

TRADEMARK ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
New Schult Corporation		10/01/1998	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	Golden West Homes
Street Address:	1308 East Wakeham Street
City:	Santa Ana
State/Country:	CALIFORNIA
Postal Code:	92705
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 3

Property Type	Number
Registration Number:	2154688
Registration Number:	1802110
Registration Number:	1888500

CORRESPONDENCE DATA

Fax Number: (704)331-7598
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: gjones@kennedycovington.com
 Correspondent Name: Francis M. Pinckney
 Address Line 1: 214 North Tryon Street
 Address Line 2: Hearst Tower - 47th Floor
 Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	19904.060 OAKWOOD
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NAME OF SUBMITTER:

G. Jones, Trademark Paralegal

Total Attachments: 4

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**AGREEMENT AND PLAN OF MERGER
BETWEEN
GOLDEN WEST HOMES
AND
NEW SCHULT CORPORATION**

This Agreement and Plan of Merger between GOLDEN WEST HOMES, a California corporation ("Golden West"), and NEW SCHULT CORPORATION, an Indiana corporation ("New Schult"), sets forth the terms and conditions upon which, at the Effective Time (herein defined), New Schult Corporation shall be merged with and into Golden West Homes:

1. Constituent Corporations, Merging Corporations and Surviving Corporation.

The constituent corporations party to this Agreement and Plan of Merger (the "Constituent Corporations") are Golden West and New Schult. Pursuant hereto New Schult shall be merged with and into Golden West (the "Merger"), and Golden West shall be the surviving corporation in the Merger (the "Surviving Corporation"), with its corporate name remaining "Golden West Homes" after the Merger.

2. Effective Time.

The Merger shall become effective as of 12:01 a.m. on October 1, 1998 or at such later time as all necessary filings shall have been made (the "Effective Time") with the Indiana Secretary of State and the California Secretary of State.

3. Terms and Conditions of Merger.

- (a) The Merger shall be effected pursuant to the provisions of the California General Corporation Law and the Indiana Business Corporation Law and in accordance with the terms set forth in this Agreement and Plan of Merger. The Merger may be abandoned at any time before the Effective Time by action of the Board of Directors of either of the Constituent Corporations, notwithstanding the prior approval of the shareholders of the Constituent Corporations.
- (b) At the Effective Time, New Schult will be merged with and into Golden West with the effects set forth in Section 1100 et. seq. of the California General Corporation Law and Section 23-1-40-6 of the Indiana Business Corporation Law, and the separate corporate existence of New Schult shall cease and the corporate existence of Golden West shall continue as the Surviving Corporation. The Articles of Incorporation and Bylaws of Golden West as in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation after the Effective Time until they may be thereafter duly amended in accordance with applicable law. The officers and directors of Golden West in office immediately prior to the Effective Time shall continue as the officers and directors of the Surviving Corporation after the Effective Time until their

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successors are duly elected or appointed, as the case may be, and qualified in accordance with the Bylaws of Golden West and all applicable law.

4. Manner and Basis of Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of the Constituent Corporations will be converted, exchanged and cancelled as follows:

- (a) Common Parent. Golden West's outstanding capital stock consists of 1,000 shares of Common Stock (the "GW Stock"). New Schult's outstanding capital stock consists of 100 shares of Common Stock (the "New Schult Stock"). All of the outstanding shares of the GW Stock are owned by Oakwood Homes Corporation. All the outstanding shares of the New Schult Stock are owned by Schult Homes Corporation, a wholly-owned subsidiary of Oakwood Homes Corporation.
- (b) Conversion of Shares. At the Effective Time, each issued and outstanding share of GW Stock shall be converted into one share of the Common Stock of the Surviving Corporation and each issued and outstanding share of New Schult Stock shall be cancelled and the holders thereof shall have no further rights with respect thereto so that immediately following the consummation of the Merger all 1,000 outstanding shares of Common Stock of the Surviving Corporation shall be owned beneficially and of record by Oakwood Home Corporation.
- (c) Fractional Shares. No fractional shares will be issued.
- (d) Surrender of Share Certificates. Each holder of shares of GW Stock, upon surrender to the Surviving Corporation for cancellation of the one or more certificates representing such shares, shall thereafter be entitled to receive a certificate representing the number of shares of the Common Stock of the Surviving Corporation as determined pursuant to Section 4(b) above. Until surrender as hereinabove provided, each outstanding certificate which prior to the Effective Time represented shares of GW Stock shall be deemed for all corporate purposes, to evidence the aggregate number of shares of Common Stock of the Surviving Corporation as determined by Section 4(b) above.

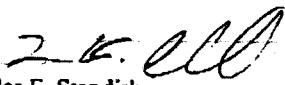
5. Certification of Approval.


Written consent of the shareholders of the Constituent Corporations approving the Merger has been given in accordance with Section 23-1-40-3 of the Indiana Business Corporation Law and Section 1201 of the California General Corporation Law.

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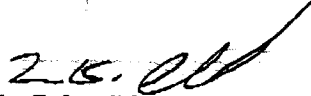
IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by the respective Boards of Directors and shareholders, have caused this Agreement and Plan of Merger to be signed in their respective corporate names.

GOLDEN WEST HOMES

By: 
Myles E. Standish
Vice President

By: 
Douglas R. Muir
Secretary

NEW SCHULT CORPORATION

By: 
Myles E. Standish
Vice President

By: 
Douglas R. Muir
Secretary

EXHIBIT A

<u>Mark</u>	<u>Registered U.S. Trademarks Registration Number</u>	<u>Registration Date</u>
Energy Guard	2,154,688	05/05/1998
Crest Homes	1,802,110	11/02/1993
Schult	1,888,500	04/11/1995