

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM476876

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST IN TRADEMARKS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Skyline Champion Corporation		06/05/2018	Corporation: INDIANA
Star Fleet Trucking, Inc.		06/05/2018	Corporation: DELAWARE
Champion Modular, Inc.		06/05/2018	Corporation: DELAWARE
Champion Home Builders, Inc.		06/05/2018	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	CITIZENS BANK, N.A., as Collateral Agent
Street Address:	28 State Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 43

Property Type	Number	Word Mark
Registration Number:	4706945	ATHENS PARK HOMES
Registration Number:	4608075	ATHENS PARK HOMES
Registration Number:	0775658	ATLANTIC
Registration Number:	2702761	BUILD BETTER. BUILD FASTER.
Registration Number:	2915667	BUILD OUR HOMES BUILD YOUR FUTURE
Registration Number:	0696685	CHAMPION
Registration Number:	0978385	CHAMPION
Registration Number:	4476722	CHAMPION
Registration Number:	4493270	CHAMPION
Registration Number:	2510796	CHAMPION HOME CENTER
Registration Number:	2050361	DUTCH
Registration Number:	2462213	FORTUNE
Registration Number:	2618713	GENESIS
Registration Number:	2685417	GENESIS HOMES
Registration Number:	4713619	HOMES OF MERIT
Registration Number:	4886453	MANUFACTURED BEAUTIFULLY

CH \$1090.00 4706945

Property Type	Number	Word Mark
Registration Number:	3487714	MODULINE
Registration Number:	3472836	NEW IMAGE HOMES
Registration Number:	0726680	NEW MOON
Registration Number:	3452755	REDMAN HOMES
Registration Number:	2367429	SILVERCREST
Registration Number:	3646171	SUITE RETREAT
Registration Number:	1575727	THE GREAT AMERICAN HOMEMAKER
Registration Number:	1540378	TITAN
Registration Number:	4747169	ALL AMERICAN HOMES
Registration Number:	1370162	ALL AMERICAN HOMES
Registration Number:	3895988	ALL AMERICAN HOMES
Registration Number:	2869486	EXCEL HOMES
Registration Number:	4435492	HANDCRAFTED HOMES
Registration Number:	3226933	KEISER
Registration Number:	0991813	MOD-U-KRAF
Registration Number:	3451928	HCH HANDCRAFTED HOMES
Registration Number:	3451929	HCH HANDCRAFTED HOMES A BETTER WAY TO BU
Registration Number:	3278500	STAR FLEET
Registration Number:	3278501	STAR FLEET INC.
Registration Number:	2208955	SKY CARE
Registration Number:	1748504	LEXINGTON
Registration Number:	1638409	SHORE PARK
Registration Number:	1179027	SKYLINE
Registration Number:	1175069	SKYLINE
Registration Number:	1119592	SKYLINE
Registration Number:	5104550	SKYLINE
Serial Number:	87271069	A SMARTER WAY TO BUILD

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-318-6532

Email: alanagramer@paulhastings.com

Correspondent Name: Alana Gramer

Address Line 1: c/o Paul Hastings LLP

Address Line 2: 200 Park Avenue, 28th Floor

Address Line 4: New York, NEW YORK 10166

NAME OF SUBMITTER: ALANA GRAMER

SIGNATURE:	/s/ AG
DATE SIGNED:	06/05/2018
Total Attachments: 7 source=Champion - Trademark Security Agreement#page1.tif source=Champion - Trademark Security Agreement#page2.tif source=Champion - Trademark Security Agreement#page3.tif source=Champion - Trademark Security Agreement#page4.tif source=Champion - Trademark Security Agreement#page5.tif source=Champion - Trademark Security Agreement#page6.tif source=Champion - Trademark Security Agreement#page7.tif	

GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK SECURITY AGREEMENT dated as of June 5, 2018 (this “Agreement”), among the Grantors party hereto (each a “Grantor” and collectively, the “Grantors”) and CITIZENS BANK, N.A., as Collateral Agent (in such capacity, the “Collateral Agent”).

