

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Fleetwood Enterprises, Inc.		07/17/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Fleetwood RV, Inc.		
<b>Street Address:</b>	1031 U.S. 224 E.		
<b>City:</b>	Decatur		
<b>State/Country:</b>	INDIANA		
<b>Postal Code:</b>	46733		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2619632	FLEETWOOD RV	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(574)237-1125		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	574-237-1156		
<b>Email:</b>	michelle.horvath@btlaw.com		
<b>Correspondent Name:</b>	Gerard T. Gallagher		
<b>Address Line 1:</b>	100 N. Michigan Street		
<b>Address Line 2:</b>	600 1st Source Bank Center		
<b>Address Line 4:</b>	SOUTH BEND, INDIANA 46601		
<b>ATTORNEY DOCKET NUMBER:</b>	50273.55921		
<b>NAME OF SUBMITTER:</b>	Gerard T. Gallagher		
<b>Signature:</b>	/Gerard T. Gallagher/		
<b>Date:</b>	10/09/2009		

CH \$40.00 2619632

**Total Attachments: 11**

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## ASSIGNMENTS OF INTANGIBLE PROPERTY

This ASSIGNMENTS OF INTANGIBLE PROPERTY (this "Assignment") is made as of July 17, 2009, by and between Fleetwood Enterprises, Inc., a Delaware corporation ("ParentCo"), and each of its subsidiaries listed on the signature pages hereto (together with ParentCo, collectively, "Assignor"), and Fleetwood RV, Inc., a Delaware corporation (the "RV Assignee") and Goldshield Fiberglass, Inc., a Delaware corporation (the "GS Assignee"), and together with the RV Assignee, collectively, the "Assignees").

### RECITALS

A. On May 29, 2009, Assignor entered into an Asset Purchase Agreement with AIP RV Acquisition Company LLC (the "Asset Purchase Agreement"). Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Asset Purchase Agreement.

B. AIP RV Acquisition Company LLC assigned all of its rights, title, interest and obligations in, to and under the Asset Purchase Agreement to RV Assignee and GS Assignee.

C. This Assignment shall constitute the Assignments of Intangible Property provided for in Section 1.8(c) of the APA.

D. Pursuant to the Asset Purchase Agreement, Assignor desires to sell, transfer, assign, convey and deliver to Assignees all of Assignor's right, title, and interest in and to all of the Transferred IP, including the Transferred IP listed on Annex A hereto.

### AGREEMENT

NOW, THEREFORE, in consideration of the foregoing promises, the mutual covenants and agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and to induce Assignees to consummate the transactions contemplated by the Asset Purchase Agreement, it is agreed as follows:

1. Assignor does hereby sell, transfer, assign, convey and deliver to RV Assignee, all of the Assignor's right, title, and interest in and to the Transferred IP, and together with the goodwill of the Business pertaining thereto, the same to be held by RV Assignee for its own use and enjoyment, and for the use and enjoyment of RV Assignee's successors, assigns and other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment and sale had not been made, but excluding all of the Transferred IP relating to the RV Supply Business and all the goodwill pertaining thereto.

2. Assignor does hereby sell, transfer, assign, convey and deliver to GS Assignee, all of the Assignor's right, title, and interest in and to the Transferred IP relating to the RV Supply Business, together with all the goodwill pertaining thereto, the same to be held by GS Assignee for its own use and enjoyment, and for the use and enjoyment of GS Assignee's successors, assigns and other legal representatives as fully, and entirely as the same would have been held and enjoyed by Assignor if this Assignment and sale had not been made

3. Assignor agrees to assist each of the Assignees, in a commercially reasonable manner, to take all actions and execute all documents necessary or desirable to evidence, record, and perfect the assignment of the Transferred IP.

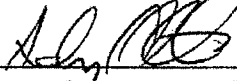
4. Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any officer of any country or countries foreign to the United States, whose duty it is to issue service marks, trademarks, copyrights, patents or other evidence or form of intellectual property protection or applications therefor, to issue the same to each Assignee and each of the Assignees' successors, assigns and other legal representatives in accordance with the terms of this instrument.

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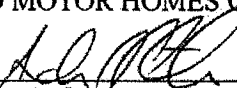
IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first set forth above.

