

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Capital Contribution
EFFECTIVE DATE:	12/16/1999

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Atwood Industries, Inc.		12/16/1999	CORPORATION:

RECEIVING PARTY DATA

Name:	Atwood RV Products, Inc.
Street Address:	4750 Hiawatha Drive
City:	Rockford
State/Country:	ILLINOIS
Postal Code:	61103
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1024171	A

CORRESPONDENCE DATA

Fax Number: (617)720-9601
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617 720-9600
 Email: lhall@bannerwitcoff.com
 Correspondent Name: John P. Iwanicki, Banner & Witcoff, Ltd.
 Address Line 1: 28 State Street, 28th Floor
 Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER:	11361-58187
NAME OF SUBMITTER:	John P. Iwanicki, Reg. No. 34,628
Signature:	/John P. Iwanicki/

CH \$40.00 1024171

Date:

07/11/2006

Total Attachments: 2

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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.


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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 **

RECORDED: 07/12/2006

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