## 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
BANK OF AMERICA, N.A.		05/12/2008	National Banking Association:

## **RECEIVING PARTY DATA**

Name:	Fleetwood Enterprises, Inc.
Street Address:	3125 Myers Street, Post Office Box 7638
City:	Riverside
State/Country:	CALIFORNIA
Postal Code:	92513
Entity Type:	CORPORATION: DELAWARE

## PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2698293	BACKSAVER
Registration Number:	2902332	HIGHLANDER
Registration Number:	2808818	NIAGARA
Registration Number:	1776422	SEDONA
Registration Number:	2051454	TAOS
Registration Number:	2551523	TIMBERLAKE
Registration Number:	2765150	YUMA

## **CORRESPONDENCE DATA**

Fax Number:(703)744-8001Phone:703-744-8029

Email: kagee@pattonboggs.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

via US Mail.

Correspondent Name: Lacy Kolo

Address Line 1: Patton Boggs LLP, 8484 Westpark Drive

Address Line 2: Suite 900

TRADEMARK REEL: 004709 FRAME: 0001 OP \$190.00 2698293

900213652

Address Line 4: McLean, VIRO	GINIA 22102
ATTORNEY DOCKET NUMBER:	027988.0100 (FTCA MATTER)
NAME OF SUBMITTER:	Lacy Kolo
Signature:	/Lacy Kolo/
Date:	02/01/2012
Total Attachments: 15 source=Bank of America Payoff Notice#page	ge2.tif ge3.tif ge4.tif ge5.tif ge6.tif ge8.tif ge8.tif ge10.tif ge11.tif ge13.tif ge14.tif

## RELEASE BY AGENT

This RELEASE BY AGENT (this "Release") is dated as of May 12, 200,8 and given by Bank of America, N.A. as administrative agent and collateral agent (in such capacity, the "Agent") for the banks and other financial institutions that are parties as Lenders to the Credit Agreement referred to below (the "Lenders").

## Recitals

Whereas, Fleetwood Enterprises, Inc. ("Fleetwood"), Fleetwood Holdings, Inc. and its Subsidiaries listed on the signature pages to the Credit Agreement, the Lenders, and the Agent have entered into that certain Third Amended and Restated Credit Agreement dated as of January 5, 2007, as amended by that certain First Amendment to Third Amended and Restated Credit Agreement and Consent of Guarantors dated as of May 25, 2007, that certain Second Amendment to Third Amended and Restated Credit Agreement and Consent of Guarantors dated as of September 18, 2007, that certain Third Amendment to Third Amended and Restated Credit Agreement and Consent of Guarantors dated as of January 16, 2008, that certain Fourth Amendment to Third Amended and Restated Credit Agreement and Consent of Guarantors dated as of March 5, 2008, that certain Fifth Amendment to Third Amended and Restated Credit Agreement and Consent of Guarantors dated as of April 9, 2008 and that certain Sixth Amendment to Third Amended and Restated Credit Agreement and Consent of Guarantors dated as of April 24, 2008 (as amended, amended and restated, extended, supplemented or otherwise modified from time to time, the "Credit Agreement"). Any terms defined in the Credit Agreement and not defined in this Amendment are used herein as defined in the Credit Agreement;

Whereas, the Borrowers intend to sell Fleetwood Folding Trailers, Inc. ("Folding Trailers");

Whereas, Fleetwood, the Borrowers, the Lenders and the Agent have entered into that certain Waiver and Consent of Lenders and Agent and Consent of Guarantors, dated as of April 24, 2008 (as amended, amended and restated, extended, supplemented or otherwise modified from time to time, the "Folding Trailers Waiver");

Whereas, the Lenders authorized the Agent to execute such documents and take such further action as reasonably requested by the Borrowers or determined by the Agent, in furtherance of Section 2.1 and Section 2.2 of the Folding Trailers Waiver;