**ASSIGNOR:**


FLEETWOOD ENTERPRISES, INC.

By:   
Name: Andrew M. Griffiths  
Title: Sr. Vice President - CFO

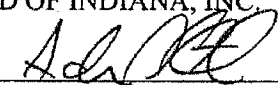
FLEETWOOD MOTOR HOMES OF CALIFORNIA, INC.

By:   
Name: Andrew M. Griffiths  
Title: Sr. Vice President - CFO

FLEETWOOD MOTOR HOMES OF INDIANA, INC.

By:   
Name: Andrew M. Griffiths  
Title: Sr. Vice President - CFO

GOLD SHIELD OF INDIANA, INC.

By:   
Name: Andrew M. Griffiths  
Title: Sr. Vice President - CFO

**ASSIGNEES:**

FLEETWOOD RV, INC.

By: \_\_\_\_\_  
Name:  
Title:

GOLDSHIELD FIBERGLASS, INC.

By: \_\_\_\_\_  
Name:  
Title:

SIGNATURE PAGE  
TO  
ASSIGNMENTS OF INTANGIBLE PROPERTY

IN WITNESS WHEREOF, the parties have executed this Assignment as of the date first set forth above.

**ASSIGNOR:**

FLEETWOOD ENTERPRISES, INC.

By: \_\_\_\_\_  
Name:  
Title:

FLEETWOOD MOTOR HOMES OF CALIFORNIA, INC.

By: \_\_\_\_\_  
Name:  
Title:

FLEETWOOD MOTOR HOMES OF INDIANA, INC.


By: \_\_\_\_\_  
Name:  
Title:

GOLD SHIELD OF INDIANA, INC.


By: \_\_\_\_\_  
Name:  
Title:

**ASSIGNEES:**

FLEETWOOD RV, INC.

By:  \_\_\_\_\_  
Name: Dino Cusumano  
Title: President

GOLDSHIELD FIBERGLASS, INC.

By:  \_\_\_\_\_  
Name: Dino Cusumano  
Title: President

**Acknowledgement by Notary Public**

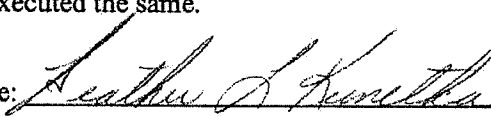
State of California

County of Riverside

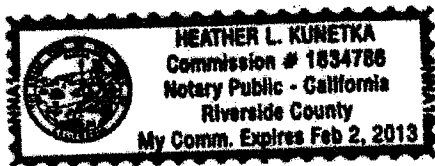
On this \_\_\_\_\_ day of \_\_\_\_\_ 2009, before me, the undersigned Notary Public, personally appeared Andrew M. Griffiths, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

Seal:

Signature:



Name: Heather L. Kunetka, Notary Public




**Annex A**




**TRANSFERRED IP**




(\* subject to Co-Existence Agreement)

**TRADEMARKS**

MARK	STATUS	FILED	SERIAL NO.	REG. NO.	REG. DATE	MARK INFORMATION
AMERICAN ALLEGIANCE	REGISTERED	4/16/2007	77/157794	3481620	8/5/2008	MOTOR HOME NAME
AMERICAN COACH	REGISTERED	4/17/2003	78/238659	2903920	11/16/2004	MOTOR HOME NAME
AMERICAN EAGLE	REGISTERED	11/7/1990	74/113288	1759144	3/16/1993	MOTOR HOME NAME
AMERICAN HERITAGE	REGISTERED	1/15/1999	75/621308	2318980	2/15/2000	MOTOR HOME NAME
AMERICAN TRADITION	REGISTERED	10/17/1996	75/185210	2101571	9/30/1997	MOTOR HOME NAME
BOUNDER	REGISTERED	2/6/1986	73/581502	1407614	9/2/1986	MOTOR HOME NAME
 BOUNDER (LOGO)	REGISTERED	2/6/1986	73/581504	1438547	5/5/1987	MOTOR HOME LOGO
CLUB FLEETWOOD	REGISTERED	3/21/2002	76/386,073	2739788	7/22/2003	PROVIDING CONSUMER INFORMATION TO THE OWNERS OF APPLICANT'S RECREATIONAL VEHICLES IN FIELDS SUCH AS MEMBERSHIP, GENERAL MERCHANDISE AND APPAREL DISCOUNTS, INSURANCE, MAIL FORWARDING SERVICES, CAMPGROUNDS, LOCAL, STATE AND REGIONAL RECREATIONAL VEHICLE EVENTS AND RALLIES, AND STATE RULES AND REGULATIONS RELATING TO RESIDENCY AND VOTER AND VEHICLE REGISTRATION.
DISCOVERY	REGISTERED	6/12/2007	77/047913	3310698	10/16/2007	MOTOR HOME NAME



