

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
SKYLINE CORPORATION**

The Nominating and Governance Committee shall consist of at least three (3) directors, all of whom are independent of management of the Corporation and any of its subsidiaries and free from any relationship that, in the judgment of the Board of Directors, would interfere with the exercise of independent judgment respecting the matters over which the Committee is given authority.

The members of the Nominating and Governance Committee shall be elected annually by the Board of Directors in connection with the annual meeting of the board. Members shall be elected by the Board of Directors with due regard to such member's training in, or experience with, the functions designated for this committee. The Chairman of the Nominating and Governance Committee may be designated by the Board of Directors and, in the absence of such designation, may be elected by the Nominating and Governance Committee from among their members.

The functions of the Nominating and Governance Committee shall be to identify individuals qualified to become board members and to select, or to recommend that the board select, the director nominees for the next annual meeting of shareholders; develop and recommend to the board a set of corporate governance principles applicable to the corporation; and to perform other related tasks, such as studying the size, committee structure or meeting frequency of the board, making studies or recommendations regarding management succession, or tasks of similar character as may be requested from time to time by the Board of Directors. The Board of Directors, by resolution of a majority of the whole board, shall designate one member of the Nominating and Governance Committee to act as Chairman of the committee. The committee member so designated shall chair all meetings of the committee, chair meetings involving only non-employee directors, coordinate an annual performance evaluation of the corporation, coordinate evaluation of the performance of the Chief Executive Officer and perform such other activities as may from time to time be requested by the Board of Directors.

Procedural Matters

The Nominating and Governance Committee shall meet from time to time at the call of its Chairman or at the direction of the Board of Directors. The Committee shall meet at least two (2) times per year. The Chairman of the Nominating and Governance Committee shall call a meeting of the Committee upon the request of any member of the Committee or the Chairman of the Board of Directors. The provisions of the Code of By-laws of the Corporation respecting notice of meetings and for action to be taken by the Board of Directors shall apply to meetings and actions of the Nominating and Governance Committee.

The Chairman of the Nominating and Governance Committee shall report on the activities of the Committee to the Board of Directors from time to time upon request of the Chairman of the Board of Directors or of the Board of Directors.

ADOPTED BY THE BOARD OF DIRECTORS this 22nd day of September, 2003.

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