

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	05/24/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Clayton Homes, Inc.		05/24/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Vanderbilt Mortgage and Finance, Inc.
Street Address:	500 Alcoa Trail
City:	Maryville
State/Country:	TENNESSEE
Postal Code:	37804
Entity Type:	CORPORATION: TENNESSEE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2011510	VANDERBILT

**CORRESPONDENCE DATA**

Fax Number: (865)523-4478  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 8655464305  
 Email: mgraham@lng-patent.com  
 Correspondent Name: Luedeka, Neely & Graham, P.C.  
 Address Line 1: P.O. Box 1871  
 Address Line 4: Knoxville, TENNESSEE 37901

ATTORNEY DOCKET NUMBER:	49478.00/7826.0
NAME OF SUBMITTER:	Mark S. Graham, Esq.
Signature:	/Mark S. Graham/

CH \$40.00 2011510

Date:

05/24/2006

**Total Attachments: 3**

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## ASSIGNMENT AGREEMENT

Clayton Homes, Inc., a corporation of the State of Delaware, having a business address at 1105 North Market Street, Suite 1300, Wilmington, Delaware 19801, hereby assigns, conveys, and transfers to Vanderbilt Mortgage and Finance, Inc., a corporation of the State of Tennessee, having a business address at 500 Alcoa Trail, Maryville, TN 37804, and Vanderbilt hereby accepts, any and all of Clayton's right, title, and interest in and to the mark VANDERBILT and Design of U.S. Service Mark Registration No. 2,011,510 issued October 29, 1996, and any and all other marks, names, company/corporate names, trade names, or logos containing the term "Vanderbilt" used for mortgage, lending, and/or any other financial services offered to purchasers, owners, and prospective purchasers of manufactured housing (hereinafter collectively "the VANDERBILT marks and registration") together with all of the goodwill of the business symbolized by the VANDERBILT marks and registration, any and all priority, statutory, convention, treaty, or use rights associated therewith, and any and all rights of action for infringement thereof including, but not limited to, the right to sue for injunctive relief and to collect damages for any past, present, or future infringement of any or all of the VANDERBILT marks and registration

The rights assigned herein are not geographically limited and are co-extensive with any and all rights of Clayton in the United States and throughout the world in and to the VANDERBILT marks and registration. Clayton agrees to do any and all acts and execute any and all other papers as may be reasonably requested by Vanderbilt to perfect, evidence, or document this assignment, it being the intent of this Assignment Agreement that Vanderbilt shall have any and all right, title, and interest of Clayton of every kind and nature in every country in the world in or pertaining to the VANDERBILT mark and registration so that Vanderbilt shall, henceforth, stand in the shoes of Clayton with respect to all such right, title, and interest.

This Assignment Agreement shall be binding upon and inure to the benefit of the parties and their respective successors and assigns.

Wherefore, the parties have caused this Assignment Agreement to be executed by their respective authorized representatives as follows, the same to be effective as of the date of last execution hereof.



that she as such Secretary, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by herself as its Secretary.

WITNESS my hand and seal, at office in Manville TN  
this 24 day of May 2006

Pete K. Adams

Notary Public

My commission expires Mar. 5, 2007.

My Commission Expires: \_\_\_\_\_

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