

9/23/04

09-24-2004



RECORDATION
TRADEMARK

102844396

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
 Fleetwood Enterprises, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Citizenship (see guidelines) Delaware

Execution Date(s) 09/07/2004

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
 Additional names, addresses, or citizenship attached? No

Name: Bank of America, N.A.

Internal Address: _____

Street Address: 55 S. Lake Avenue, Suite 900

City: Pasadena

State: CA

Country: USA Zip: 91101

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other National Banking Assoc. Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) 2373716; 2698293

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): _____

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Deborah Taylor

Internal Address: c/o Latham & Watkins LLP

Street Address: 633 W. 5th St., # 4000

City: Los Angeles

State: CA Zip: 90071

Phone Number: 213/485-1234

Fax Number: 213/891-8763

Email Address: deborah.taylor@lw.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
 Expiration Date _____

b. Deposit Account Number _____
 Authorized User Name _____

9. Signature: Deborah Taylor September, 2004

Signature Date

Deborah E. Taylor

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 8

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

40.00 UP
25.00 UP
09/24/2004 EDUPER 0000005 2373716
01 EC:AS21
AA CP:RCS

Bank of America, N.A.
September 7, 2004

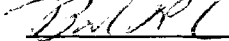
We hereby authorize you to amend and supplement the existing schedules attached to the Patent and Trademark Security Agreement (the "Existing Schedules") with the schedules attached hereto (the "Supplemental Schedules"), so that (a) each Trademark entry referenced on the attached schedule either (i) replaces in full the reference on the Existing Schedules or (ii) if not referred to on the Existing Schedules supplements the Existing Schedules as an additional Trademark reference and (b) such Supplemental Schedules becomes a part of the Existing Schedules and the Patent and Trademark Security Agreement, as amended hereby. Please indicate your acknowledgement and agreement by signing where appropriate below and returning your counterpart signature to the attention of Leonard J. McGill fax: (909) 977-2097. The Existing Schedules shall be deemed amended by the Supplemental Schedules from and after the date of your acknowledgement and agreement.

Very truly yours,

GRANTORS:


GUARANTOR:

FLEETWOOD ENTERPRISES, INC.

By: 
Name: Boyd R. Plowman
Title: Executive Vice President and Chief
Financial Officer

SUBSIDIARY GUARANTORS:

FLEETWOOD INTERNATIONAL, INC.

By: 
Name: Boyd R. Plowman
Title: Executive Vice President and Chief
Financial Officer

FMC BORROWERS:

FLEETWOOD HOLDINGS INC.

FLEETWOOD HOMES OF ARIZONA, INC.

FLEETWOOD HOMES OF CALIFORNIA, INC.

FLEETWOOD HOMES OF FLORIDA, INC.

FLEETWOOD HOMES OF GEORGIA, INC.

FLEETWOOD HOMES OF IDAHO, INC.

FLEETWOOD HOMES OF INDIANA, INC.

FLEETWOOD HOMES OF KENTUCKY, INC.

FLEETWOOD HOMES OF NORTH CAROLINA,
INC.

FLEETWOOD HOMES OF OREGON, INC.

FLEETWOOD HOMES OF PENNSYLVANIA,
INC.

FLEETWOOD HOMES OF TENNESSEE, INC.

FLEETWOOD HOMES OF TEXAS, L.P.

By: FLEETWOOD GENERAL PARTNER
OF TEXAS, INC., its General Partner

FLEETWOOD HOMES OF VIRGINIA, INC.

FLEETWOOD HOMES OF WASHINGTON, INC.

FLEETWOOD MOTOR HOMES OF
CALIFORNIA, INC.

FLEETWOOD MOTOR HOMES OF INDIANA,
INC.

FLEETWOOD MOTOR HOMES OF
PENNSYLVANIA, INC.

FLEETWOOD TRAVEL TRAILERS OF
CALIFORNIA, INC.

FLEETWOOD TRAVEL TRAILERS OF
INDIANA, INC.

FLEETWOOD TRAVEL TRAILERS OF
KENTUCKY, INC.

FLEETWOOD TRAVEL TRAILERS OF
MARYLAND, INC.

FLEETWOOD TRAVEL TRAILERS OF OHIO,
INC.

FLEETWOOD TRAVEL TRAILERS OF
OREGON, INC.

FLEETWOOD TRAVEL TRAILERS OF TEXAS,
INC.

FLEETWOOD FOLDING TRAILERS, INC.

GOLD SHIELD, INC.

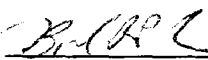
GOLD SHIELD OF INDIANA, INC.

HAUSER LAKE LUMBER OPERATION, INC.

CONTINENTAL LUMBER PRODUCTS, INC.

FLEETWOOD GENERAL PARTNER OF
TEXAS, INC.

FLEETWOOD HOMES INVESTMENT, INC.

By: 
Name: Boyd R. Plowman
Title: Executive Vice President and Chief
Financial Officer

FRC BORROWERS:

FLEETWOOD RETAIL CORP.

FLEETWOOD RETAIL CORP. OF CALIFORNIA

FLEETWOOD RETAIL CORP. OF IDAHO

FLEETWOOD RETAIL CORP. OF KENTUCKY

FLEETWOOD RETAIL CORP. OF MISSISSIPPI

FLEETWOOD RETAIL CORP. OF NORTH
CAROLINA

FLEETWOOD RETAIL CORP. OF OREGON

FLEETWOOD RETAIL CORP. OF VIRGINIA

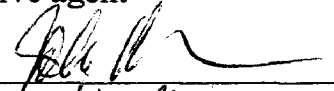
By: 

Bank of America, N.A.
September 7, 2004

Name: Boyd R. Plowman
Title: Executive Vice President and Chief
Financial Officer

ACKNOWLEDGED AND AGREED,
as of __ day of September, 2004:

Bank of America, N.A.
as administrative agent

By: 
Name: John McNamara
Title: Vice President

TRADEMARKS

SLIDE-IN CAMPLERS

TRADEMARK	REG. NO.	SERIAL NO.	REF. NO.	TERMS	REG. DATE	RENEWAL
KOKANEE (Abandoned)		78/354388	040401/240999		FILED 12/01	

MISCELLANEOUS

TRADEMARK	REG. NO.	SERIAL NO.	REF. NO.	TERMS	REG. DATE	RENEWAL
LIFESTYLE SUPPORT VEHICLE RV INTERIORS (Abandoned) SECOND IMPRESSIONS	2,373,716	75/523,663	040401/257793 40401/168825	10 YRS	8/1/2000	

MOTOR HOMES

TRADEMARK	REG. NO.	SERIAL NO.	REF. NO.	TERMS	REG. DATE	RENEWAL
AVS (Abandoned) ASV					INTENT FILED 7/04	FILED 8/01

TRAVEL TRAILERS

RENEWAL

REG. DATE

TERMS

REF. NO.

SERIAL NO.

REG. NO.

TRADEMARK

CANADIAN COUNTRY COTTAGES (Canadian)
COTTAGE COUNTRY RESORT (Canadian)
GEAR BOX
RV MASTER (Abandoned)

040401/252,551
040401/252,869
040401/2274828

1,168,155
1,183,089
78/265,756

FILED 2/04

FOLDING TRAILERS

RENEWAL

REG. DATE

TERMS

REF. NO.

SERIAL NO.

REG. NO.

TRADEMARK

BACKSAVER

040401/198645

76/076,733

2,698,293

extension