Whereas, the Borrowers have requested of the Agent with respect to the sale of Folding Trailers the releases as further set forth herein;

Whereas, the Agent is willing to give the releases requested by the Loan Parties, on the terms and conditions set forth in this Release;

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**Now Therefore,** in consideration of the premises and the mutual agreements set forth herein, the Agent agrees as follows:

## 1. RELEASE AND AUTHORIZATION TO FILE.

- Section 2, the Agent, for and on behalf of itself and the Lenders, hereby (a) releases Folding Trailers (the "Release") from its Obligations under the Credit Agreement and the other Loan Documents (including without limitation, in connection with any sale of Folding Trailers) and from all Liens granted by Folding Trailers pursuant to the Loan Documents; (b) confirms that all Liens granted by Folding Trailers to the Agent or the Lenders shall terminate automatically without any further action; (c) authorizes Fleetwood to file any termination statements without the signature of the undersigned for all UCC financing statements covering any assets of Folding Trailers; (d) authorizes Fleetwood to file the releases with respect to Intellectual Property Collateral attached hereto as Exhibit A with the US Patent and Trademark Office; and (e) authorizes Fleetwood to file the "Satisfaction Piece" with respect to that certain real property located at 258 Beacon Street, Somerset, Pennsylvania attached hereto as Exhibit B with the Office of the Recorder of Deeds of Somerset County, Pennsylvania.
- 1.2 Subject to the satisfaction of the conditions set forth below under Section 2, the Agent, for and on behalf of itself and the Lenders, hereby release (a) all Liens granted by Fleetwood Holdings, Inc. in the ordinary or common Capital Stock of Folding Trailers pursuant to the Loan Documents, (b) all Liens granted by Fleetwood in the property set forth on Schedule 1 hereto that was transferred to Folding Trailers prior to the sale of Folding Trailers (all such Liens referred to in the foregoing clauses (a) and (b), the "Specified Parent Company Liens") and (c) confirms that all such Specified Parent Company Liens granted to the Agent or the Lenders shall terminate automatically without any further action.
- 2. CONDITIONS TO EFFECTIVENESS OF THIS RELEASE. This Release shall be effective only if the sale of Folding Trailers shall have been consummated on or prior to August 31, 2008.
- 3. EFFECT OF RELEASE. This Release is a Loan Document. Except as expressly waived herein, the Credit Agreement and the other Loan Documents, including the Liens granted thereunder by Fleetwood or Fleetwood Holdings, Inc., or any other Credit Party, shall remain in full force and effect.
- 4. APPLICABLE LAW. THE VALIDITY, INTERPRETATIONS AND ENFORCEMENT OF THIS RELEASE AND ANY DISPUTE ARISING OUT OF OR IN CONNECTION WITH THIS RELEASE, WHETHER SOUNDING IN CONTRACT, TORT, EQUITY OR OTHERWISE, SHALL BE GOVERNED BY THE INTERNAL LAWS AND DECISIONS OF THE STATE OF CALIFORNIA; PROVIDED THAT THE AGENT AND THE LENDERS SHALL RETAIN ALL RIGHTS ARISING UNDER FEDERAL LAW.

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- 5. NO WAIVER. The execution, delivery and effectiveness of this Release does not constitute a waiver of any Default or Event of Default, amend or modify any provision of any Loan Document except as expressly set forth herein or constitute a course of dealing or any other basis for altering the Obligations of any Loan Party.
- 6. **CAPTIONS.** The catchlines and captions herein are intended solely for convenience of reference and shall not be used to interpret or construe the provisions hereof.

[signatures follow; remainder of page intentionally left blank]

IN WITNESS WHEREOF, each of the undersigned has duly executed this Amendment as of the date set forth above.