Reference is made to (a) the Credit Agreement dated as of June 5, 2018 (this “Agreement”), among CHAMPION HOME BUILDERS, INC., a Delaware corporation (the “Borrower”), SKYLINE CHAMPION CORPORATION (previously named SKYLINE CORPORATION), an Indiana corporation (“Holdings”), the LENDERS party thereto and CITIZENS BANK, N.A., as Administrative Agent and as Collateral Agent and (b) the Collateral Agreement dated as of June 5, 2018 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “Collateral Agreement”), among the Borrower, Holdings, the other Grantors from time to time party thereto and the Collateral Agent. The Lenders and the Issuing Banks have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The Grantors are willing to execute and deliver this Agreement in order to induce the Lenders to make additional Loans and the Issuing Banks to issue additional Letters of Credit and as consideration for Loans previously made and Letters of Credit previously issued and to secure the Secured Obligations. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement or the Credit Agreement, as applicable. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Secured Obligations, each Grantor hereby grants to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest (the “Security Interest”) in all of such Grantor’s right, title and interest in, to and under the United States Trademark registrations and Trademark applications listed on Schedule I attached hereto (the “Trademark Collateral”).

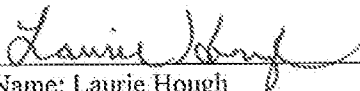
SECTION 3. Collateral Agreement. The Security Interest granted to the Collateral Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. Termination. Upon the occurrence of the Termination Date, the security interest granted herein shall terminate and the Collateral Agent shall execute, acknowledge, and deliver to each Grantor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademark Collateral under this Agreement.

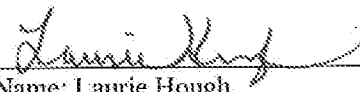
SECTION 5. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.


SKYLINE CHAMPION CORPORATION, as a
Grantor

By: 
Name: Laurie Hough
Title: Senior Vice President, Chief Financial
Officer and Treasurer

CHAMPION HOME BUILDERS, INC., as a Grantor

By: 
Name: Laurie Hough
Title: Senior Vice President, Chief Financial
Officer and Treasurer

CHAMPION MODULAR, INC., as a Grantor

By: 
Name: Laurie Hough
Title: Senior Vice President, Chief Financial
Officer and Treasurer

STAR FLEET TRUCKING, INC., as a Grantor

By: _____
Name: Mark Yost
Title: Vice President and Treasurer

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

SKYLINE CHAMPION CORPORATION, as a
Grantor

By: _____
Name: Laurie Hough
Title: Senior Vice President, Chief Financial
Officer and Treasurer


CHAMPION HOME BUILDERS, INC., as a Grantor

By: _____
Name: Laurie Hough
Title: Senior Vice President, Chief Financial
Officer and Treasurer

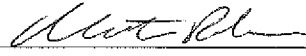
CHAMPION MODULAR, INC., as a Grantor

By: _____
Name: Laurie Hough
Title: Senior Vice President, Chief Financial
Officer and Treasurer

STAR FLEET TRUCKING, INC., as a Grantor

By:  _____
Name: Mark Yost
Title: Vice President and Treasurer

CITIZENS BANK, N.A., as Collateral Agent,

By: 