DRIVEN TO EXPLORE (FLEETWOOD RV TAGLINE)	REGISTERED	5/4/2004	76/590,404	2963793	6/28/2005	RECREATIONAL VEHICLES - NAMELY, TRAVEL TRAILERS, MOTOR HOMES AND FOLDING CAMPING TRAILERS
EXCURSION	USED					MOTOR HOME NAME
EXPEDITION	REGISTERED	1/9/1998	75/417360	2522953	12/25/2001	MOTOR HOME NAME
FIESTA	REGISTERED	10/10/2000	76/143426	2705159	4/8/2003	MOTOR HOME NAME
FLAIR	REGISTERED	4/24/1991	74/160403	1673389	1/28/1992	MOTOR HOME NAME
FLEETWOOD FINANCIAL SERVICES	PENDING	2/14/2008	77/396,818			WHOLESALE AND RETAIL FINANCING PROGRAMS FOR RECREATIONAL VEHICLES
 FFS LOGO	USED					USED LOGO
FLEETWOOD FIRST	REGISTERED	7/17/2003	76/531,485	2855783	6/22/2004	EDUCATIONAL SERVICES - TRAINING PROGRAM FOR RV SALESPERSONS
FLEETWOOD RV*	REGISTERED	6/21/2000	76/074,419	2619632	9/17/2002	RECREATIONAL VEHICLES INCLUDING MOTOR HOMES AND TRAVEL TRAILERS
 F (FLEETWOOD SHIELD LOGO) *	REGISTERED	6/16/2004	76/597,681	3,031,201	12/20/2005	RECREATIONAL VEHICLES - NAMELY, TRAVEL TRAILERS, MOTOR HOMES AND FOLDING CAMPING TRAILERS, AND MANUFACTURED HOMES
 GOLD SHIELD (LOGO)	USED					USED BUSINESS LOGO
ICON	REGISTERED	1/12/2007	77/082328	3412315	4/15/2008	MOTOR HOME NAME
IMAGE BRITE	REGISTERED	7/26/1989	73/814958	1584545	1/24/1989	BACKLIGHTED CAB ROOF FAIRING FOR TRUCKS
JAMBOREE	REGISTERED	7/2/1973	72/461946	0983735	5/14/1974	MOTOR HOME NAME
JAMBOREE (CANADA)	REGISTERED	4/1/1977	0409070	TMA230534	9/29/1978	MOTOR HOME NAME
JAMBOREE SPORT	USED					MOTOR HOME NAME