BANK OF AMERICA, N.A., as the Agent

By: Name: Title:

S-1

# Exhibit A

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## MEMORANDUM OF RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS

KNOW ALL MEN BY THESE PRESENTS that Bank of America, N.A., as Agent, for One Dollar and other good and valuable consideration, does hereby release and discharge the security interest in the trademarks shown in Schedule A attached hereto, and incorporated in this Release by reference, granted to it by Fleetwood Enterprises, Inc., a Delaware corporation.

This the 8th of May, 2008.

Bank of America, N.A., as Agent

Ву:

Name:

Title:

Stephen King. Sa. V ce Musisal

# SCHEDULE A

# Trademarks of Fleetwood Enterprises, Inc.

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	FILED	SERIAL NO.	REF. NO.	REG. NO.	REG. DATE
		78/455664	040401/27865	8 2.995,202	9/13/2005
		78/406934	040401/24660		12/2/2003
	071112000	78/249495	040401/26222		2/1/2005
		77/209879	040401/33031		2/19/2008
		77/209899	040401/330310		3/25/2008
	0,20,2000	76/076733	040401/19864		3/18/2003
		78/614112	040401/289923		4/18/2006
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		78/659158	040401/292002	3,200,644	1/23/2007
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	6/19/1995				4/8/1997
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REGISTERED	6/4/2003	78/258369			2/22/2005
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3,191,572 REGISTERED 8/19/2

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## MEMORANDUM OF RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS

KNOW ALL MEN BY THESE PRESENTS that Bank of America, N.A., as Agent, for One Dollar and other good and valuable consideration, does hereby release and discharge the security interest in the trademarks shown in Schedule A attached hereto, and incorporated in this Release by reference, granted to it by Fleetwood Folding Trailers, Inc.

This the  $3^{-4}$  of May, 2008.

Bank of America, N.A., as Agent

By:

Name:

Title:

Stephen King Se Vice Rusidat

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# SCHEDULE A

# Trademarks of Fleetwood Folding Trailers, Inc.

TRADEMARK	STATUS	FILED	SERIAL NO.	REF NO	REG. NO	REG DATE
SENECA	REGISTERED	11/21/1980	443.844		TMA253.004	12/22/1995
(CANADA)					7777.250,001	12/22/1000
SEQUOIA	REGISTERED	2/9/1981	73/296425	040401/169431	1.216.606	11/16/1982
SUN VALLEY	REGISTERED	2/9/1981	73/296429	040401/169233	1,224,140	1/18/1983
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## MEMORANDUM OF RELEASE OF SECURITY INTEREST IN PATENT RIGHTS

KNOW ALL MEN BY THESE PRESENTS that Bank of America, N.A., as Agent, for One Dollar and other good and valuable consideration, does hereby release and discharge the security interest in the patents shown in Schedule A attached hereto, and incorporated in this Release by reference, granted to it by Fleetwood Folding Trailers, Inc.

This the Sth day of May, 2008.

Bank of America, N.A., as Agent

Ву:

Name:

Title:

Stephen King. St. Vice President

## SCHEDULE A

# Patents of Fleetwood Folding Trailers, Inc.

PATENT NO.	ISSUED	PATENT NAME	SERIAL NO.	FILED	STATUS
6,135,526	10/24/2000	FOLDING STEP WITH INTEGRATED STORAGE COMPARTMENT FOR FOLDING CAMPING TRAILER	09/314250	5/18/1999	REGISTERED
6,217,106	4/17/2001	FOLDING TRAILERS WITH EXPANDABLE BED ASSEMBLY	09/407,409	9/29/1999	REGISTERED
6,203,097	3/20/2001	FOLDING TRAILER WITH BED SUPPORT MECHANISM OPERATED FROM A STANDING POSITION	09/593,873	6/14/2000	REGISTERED
6,561,570	5/13/2003	EXPANDABLE TRAVEL TRAILER	10/033,256	12/27/2001	REGISTERED
6,854,787	2/15/2005	EXPANDABLE TRAVEL TRAILER	10/435,868	5/12/2003	REGISTERED
7,032,956	4/25/2006	RECREATIONAL VEHICLE WITH STORAGE CONTAINER	10/819,699	4/7/2004	REGISTERED
7,226,115	6/5/2007	FOLDING CAMPING TRAILER WITH FLUSHABLE TOILET	11/328,652	1/10/2006	REGISTERED
-		FOLDING CAMPING TRAILER WITH FLUSHABLE TOILET (Continuation)	11/803,636	5/15/2007	PENDING
		FOLDING CAMPING TRAILER WITH FLUSHABLE TOILET	2550917	6/27/2006	CANADIAN PENDING