Name: Martin Rohan

Title: Vice President

SCHEDULE I

REGISTRATIONS

Mark	Country	Reg. No.	Reg. Date	Record Owner
ATHENS PARK HOMES	US	4706945	March 24, 2015	Champion Home Builders, Inc.
ATHENS PARK HOMES	US	4608075	September 23, 2014	Champion Home Builders, Inc.
ATLANTIC	US	0775658	August 25, 1964	Champion Home Builders, Inc.
BUILD BETTER. BUILD FASTER.	US	2702761	April 1, 2003	Champion Home Builders, Inc.
BUILD OUR HOMES BUILD YOUR FUTURE	US	2915667	January 4, 2005	Champion Home Builders, Inc.
CHAMPION	US	0696685	April 26, 1960	Champion Home Builders, Inc.
CHAMPION	US	0978385	February 12, 1974	Champion Home Builders, Inc.
CHAMPION	US	4476722	February 4, 2014	Champion Home Builders, Inc.
CHAMPION & DESIGN	US	4493270	March 11, 2014	Champion Home Builders, Inc.
CHAMPION HOME CENTER	US	2510796	November 20, 2001	Champion Home Builders, Inc.
DUTCH	US	2050361	April 8, 1997	Champion Home Builders, Inc.
FORTUNE	US	2462213	June 19, 2001	Champion Home Builders, Inc.
GENESIS	US	2618713	September 10, 2002	Champion Home Builders, Inc.
GENESIS HOMES & Design	US	2685417	February 11, 2003	Champion Home Builders, Inc.
HOMES OF MERIT	US	4713619	March 31, 2015	Champion Home Builders, Inc.
MANUFACTURED BEAUTIFULLY	US	4886453	January 12, 2016	Champion Home Builders, Inc.
MODULINE & Design	US	3487714	August 19, 2008	Champion Home Builders, Inc.
NEW IMAGE HOMES & Design	US	3472836	July 22, 2008	Champion Home Builders, Inc.

NEW MOON	US	0726680	January 23, 1962	Champion Home Builders, Inc.
REDMAN HOMES	US	3452755	June 24, 2008	Champion Home Builders, Inc.
SILVERCREST	US	2367429	July 18, 2000	Champion Home Builders, Inc.
SUITE RETREAT	US	3646171	June 30, 2009	Champion Home Builders, Inc.
THE GREAT AMERICAN HOMEMAKER	US	1575727	January 2, 1990	Champion Home Builders, Inc.
TITAN	US	1540378	May 23, 1989	Champion Home Builders, Inc.
ALL AMERICAN HOMES	US	4747169	June 2, 2015	Champion Modular, Inc.
ALL AMERICAN HOMES & Design	US	1370162	November 12, 1985	Champion Modular, Inc.
ALL AMERICAN HOMES & Design (Butterfly)	US	3895988	December 28, 2010	Champion Modular, Inc.
EXCEL HOMES	US	2869486	August 3, 2004	Champion Modular, Inc.
HANDCRAFTED HOMES	US	4435492	November 19, 2013	Champion Modular, Inc.
KEISER	US	3226933	April 10, 2007	Champion Modular, Inc.
MOD-U-KRAF	US	0991813	August 27, 1974	Champion Modular, Inc.
HCH HANDCRAFTED HOMES*	US	3451928	June 24, 2008	Champion Modular, Inc.
HCH HANDCRAFTED HOMES A BETTER WAY TO BUILD & Design	US	3451929	June 24, 2008	Champion Modular, Inc.
STAR FLEET	US	3278500	August 14, 2007	Star Fleet Trucking, Inc.
STAR FLEET INC. & Design	US	3278501	August 14, 2007	Star Fleet Trucking, Inc.
SKY CARE	US	2,208,955	December 8, 1998	Skyline Corporation
LEXINGTON	US	1,748,504	January 26, 1993	Skyline Corporation
SHORE PARK	US	1,638,409	March 19, 1991	Skyline Corporation
SKYLINE	US	1,179,027	November 24, 1981	Skyline Corporation

SKYLINE [®]	US	1,175,069	October 27, 1981	Skyline Corporation
SKYLINE [®]	US	1,119,592	June 5, 1979	Skyline Corporation
SKYLINE	US	5,104,550	December 20, 2016	Skyline Corporation

APPLICATIONS

Mark	Country	Serial No.	Application Date	Applicant
A SMARTER WAY TO BUILD	US	87271069	December 16, 2016	Champion Modular, Inc.