

SKYLINE CORPORATION

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS

From the beginning, Skyline Corporation has insisted upon absolute integrity in the conduct of its affairs. The seriousness of Skyline's concern with business ethics cannot be overstated.

The purpose of this Code of Conduct is to make more explicit the rules by which Skyline has operated all along.

Skyline expects all of its Directors to accept and subscribe to this Code. Set forth below are ethical standards which Skyline Directors are expected to observe. Violations of such standards by any Director will be considered as grounds for his removal from the Board.

BUSINESS TRANSACTIONS

1. Skyline's policy is strict compliance with the spirit as well as the letter of all applicable laws and regulations. Some of these are admittedly complex as, for example, the anti-trust laws. If any Skyline Director is uncertain as to the applicability of a law or regulation to him in his capacity as a Skyline Director, he should consult Skyline's legal department.

2. Under no circumstances may Skyline's property or influence be used directly or indirectly to circumvent any applicable law or regulation.

3. Any Director who discovers any event that he believes is illegal, fraudulent, unethical or of questionable corporate propriety should report such event to the Board of Directors for its consideration.

4. All reports and documents that are filed with any governmental entity by the directors shall be full, fair, accurate and timely.

5. Information entrusted to a Director shall be treated in a confidential manner.

6. All directors should assure that officers and employees protect Skyline's assets against loss from waste, theft or carelessness.

CONFLICTS OF INTEREST

A Director's relationship to the Corporation and its shareholders is one of trust. Therefore, neither a Director nor a member of his immediate family (spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone who shares such person's home) may pursue his or her own business interests to the detriment of Skyline. In order to protect the business interests and integrity of Skyline, a Director and/or his family may not:

1. Own or acquire any material interest in or act in any capacity as officer, director, partner or employee for any business organization in competition with Skyline in the United States of America;
2. Lend money to or borrow money from any person, firm or corporation known to him, after diligent inquiry, to be a supplier, customer or competitor of Skyline;
3. Own or acquire any material interest in or be an officer, director, partner, or employee of any firm or corporation which is a supplier or customer of Skyline;
4. Represent any of Skyline's suppliers, customers or competitors in transactions with Skyline;
5. Use corporate property, information or position for personal gain or take for themselves opportunities discovered through corporate interests; and
6. Receive any loans or guaranties of obligations from Skyline.

ANTI-TRUST

Skyline Directors should not only avoid violations of the anti-trust laws, but they should also avoid situations that might create even the appearance of such violations. A Skyline Director should not:

1. Discuss pricing with any of Skyline's competitors - either prices paid or prices charged.
2. Discuss in advance with a dealer the appointment or termination of another dealer.

PUBLIC AFFAIRS

1. Any Skyline Director may, of course, participate in any lawful political activity, if he wishes to do so.
2. At no time will any Director be subjected to pressure from Skyline to support or oppose a political cause.
3. No Director may represent or suggest that he speaks for Skyline on any political matters.

VIOLATIONS

This Code shall be strictly applied and not subject to any waiver whatsoever.

GENERAL

A Skyline Director shall perform his duties as a Director, including his duties as a member of any committee of the Board of Directors upon which he may serve, in good faith, in a manner he reasonably believes to be in Skyline's best interests, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. He shall deal with others fairly.

ACKNOWLEDGEMENT

I have read the Skyline Corporation Code of Conduct for Directors. I understand its importance, and will abide by it.
