

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fleetwood Enterprises, Inc.		02/03/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Heartland Recreational Vehicles, LLC
Composed Of:	COMPOSED OF limited liability company organized in IN
Street Address:	1001 All-Pro Drive
City:	Elkart
State/Country:	INDIANA
Postal Code:	46514
Entity Type:	LIMITED LIABILITY COMPANY: INDIANA

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Registration Number:	2856801	AX6
Registration Number:	3596147	BACKPACK
Registration Number:	2878654	CARAVAN
Registration Number:	3596148	COMPASS
Registration Number:	3412316	FORMULA
Registration Number:	2934152	GEARBOX
Registration Number:	880791	MALLARD
Registration Number:	746486	MALLARD
Registration Number:	869973	
Registration Number:	746487	
Registration Number:	3295239	MALLARD SPORT
Registration Number:	3231498	NITROUS
Registration Number:	3234470	ORBIT

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**TRADEMARK
 REEL: 004147 FRAME: 0885**

Registration Number:	3237989	PEGASUS
Registration Number:	3048544	PIONEER
Registration Number:	3295240	PIONEER SPIRIT
Registration Number:	3575586	PROWLER
Registration Number:	3295241	PROWLER CLASSIC
Registration Number:	2826461	PROWLER REGAL
Registration Number:	3277466	REDLINE
Registration Number:	3355666	REGAL
Registration Number:	3172343	SUN VALLEY
Registration Number:	1082441	TERRY
Registration Number:	808384	TERRY
Registration Number:	2835398	TERRY QUANTUM
Registration Number:	3295242	TERRY RESORT
Registration Number:	2753862	TRIUMPH
Registration Number:	2853971	WILDERNESS
Registration Number:	2826460	WILDERNESS ADVANTAGE
Registration Number:	3291908	WILDERNESS SCOUT
Serial Number:	77648632	GLACIER PEAK
Serial Number:	77146687	QUANTUM

CORRESPONDENCE DATA

Fax Number: (317)237-1000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (317) 237-0300
Email: inteas@bakerd.com, stacy.webb@bakerd.com,
brad.maurer@bakerd.com
Correspondent Name: Brad R. Maurer
Address Line 1: 300 North Meridian Street
Address Line 2: Suite 2700
Address Line 4: Indianapolis, INDIANA 46204

ATTORNEY DOCKET NUMBER:	0973963.0000107
NAME OF SUBMITTER:	Brad R. Maurer
Signature:	/Brad R. Maurer/
Date:	02/11/2010

Total Attachments: 4
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EXHIBIT A

TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement is executed as of February 3, 2010, by and between Heartland Recreational Vehicles, LLC ("Assignee") and Fleetwood Enterprises, Inc. ("Seller").

RECITALS

A. **WHEREAS**, Assignor is the owner of the U.S. Trademark applications and registrations identified on Schedule A attached hereto (together with colorable imitations and all associated common law rights, the "Trademarks") together with the goodwill of the business symbolized thereby; and


B. **WHEREAS**, Assignee is desirous of acquiring the entire right, title and interest of Assignor in and to said Trademarks together with said goodwill of the business symbolized thereby.

NOW, THEREFORE, for good and valuable consideration paid by the Assignee, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to the Assignee its entire right, title and interest in and to the Trademarks together with the goodwill of the business symbolized thereby, said Trademarks to be held and enjoyed by the Assignee, its successors and assigns as fully and entirely as the same would have been held and enjoyed by the Assignor had this assignment not been made.

Assignor covenants and agrees to execute such further and confirmatory assignments in recordable form as the Assignee may require to vest record title of said respective registrations in Assignee.


IN WITNESS WHEREOF, the Assignor has caused this Assignment to be executed by a duly authorized officer.

FLEETWOOD ENTERPRISES, INC.