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# EXHIBIT B REDACTED

## Schedule 1

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#### HIGHLANDER **GRAND TOUR** EVOLUTION BACKSAVER ALLEGIANCE COLONIAL CHEYENNE AMERICANA CAMPER ALUMITITE DESTINY COBALT BAYSIDE ARCADIA AVALON m 4 ᄄ Ŋ REGISTERED ENGINEERING REGISTERED USED BY AGREEMENT AGREEMENT REGISTERED REGISTERED REGISTERED REGISTERED FIBERGLASS REGISTERED REGISTERED REGISTERED REGISTERED REGISTERED REGISTERED REGISTERED REGISTERED WITH TBC BRANDS USED USED USED USED HTIM 7/23/2004 6/27/2005 12/22/2003 2/6/2003 1/28/2005 1/28/2005 8/10/2005 6/26/2000 3/3/2005 4/21/2005 6/19/2007 6/19/2007 5/14/2003 7/23/2004 5/9/2002 78/455679 76/629156 SINGERNATION OF THE PROPERTY. 78/211680 76/629157 78/579462 78/689368 78/659158 76/566637 76/076733 77/209899 76/406934 78/455664 78/614112 77/209879 78/249495 040401/259253 040401/269570 040401/285349 040401/286321 040401/278501 040401/291774 040401/292002 040401/271564 040401/289923 040401/198645 040401/330314 040401/330316 040401/262227 040401/246602 040401/278658 2,902,332 3,221,053 3,065,783 3,052,800 2,997,832 3,200,644 2,996,481 3,082,347 2,698,293 2,789,584 3,384,660 2,924,288 3,401,087 2,995,202 自然を含 NIA 3/27/2007 11/9/2004 9/20/2005 3/7/2006 1/31/2006 4/18/2006 9/20/2005 3/18/2003 3/25/2008 2/18/2008 12/2/2003 9/13/2005 1/23/2007 2/1/2005 Š USE 2010 - RENEW 2014 manufacturer, TBC Brands USE 2012 - RENEW 2016 Agreement with tire USED - NOT REGISTERED wheels or tire covers. not to use the mark on tires USE 2013 - RENEW 2017 USED - NOT REGISTERED USED - NOT REGISTERED used (including use Company mark with "Cobalt" on trailer). USED - NOT REGISTERED USE 2012 - RENEW 2016 and abandon in five years only use mark as currently with Fiberglass Engineering Camper Wardrobes that can RE: Non-Metal, Roll-Up USE 2011 - RENEW 2015 USE 2013 - RENEW 2017 also serve as a Room Divide RE: Structural Bed Supports USE 2011 - RENEW 2015 RE: Aluminum Tops for March 2013) (maker of Cobalt Boats) to Finalizing license agreement USE 2011 - RENEW 2015 USE 2012 - RENEW 2016 USE 2009 - RENEW 2013 USE 2014 - RENEW 2018 USE 2014 - RENEW 2018 Folding Camping Trailers USE 2011 - RENEW 2015 USE 2009 - RENEW 2013

