

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wachovia Capital Finance Corporation (Central)	FORMERLY Congress Financial Corporation (Central)	10/31/2005	CORPORATION:
RECEIVING PARTY DATA			
Name:	A-1 Homes Group, L.P.		
Composed Of:	COMPOSED OF A-1 Champion GP, Inc.		
Street Address:	3800 E. 42nd Street		
Internal Address:	Suite 604		
City:	Odessa		
State/Country:	TEXAS		
Postal Code:	79762		
Entity Type:	LIMITED PARTNERSHIP: TEXAS		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2757946	A - 1 HOMES	
Registration Number:	2110382	HOMES OF AMERICA	
Registration Number:	1313998	A-1	
CORRESPONDENCE DATA			
Fax Number:	(214)661-4899		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	214.953.6818		
Email:	daltmdept@bakerbotts.com		
Correspondent Name:	Valerie Verret		
Address Line 1:	2001 Ross Avenue		
Address Line 2:	Suite 600		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	076764.0102-104		

CH \$90.00 2757946

NAME OF SUBMITTER:	Valerie Verret
Signature:	/Valerie Verret/
Date:	01/19/2007
Total Attachments: 7 source=076764 Release to A1GHLP#page1.tif source=076764 Release to A1GHLP#page2.tif source=076764 Release to A1GHLP#page3.tif source=076764 Release to A1GHLP#page4.tif source=076764 Release to A1GHLP#page5.tif source=076764 Release to A1GHLP#page6.tif source=076764 Release to A1GHLP#page7.tif	

RELEASE OF SECURITY INTERESTS IN TRADEMARKS

THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this "Release") is dated as of October __, 2005 by WACHOVIA CAPITAL FINANCE CORPORATION (CENTRAL) f/k/a Congress Financial Corporation (Central), as Agent ("Wachovia").

WHEREAS, Wachovia, Champion Home Builders Co., a Michigan corporation, A-1 Homes Group, L.P., a Texas limited partnership, Accent Mobile Homes, Inc., a North Carolina corporation, Auburn Champ, Inc., a Michigan corporation, Champion Motor Coach, Inc., a Michigan corporation, Champion Retail, Inc., a Michigan corporation, Dutch Housing, Inc., a Michigan corporation, Homes of Merit, Inc., a Florida corporation, Moduline International, Inc., a Washington corporation, Redman Homes, Inc., a Delaware corporation, and Western Homes Corporation, a Delaware corporation (collectively, the "Borrower"), entered into that certain Trademark Security Agreement, dated as of January 17, 2003 (the "Agreement");

WHEREAS, pursuant to the Agreement the Borrower granted Wachovia a security interest in, among other things, certain United States and foreign trademarks, tradenames, trademark registrations, service marks, trade styles, terms, designs and trademark applications and other intellectual property rights (collectively, the "Trademarks"), including, without limitation, the Trademarks listed on Schedule A attached hereto, as security for certain obligations of Borrower to Wachovia (the "Obligations");

WHEREAS, Wachovia recorded the Agreement on July 27, 2004 at Reel 3028, Frame 0263 in the United States Patent and Trademark Office ("PTO"); and

WHEREAS, concurrent with Borrower's satisfaction of the Obligations, Borrower has requested that Wachovia release its security interests in the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Wachovia hereby agrees as follows:

1. The Agreement is hereby terminated and shall be of no further force or effect.
2. Each and every one of the security interests granted to Wachovia under the Agreement are hereby forever released and discharged, including, without limitation, all security interests in:
 - (a) all of Borrower's now existing or hereafter acquired right, title and interest in and to all Trademarks which are now filed with the PTO, any similar office or agency of any state, territory or possession of the United States or Canada or any similar office or agency of any other country, or used in the United States, any state, territory or possession thereof including, without limitation, Puerto Rico, or any other country, and (i) any renewals thereof, (ii) all income, royalties, damages and payments now and hereafter due or payable with respect thereto, including, without limitation, payments under all licenses entered into in connection

therewith and damages, and payments for past or future infringements thereof, (iii) the right to sue for past, present and future infringements thereof, (iv) all documents, packages, prints and labels on which said Trademarks have appeared and all designs and general intangibles of a like nature, and (v) all rights corresponding thereto throughout the world;

(b) the goodwill of Borrower's business connected with or symbolized by Trademarks; and

(c) any and all of the proceeds of any of the foregoing, including, without limitation, any claims by Borrower against third parties for infringement of the Trademarks or of any license with respect thereto.