By: 
Name: Elden L. Smith
Title: President and Chief Executive Officer

SCHEDULE A

REGISTRATIONS AND APPLICATIONS

TRADEMARK	STATUS	FILED	SERIAL NO.	REG. NO.	REG. DATE
AX6	REGISTERED	7/24/2002	78/147068	2,856,801	6/22/2004
BACKPACK	REGISTERED	1/11/2008	77/369566	3,596,147	3/24/2009
CARAVAN	REGISTERED	4/15/2003	76/506706	2,878,654	8/31/2004
COMPASS	REGISTERED	1/11/2008	77/369571	3,596,148	3/24/2009
FORMULA	REGISTERED	1/12/2007	77/082337	3,412,316	4/15/2008
GEARBOX	REGISTERED	6/23/2003	78/265756	2,934,152	3/15/2005
GEARBOX (CANADA)	REGISTERED	12/13/2004	1240503	TMA655796	12/23/2005
GEARBOX NITROUS	USED NOT REGISTERED				
GLACIER PEAK	PENDING APPLICATION - INTENT TO USE	1/13/2009	77/648632		
MALLARD	REGISTERED	9/12/1968	72/307216	880,791	11/18/1969
MALLARD	REGISTERED	4/12/1962	72/142114	746,486	3/12/1963
 MALLARD BIRD (DESIGN)	REGISTERED	9/18/1968	72/307655	869,973	5/27/1969
MALLARD BIRD (DESIGN)	REGISTERED	4/16/1962	72/142329	746,487	3/12/1963
MALLARD SPORT	REGISTERED	10/22/2005	78/738604	3,295,239	9/18/2007
NITROUS	REGISTERED	10/5/2005	78/726777	3,231,498	4/17/2007
NITROUS HYPERLITE	USED NOT REGISTERED				
NORTHERN PRIDE (CANADA)	REGISTERED	4/11/2003	1,174,406	TMA622,904	10/20/2004
ORBIT	REGISTERED	10/21/2004	78/503955	3,234,470	4/24/2007
PEGASUS	REGISTERED	8/10/2004	78465230	3,237,989	5/1/2007
PIONEER	REGISTERED	7/24/2003	78/278260	3,048,544	1/24/2006
PIONEER SPIRIT	REGISTERED	10/22/2005	78/738606	3,295,240	9/18/2007
PROWLER	REGISTERED	6/26/2008	77/508823	3,575,586	2/17/2009
PROWLER (CANADA)	REGISTERED	4/11/2003	1,174,405	TMA652666	11/14/2005
PROWLER (DESIGN) (CANADA)	REGISTERED	4/12/1972	352,100	TMA188791	2/23/1973
PROWLER CLASSIC	REGISTERED	10/22/2005	78/738608	3,295,241	9/18/2007
PROWLER	USED NOT REGISTERED				

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LUXURY-LITE					
PROWLER REGAL	REGISTERED	7/24/2002	78/147054	2,826,461	3/23/2004
QUANTUM	PENDING APPLICATION - SUSPENDED	4/2/2007	77146687		
REDLINE	REGISTERED	10/5/2005	78/726786	3,277,466	8/7/2007
REDLINE HYPERLITE	USED NOT REGISTERED				
REGAL	REGISTERED	4/2/2007	77146676	3,355,666	12/18/2007
SUN VALLEY	REGISTERED	3/3/2005	78/579558	3,172,343	11/14/2006
TERRY	REGISTERED	1/6/1977	73/111628	1,082,441	1/17/1978
TERRY (CANADA)	REGISTERED	4/11/2003	1174404	TMA610,801	5/20/2004
					
TERRY (DESIGN)	PENDING RENEWAL - OFFICE ACTION	5/5/1965	72/218097	808384	5/17/1966
TERRY (DESIGN) (CANADA)	REGISTERED	7/17/1972	355265	TMA191275	5/25/1973
TERRY LX	USED NOT REGISTERED				
TERRY PREMIER	USED NOT REGISTERED				
TERRY QUANTUM	REGISTERED	7/24/2002	78/147061	2,835,398	4/20/2004
TERRY RESORT	REGISTERED	10/22/2005	78/738609	3,295,242	9/18/2007
	MUST FILE SECTION 8 BY 2/19/10 WITH PENALTY				
TRIUMPH		6/4/2001	76/266081	2,753,862	8/19/2003
WILDERNESS	REGISTERED	7/17/2003	78/275740	2,853,971	6/15/2004
WILDERNESS ADVANTAGE	REGISTERED	7/24/2002	78/147046	2,826,460	3/23/2004
WILDERNESS SCOUT	REGISTERED	10/22/2005	78/738611	3,291,908	9/11/2007

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SCHEDULE B

EXPIRED REGISTRATIONS TO BE CURED

Triumph- Must file Section 8 on or before February 19, 2010 with penalty.

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