

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Atwood Industries, Inc.

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Atwood RV Products, Inc.
Internal Address: _____
Street Address: 4750 Hiawatha Drive
City: Rockford State: IL Zip: 61103

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Transfer of Assets

Execution Date: 12/16/1999

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 774,436

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: John P. Iwanicki
 Internal Address: _____

 Street Address: Banner & Witcoff, Ltd.
 28 State Street, 28th Floor
 City: Boston State: MA Zip: 02109

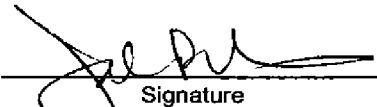
6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 19-0733

DO NOT USE THIS SPACE

9. Signature.
 John P. Iwanicki
 Name of Person Signing


 Signature

8-03-04
 Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

CH \$40.00 190733 0774436

ATWOOD INDUSTRIES, INC.
WRITTEN CONSENT
IN LIEU OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS

The undersigned, being all the directors of Atwood Industries, Inc., an Illinois corporation (the "Corporation"), pursuant to Section 8.45 of the Illinois Business Corporation Act, hereby consent to the adoption of the following resolutions:

Authorization of Capital Contribution to Atwood RV Products, Inc.

WHEREAS, the mobile products business of the Corporation and its affiliates is being reorganized to transfer all related assets into a newly formed corporation called "Atwood RV Products, Inc.", which will be wholly owned by the Corporation;

WHEREAS, the Corporation has received from its parent company, Anderson Industries, Inc., a capital contribution in the form of all real property, buildings, machinery and equipment and inventory located at the Belvedere, Indiana and LaGrange, Indiana facilities;

WHEREAS, the Corporation wishes to transfer such mobile products assets and operations, together with all real property, buildings, machinery and equipment, and equipment located at the Rockford, Illinois, Greenbrier, Tennessee, and Elkhart, Indiana facilities, to its wholly-owned subsidiary, Atwood RV Products, Inc., as a capital contribution;

NOW THEREFORE, BE IT RESOLVED, that the Corporation hereby authorizes a capital contribution to be made to its wholly owned subsidiary, Atwood RV Products, Inc., such capital contribution to be made in the form of all real property, buildings, machinery and equipment and inventory located at the Belvedere, Indiana, LaGrange, Indiana, Rockford, Illinois, Greenbrier, Tennessee and Elkhart, Indiana facilities.

FURTHER RESOLVED, that the President, any Vice President, the Secretary, or any Assistant Secretary (the "Proper Officers") are hereby authorized and directed to take all such further actions and execute and deliver such further documents and instruments as may be necessary or appropriate in order to effectuate the foregoing capital contribution.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date set forth below.



David R. Bovee



Stephen E.K. Graham

Dated: December 16, 1999

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** TOTAL PAGE.05 **