
Schult Homes Corporation	Schult	1,888,500	04/11/1995
New Schult Corporation	The First Edition	2,228,004	03/02/1999

Schult Homes Corporation	Crest Homes	1,802,110	11/02/1993
Schult Homes Corporation	Schult and Design	1,864,732	11/29/1994
Golden West Homes	Golden Estate	1,956,803	02/13/1996
Saturn Housing, LLC	Saturn	2,173,293	07/14/1998
Marlette Homes, Inc.	Marlette	707,438	11/22/1980