 JET STREAM	REGISTERED	4/11/1988	73/721589	1521717	2/27/1990	AERODYNAMIC AIR SYSTEM FOR TRUCKS, NAMELY - ROOF FAIRINGS, CAB EXTENSIONS AND FAIRING EXTENSIONS
 (LOGO)	USED					USED LOGO
LIBERTY CHASSIS	USED					USED CHASSIS NAME
 PACE ARROW (& DESIGN)	REGISTERED	2/8/1968	72/290657	0887034	3/3/1970	MOTOR HOME LOGO
PACE ARROW (CANADA)	REGISTERED	10/25/1973	0369211	TMA201303	8/23/1974	MOTOR HOME NAME
POWER BRIDGE CHASSIS	PENDING	5/9/2008	77/470695			CHASSIS FOR A MOTOR HOME SOLD AS AN INTEGRAL COMPONENT THEREOF
POWER PLATFORM	REGISTERED	3/16/2005	78/589295	3095256	5/23/2006	MOTOR HOMES (CHASSIS)
PROVIDENCE	REGISTERED	1/3/2002	76/354384	2733217	7/1/2003	MOTOR HOME NAME
PULSE	REGISTERED	1/12/2007	77/082311	3415222	4/22/2008	MOTOR HOME NAME
QUEST	PENDING	1/16/2009	77/651105			MOTOR HOME NAME
REVOLUTION	REGISTERED	7/16/2002	76/431921	2715631	5/13/2003	MOTOR HOME NAME
SOUTHWIND	REGISTERED	6/4/1974	73/023287	1020474	9/16/1975	MOTOR HOME NAME
SOUTHWIND (CANADA)	REGISTERED	4/1/1977	0409071	TMA230535	9/29/1978	MOTOR HOME NAME
SSQV	REGISTERED	9/28/2001	76/318910	2823804	3/16/2004	MOTOR HOMES
STORM	REGISTERED	2/14/2002	76/370594	2668820	12/31/2002	MOTOR HOME NAME
TERRA	REGISTERED	10/10/2000	76/143327	2828834	4/6/2004	MOTOR HOME NAME
TIOGA	REGISTERED	2/3/1972	72/414439	0940353	8/8/1972	MOTOR HOME NAME
TIOGA (CANADA)	REGISTERED	5/3/1972	0352938	TMA189487	3/23/1973	MOTOR HOME NAME
TIOGA RANGER	USED					MOTOR HOME NAME
TUFF COAT	REGISTERED	9/19/2000	76/131263	2602359	7/30/2002	MOTOR HOME NAME
UP & RUNNING	REGISTERED	7/16/2004	76/602,652	2994009	9/13/2005	EXPEDITED DELIVERY PROGRAM FOR EMERGENCY PARTS FOR RECREATIONAL VEHICLES

MISCELLANEOUS ASSOCIATED UNREGISTERED LOGOS, EXAMPLES INCLUDE:



**DOMAIN NAMES**

DOMAIN NAME	EXPIRATION	OWNER	INFORMATION
americancoach.com	6/3/2015	Fleetwood Enterprises Inc.	Motor Homes
driventoexplore.com	10/16/2009	Fleetwood Enterprises Inc.	RV
fleetwoodfirst.com	6/6/2011	Fleetwood Enterprises Inc.	RV
fleetwoodrv-dealers.com	6/4/2010	Fleetwood Enterprises Inc.	RV
fleetwoodrv.com	3/5/2016	Fleetwood Enterprises Inc.	RV
fleetwoodrvdealers.com	10/16/2009	Fleetwood Enterprises Inc.	RV
fleetwoodrvs.com	10/4/2009	Fleetwood Enterprises Inc.	RV
fleetwoodrvservice.com	6/28/2011	Fleetwood Enterprises Inc.	RV
fleetwoodservice.com	6/28/2011	Fleetwood Enterprises Inc.	RV
goldshield.com	8/7/2013	Fleetwood Enterprises Inc.	Gold Shield

**PATENTS**

PATENT NAME	SERIAL NO.	FILED	PATENT NO.	ISSUED	STATUS	DIVISION
MOTOR HOME FLOOR STRUCTURE (BOUNDER)	515323	8/5/1986	CA 1282095	3/26/1991	Abandoned	Motor Homes
SHELF STRUCTURE FOR USE IN MOVING VEHICLES	07/397,018	8/22/1989	5,020,448	6/4/1991	Abandoned	RV
MOTOR HOME OR TRAILER BODY CONSTRUCTIONS	07/669,924	3/15/1991	5,218,792	6/15/1993	Registered	Motor Homes
SLIDABLE ROOM ASSEMBLY FOR RV	07/694,122	5/1/1991	5,237,782	8/24/1993	Abandoned	RV
COMPARTMENT DOOR FOR	07/730,547	7/16/1991	5,172,519	12/22/199	Abandoned	RV