TRADEMARK EEL: 004709 FRAME: 0016

SCHEDULE 1 - TRADEMARKS

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YUMA	WILLIAMSBURG	WESTLAKE	VALUX		LITAL	TILOSON	TIMBERI AKE	TAOS	TACOMA	SMING LEVEL	SIIN VALLEY	SECTION	SEDONA	SEA PINE		SCORPION		SANATOGA COA	CADATOCA	SANTA EF	RUSHMORE	KUYALE		KESOLUIE	NIAGAKA	NEW CN	NEWADOT	NEON L	MICROI ITE
REGISTERED	REGISTERED	USED	KEGISTERED	CORD	אביסיט ו האביט	מהלימילים ביי	אבטוסובאבט	DECISION CACO	DECISTERED	מהמוטו האהט	מהסומות האדם	הבסופורה	REGISTERED	REGISTERED	TIRES	WITH PIRELL	VSED BY	スロらいこれスロし	יירטיט ביירט	מחמשדמומתם	REGISTERED	APPLICATION	PENDING	REGISTERED	REGISTERED	את שו שו האת ע	ארטוסורי באבט	יירטיין באבט	BEGISTERED
9/28/2001	3/3/2005		7/23/2004		6/4/2003	868110110	0/19/1900	6661/67/01	3/30/1992	1861/6/7	1861/6/7	7661 1671	1/20/1000	1000c		7/7/2005		6/19/2007	C002/12/10	2000/103	7/23/2004	3/3/2005		7/23/2004	3/20/2003	8/29/1983	0/10/2005	2/0/2003	0/5/0000
76/318909	78/579531		78/455671		78/258369	/5//04361	/4/690/39	/5/835864	74/260417	/3/296429	/3/296425	14/24/231	74/24224	70/04 44.00		78/665461		77/209853	/8/65914/	110004101	781455577	78/579524		78/455654	78/228044	73/441308	/8/689391	/8/211684	COMMUNICACION COMPANION CO
040401/191671	040401/289108		040401/279016		040401/259252	040401/181775	040401/169230	040401/191685	040401/169229	040401/169233	040401/169431	040401/169345	040401/289925			040401/285117		040401/330317	040401/289927	040401/2/8660	מסמקים גמנים	040401/289107		040401/278512	040401/261003	040401/169428	40401/293111	040401/259255	LONG BERTON
2,765,150	3,172,342		2,997,831		2,928,290	2,551,523	2,051,454	2,460,452	1,789,284	1,224,140	1,216,606	1,776,422	3,082,348		•	N/A		3,384,659	3,191,572	3,057,257			1000	2 997 830	2,808,818	1,290,909	3,226,803	2,935,535	STREET, STREET
9/16/2003	11/14/2006		9/20/2005		2/22/2005	3/26/2002	4/8/1997	6/12/2001	8/24/1993	12/7/1983	11/16/1982	6/15/1993	4/18/2006			N/A		2/19/2008	1/2/2007	2/7/2006			0,5000	9/20/2005	1/27/2004	8/21/1984	4/10/2007	3/22/2005	
USE 2009 - RENEW 2013	USE 2012 - RENEW 2016	USED - NOT REGISTERED	USE 2011 - RENEW 2015	USED - NOT REGISTERED	USE 2011 - RENEW 2015	USE 2008 - RENEW 2012	RENEW 2017	RENEW 2011	RENEW 2013	RENEW 2013	RENEW 2012	RENEW 2013	USE 2012 - RENEW 2016	7 years (May 2014).	with terms and conditions for	Tires to use in accordance	Conse agreement with Discill	USF 2014 - RENEW/ 2019	USE 2013 - RENEW 2017	USE 2012 - RENEW 2016	use or extension by 08/2008).	of Publication in 02/2008 (File	Donding Old - KENEW 2015	COL FOLD - MUNICIPAL FOLD	USE 2010 - BENEWY 2011	RENEW 2014	USE 2013 - RENEW 2017	USE 2011 - RENEW 2015	を記されている。

TRADEMARK REEL: 004709 FRAME: 0017

RECORDED: 02/01/2012