Wachovia hereby releases any and all of its rights, title and interest in the Collateral (as defined in the Agreement), and all rights of Wachovia therein hereby revert to the Borrower. Collateral includes that set forth in (a), (b) and (c) above.

Wachovia further agrees, at the sole cost and expense of Borrower, to authorize or perform all acts reasonably necessary to effect the release and termination of its security interest and liens, including, but not limited to the recording, filing and entering into any agreements, documents, forms or papers needed to accomplish such release and termination.

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IN WITNESS WHEREOF, Wachovia has caused this Release of Security Interest in Trademarks to be duly executed as of the day and year first above written.

WACHOVIA CAPITAL FINANCE CORPORATION
(CENTRAL) f/k/a Congress Financial Corporation
(Central), as Agent

By: 
Name: Vicki East
Title: vice president

SCHEDULE A
TO
RELEASE OF TRADEMARKS

Owner	Mark	Status	Country	CI	Appl. No	Filing Date	Regis. No	Regis. Date
A-1 Homes Group, L.P.	A-1	Registered	USA	42	73/427805	27-May-83	1313998	08-Jan-85
	HOMES AMERICA	Inactive	USA	42	75/186345	18-Oct-96		
	HOMES OF AMERICA & Design	Registered	USA	42	75/073368	15-Mar-96	2110382	04-Nov-97
	A-1 HOMES & Design	Filed	USA	35	76/185544	21-Dec-00		
Accent Mobile Homes, Inc.	ACCENT MOBILE HOMES	Registered	USA	42	75/092928	23-Apr-96	2042011	04-Mar-97
	CREATIVE HOUSING	Registered	USA	42	75/092929	23-Apr-96	2042012	04-Mar-97
	FOXWOOD HOME CENTER	Registered	USA	42	75/093135	23-Apr-96	2043622	11-Mar-97
Appl. Champ, inc.	CHAMPION WORLD'S LARGEST HOME BUILDER 5-POINT PLEDGE & Design	Filed	USA	35	76/245528	24-Apr-01		
	WORLD'S LARGEST HOMEBUILDER	Registered	USA	19	76/023026	11-Apr-00		
	THERMORIZED	Filed	USA	19	75/642700	18-Feb-99		
	ALLIANCE OF CHAMPIONS & Design	Filed	USA	41	76/023025	11-Apr-00		
	GENESIS AFFORDABLE HOUSING	Filed	USA	35	76/257797	16-May-01		
	GENESIS HOMES & Design	Registered	USA	19	76/203726	01-Feb-01		
	BUILD BETTER. BUILD FASTER.	Inactive	USA	19	76/203974	01-Feb-01		
	BUILD BETTER. BUILD FASTER.	Filed	USA	37	78/143067	11-Jul-02		
	HOMEMARK	Filed	USA	19	75/799595	15-Sep-99		

Auburn Champ, Inc.	GENESIS	Filed	USA	19	76/054174	23-May-00			
	5-POINT PLEDGE	Filed	USA	35	76/244247	20-Apr-01			
	ALLIANCE OF CHAMPIONS & Design	Registered	USA	35	75/642701	18-Feb-99	2523088	25-Dec-01	25-Dec-11
	HOMEPRIDE	Registered	USA	36	75/659080	12-Mar-99	2424003	23-Jan-01	23-Jan-11
	HOMEPRIDE	Inactive	USA	41	75/642702	18-Feb-99		18-Feb-99	
	CHAMPION	Registered	USA	12	72/082482	01-Oct-59	696685	26-Apr-60	26-Apr-10
	HOMEPRIDE & Design	Registered	USA	36	76/023027	11-Apr-00	2430060	20-Feb-01	20-Feb-11
	MANATEE	Registered	USA	12	72/170294	04-Jun-93	774432	04-Aug-94	04-Aug-04
	ATLANTIC	Registered	USA	12	72/176779	12-Sep-63	775658	25-Aug-94	25-Aug-04
	TAMARACK	Registered	USA	12	72/295218	09-Apr-68	865235	25-Feb-99	25-Feb-09
	SEQUOIA	Registered	USA	12	72/445749	11-Jan-73	981878	09-Apr-94	09-Apr-04
	TITAN	Registered	USA	12	73/636916	22-Dec-86	1540378	23-May-89	23-May-09
	CHAMPION	Registered	USA	19	72/415722	16-Feb-72	978385	12-Feb-94	12-Feb-04
	GENWAY	Filed	USA	19	78/099462	21-Dec-01			
	GENWAY HOME BUILDING CENTER & Design	Filed	USA	19	78/099481	21-Dec-01			
Champion Home Builders Co.	SUMMIT CREST	Registered	USA	19	74/618225	05-Jan-95	2019761	26-Nov-96	26-Nov-06
	DESIGN: (Flaming Torch In Circle)	Registered	USA	12	72/247772	10-Jun-66	839054	21-Nov-97	21-Nov-07
	CONCORD	Inactive	USA	12	72/299649	04-Jun-68	867437	01-Apr-69	01-Apr-89
	METAMORA [STYLIZED]	Inactive	USA	12	72/464011	26-Jul-73	990026	06-Aug-74	06-Aug-94
	HANDI-VAN	Inactive	USA	12	73/013968	21-Feb-74	1005789	04-Mar-75	04-Mar-95
	CHAMPION [DESIGN]	Inactive	USA	12	73/224972	26-Jul-79	1252839	04-Oct-83	04-Oct-03
Champion Motor Coach, Inc.	CONTENDER	Registered	USA	12	74/656404	05-Apr-95	2037715	11-Feb-97	11-Feb-07
	COMMODORE	Registered	USA	12	74/656403	05-Apr-95	2037714	11-Feb-97	11-Feb-07

