

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM658660

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Grant of Security Interest in Trademarks at R/F 6394/0426

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citizens Bank, N.A.		07/07/2021	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	7711 Plantation Road
Internal Address:	MAC R4057-01R
City:	Roanoke
State/Country:	VIRGINIA
Postal Code:	24019
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:	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
Registration Number:	3487714	MODULINE
Registration Number:	3472836	NEW IMAGE HOMES
Registration Number:	0726680	NEW MOON

TRADEMARK

Property Type	Number	Word Mark
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
Registration Number:	2915667	BUILD OUR HOMES BUILD YOUR FUTURE

CORRESPONDENCE DATA

Fax Number: 2127514864

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: 2129061209

Email: JESSICA.BAJADA-SILVA@LW.COM

Correspondent Name: LATHAM & WATKINS LLP, C/O JESSICA BAJADA

Address Line 1: 1271 Avenue of the Americas

Address Line 4: New York, NEW YORK 10020

ATTORNEY DOCKET NUMBER: 049275-0206

NAME OF SUBMITTER: Jessica Bajada-Silva

SIGNATURE: /s/ Jessica Bajada-Silva

DATE SIGNED: 07/08/2021

Total Attachments: 6

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**ASSIGNMENT OF GRANT OF SECURITY INTEREST IN
TRADEMARKS**

This ASSIGNMENT OF GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Assignment"), dated as July 7, 2021, is entered into by and between CITIZENS BANK, N.A., ("Assignor") and WELLS FARGO BANK, NATIONAL ASSOCIATION ("Assignee"). All capitalized terms used herein and not otherwise defined shall have the respective meanings given to such terms, directly or by reference, in the Trademark Security Agreement referred to below.

WHEREAS, pursuant to that certain Credit Agreement dated as of June 5, 2018 among CHAMPION HOME BUILDERS, INC., a Delaware corporation (the "Borrower"), SKYLINE CHAMPION CORPORATION, an Indiana corporation ("Holdings"), the LENDERS party thereto and Assignor, as Administrative Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), the Borrower, Holdings, certain other grantors, and Assignor, as Collateral Agent, entered into a Collateral Agreement, dated as of June 5, 2018 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Collateral Agreement");

WHEREAS, pursuant to the Collateral Agreement, Borrower, Holdings, CHAMPION MODULAR, INC., and STAR FLEET TRUCKING, INC. (each, a "Grantor", and collectively, the "Grantors") executed and delivered that certain Grant of Security Interest in Trademarks, dated as of June 5, 2018 (the "Trademark Security Agreement"), which was recorded in the United States Patent and Trademark Office ("USPTO") on June 5, 2018 at Reel/Frame 6394/0426;

WHEREAS, pursuant to the Collateral Agreement and the Trademark Security Agreement, each Grantor granted to Assignor, 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 (the "Trademark Collateral"), as security for the payment or performance, as the case may be, in full of the Secured Obligations;

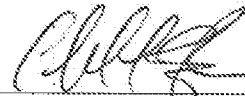
WHEREAS, contemporaneous with an amendment and restatement of the Credit Agreement and the Collateral Agreement, effective as of July 7, 2021, Assignor resigned as Administrative Agent and Collateral Agent under the Credit Agreement, the Collateral Agreement and the Trademark Security Agreement, and Assignor assumed such role, and Assignor agreed to execute and deliver such documentation as may reasonably be necessary to evidence the resignation and appointments described therein, and to assign the Trademark Security Agreement; and

WHEREAS, Assignor has requested Assignor to execute and deliver this Assignment to effectuate and confirm the assignment of the Security Interest in the Trademark Collateral, and for purposes of recordation in the USPTO;

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee, and Assignee hereby assumes, all of Assignor's right, title and interest in, to and under, the Trademark Collateral and the Trademark Security Agreement, including, without limitation, its Security Interest in the Trademark Collateral. The foregoing assignment is made as-is, where is and without representation or warranty of any kind, whether express or implied, and without recourse to Assignor.

IN WITNESS WHEREOF, Assignor has duly executed this ASSIGNMENT OF GRANT OF SECURITY INTEREST IN TRADEMARKS as of the date first above written.

CITIZENS BANK, N.A., as Assignor

By: 
Name: Charles T. Bender
Title: Director

[Signature Page to Assignment of Security Interest in Trademarks]


TRADEMARK
REEL: 007349 FRAME: 0215

ACCEPTANCE AND ASSUMPTION

Assignee, as successor Collateral Agent, accepts and assumes the foregoing Assignment.

DATED as of the 7th day of July, 2021.

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Assignee

By: 
Name: JAMES REYES
Title: SENIOR VICE PRESIDENT

[Signature Page to Assignment of Security Interest in Trademarks]

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.