RECREATIONAL VEHICLES				2		
ADJUSTABLE HEIGHT FAIRING WITH TRANSLATABLE UPPER FAIRING MEMBER	07/944,844	9/14/1992	5,249,837	10/5/1993	Registered	Gold Shield
METHOD OF MAKING A COMPARTMENT DOOR FOR RECREATIONAL VEHICLES	07/963,591	10/20/1992	5,222,287	6/29/1993	Abandoned	RV
ADJUSTABLE HEIGHT FAIRING WITH TRANSLATABLE UPPER FAIRING MEMBER	2102713	8/24/1993	CA 2104713	11/12/1996	CANADIAN Registered	Gold Shield
ADJUSTABLE HEIGHT FAIRING WITH TRANSLATABLE UPPER FAIRING MEMBER	9305463	9/7/1993	183,688	1/8/1997	MEXICAN Registered	Gold Shield
MOTOR HOME CONSTRUCTION (POWER PLATFORM)	08/270,141	7/1/1994	5,501,504	3/26/1996	Registered	Motor Homes
FLOOR AND SIDE WALL CONNECTORS	08/280,600	7/26/1994	5,553,906	9/10/1996	Registered	Motor Homes
FRONT CAP AND HOOD ASSEMBLY FOR A MOTOR HOME (SOUTHWIND)	D/030,397	10/28/1994	D367,246	2/20/1996	Registered	Motor Homes
REAR ASSEMBLY FOR A MOTOR HOME (SOUTHWIND)	D/030,398	10/28/1994	D367,247	2/20/1996	Registered	Motor Homes
CONVERTIBLE TABLE CONFIGURABLE BETWEEN EXPANDED AND COMPRESSED POSITIONS	08/428,030	4/25/1995	5,588,377	12/31/1996	Abandoned	RV
REAR ASSEMBLY FOR A MOTOR HOME	D/038,506	5/5/1995	D368,449	4/2/1996	Registered	Motor Homes
FRONT CAP AND HOOD ASSEMBLY FOR A MOTOR HOME	D/038,507	5/5/1995	D368,677	4/9/1996	Registered	Motor Homes
FRONT CAP (DISCOVERY)	D/056,968	7/12/1996	D384,915	10/14/1997	Registered	Motor Homes
FRONT CAP (FLAIR)	D/056,967	7/12/1996	D388,745	1/6/1998	Registered	Motor Homes
FRONT CAP (BOUNDER)	D/056,969	7/12/1996	D383,420	9/9/1997	Registered	Motor Homes
FOLDING VEHICLE BED ASSEMBLY	09/272,891	3/19/1999	6,212,710	4/10/2001	Abandoned	RV
MOLDED UNITARY FRONT CAP FOR A MOTOR HOME	09/369,814	8/6/1999	6,183,034	2/6/2001	Abandoned	Motor Homes
FOLDING VEHICLE BED ASSEMBLY	2285739	10/8/1999	CA 2285739	1/29/2002	CANADIAN Abandoned	RV

IMPROVED WALLBOARD JOINT COMPOUND	09/571,760	5/15/2000	6,402,832	6/11/2002	Abandoned	Mobile Home
RETRACTABLE AWNING FOR RECREATIONAL VEHICLE	09/761,857	1/17/2001	6,619,726	9/16/2003	Abandoned	RV
MOTOR HOME FRONT CAP (AMERICAN EAGLE)	D/194,254	11/20/200 3	D502,892	3/15/2005	Registered	Motor Homes
MOTOR HOME FRONT CAP (PACE ARROW)	D/194,253	11/20/200 3	D503,127	3/22/2005	Registered	Motor Homes
MOTOR HOME FRONT CAP (AMERICAN TRADITION)	D/194,271	11/20/200 3	D503,128	3/22/2005	Registered	Motor Homes
MOTOR HOME REAR CAP (AMERICAN EAGLE)	D/195,340	12/10/200 3	D503,129	3/22/2005	Registered	Motor Homes
RECREATIONAL VEHICLE CHASSIS (LIBERTY CHASSIS)	10/740,351	12/18/200 3	7,175,202	2/13/2007	Registered	Motor Homes
RECREATIONAL VEHICLE FULL WALL SLIDE-OUT (PACE ARROW)	11/056,220	2/11/2005	7,226,116	6/5/2007	Registered	Motor Homes
LIGHT WEIGHT CHASSIS AND HULL	11/178,875	7/11/2005	7,390,052	6/24/2008	Registered	RV