	EUROCOACH	Inactive	USA	12	73/675359	30-Jul-87	1590756	11-Apr-90	11-Apr-00
Champion Retail, Inc.	CHAMPION HOME CENTER	Inactive	USA	35	75/842160	05-Nov-99			
	CHAMPION HOME CENTER & Design	Registered	USA	35	75/387936	10-Nov-97	2510796	20-Nov-01	20-Nov-11
Dutch Housing, Inc.	COMMANDER	Filed	USA	19	75/686558	19-Apr-99			
	COMMANDER HOUSING & Design	Filed	USA	19	75/724151	08-Jun-99			
	DUTCH	Registered	USA	19	75/726833	08-Sep-95	2050361	08-Apr-97	08-Apr-07
	BLUEGRASS	Registered	USA	19	75/560397	28-Sep-98	2601463	30-Jul-02	30-Jul-12
	FORTUNE	Registered	USA	19	75/560391	28-Sep-98	2462213	19-Jun-01	19-Jun-11
	VALUE IN QUALITY-THE DUTCH TOUCH	Registered	USA	19	74/731801	21-Sep-95	2148076	31-Mar-98	31-Mar-08
	DUCESS	Registered	USA	19	75/016118	01-Nov-95	2242987	04-May-99	04-May-09
Homes of Merit, Inc.	HOMES OF MERIT & Design	Registered	USA	19	75/602313	07-Dec-98	2370233	25-Jul-00	25-Jul-10
Moduline International, Inc.	MODULINE HOME	Inactive	USA	19	73/016387	19-Mar-74	1156279	02-Jun-81	
	MODULINE INTERNATIONAL Design	Registered	USA	12	73/016386	19-Mar-74	1042219	29-Jun-76	29-Jun-96
Redman Homes, Inc.	NEW MOON	Registered	USA	12	72/119548	08-May-61	726680	23-Jan-02	23-Jan-12
	THE GREAT AMERICAN HOMEMAKER	Registered	USA	42	73/759243	24-Oct-88	1575727	02-Jan-90	02-Jan-10
	THE GREAT AMERICAN HOMEMAKER REDMAN HOMES (& Design)	Registered	USA	37; 42	73/365462	19-May-82	1273869	10-Apr-84	10-Apr-04
	SOUTHWOOD	Registered	USA	12	72/264245	08-Feb-67	844904	27-Feb-88	27-Feb-08
	KIRKWOOD	Registered	USA	12	72/249180	28-Jun-66	835826	26-Sep-87	26-Sep-07
Western Homes Corporation	SILVERCREST	Registered	USA	19	75/409192	22-Dec-97	2367429	18-Jul-00	18-Jul-10

Licenses:

1. The Borrower and its affiliates license the name "Champion Home Centers" to each member of its affiliated company owned and independent retailer network. This license continues for as long as the retailer remains in the "Champion Home Centers" program.
2. The Borrower and its affiliates also license various names among themselves.
3. The Borrower and its affiliates also license the names "Champion Motor Coach" and "Champion Bus" for a perpetual term to Thor Industries, Inc., the purchaser of Champion Motor Coach, Inc.'s bus manufacturing business.
4. The Borrower and its affiliates license the name "Homes America" to the recent purchaser of certain of its Arizona and California retail sales centers.
5. The Borrower and its affiliates allow HomePride Finance Corp. and its subsidiaries to use the name "HomePride".