

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report Under Section 13 or 15 (d)
of the Securities Exchange Act of 1934

For the Quarter Ended November 30, 2002
Commission File No. 1-4714

SKYLINE CORPORATION

(Exact name of registrant as specified in its charter)

INDIANA 35-1038277
(State of Incorporation) (IRS Employee Identification No.)

P. O. Box 743, 2520 By-Pass Road Elkhart, IN 46515
(Address of principal executive offices) (Zip)

294-6521 (574)
(Registrant's telephone number) (Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Securities registered pursuant to Section 12 (b) of the Act:

<u>Title of Class</u>	<u>Shares Outstanding</u>
Common stock	<u>January 13, 2003</u> 8,391,244

SKYLINE CORPORATION

Form 10-Q Quarterly Report

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Part I.

Item 1. Financial Statements

Skyline Corporation and Subsidiary Companies

Consolidated Balance Sheets

Dollars in thousands

	<u>November 30, 2002</u> (Unaudited)	<u>May 31, 2002</u>
ASSETS		
Current Assets		
Cash	\$ 6,390	\$ 8,699
Treasury Bills, at cost plus accrued interest	146,084	138,327
Accounts receivable, trade, less allowance for doubtful accounts of \$40	24,021	28,028
Inventories	10,115	9,632
Other current assets	<u>8,258</u>	<u>8,137</u>
Total Current Assets	<u>194,868</u>	<u>192,823</u>
Property, Plant and Equipment, At Cost		
Land	6,637	6,637
Buildings and improvements	64,738	64,595
Machinery and equipment	<u>27,214</u>	<u>27,305</u>
	98,589	98,537
Less accumulated depreciation	<u>58,122</u>	<u>57,060</u>
Net Property, Plant and Equipment	<u>40,467</u>	<u>41,477</u>
Other Assets	<u>4,476</u>	<u>4,452</u>
	<u>\$239,811</u>	<u>\$238,752</u>

The accompanying notes are a part of the consolidated financial statements.

Skyline Corporation and Subsidiary Companies

Consolidated Balance Sheets

Dollars in thousands except per share data

	<u>November 30, 2002</u> (Unaudited)	<u>May 31, 2002</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable, trade	\$ 4,400	\$ 5,859
Accrued salaries and wages	7,042	7,405
Accrued profit sharing	1,308	2,412
Accrued marketing programs	11,333	6,375
Accrued warranty and related expenses	10,394	10,100
Other accrued liabilities	1,972	3,156
Income taxes	<u>282</u>	<u>1,156</u>
Total Current Liabilities	<u>36,731</u>	<u>36,463</u>
Other Deferred Liabilities	<u>4,095</u>	<u>4,056</u>
Commitments and Contingencies	<u>-</u>	<u>-</u>
Shareholders' Equity		
Common stock, \$.0277 par value, 15,000,000 shares authorized; Issued 11,217,144 shares	312	312
Additional paid-in capital	4,928	4,928
Retained earnings	259,489	258,737
Treasury stock, at cost, 2,825,900 shares at November 30, 2002 and at May 31, 2002	<u>(65,744)</u>	<u>(65,744)</u>
Total Shareholders' Equity	<u>198,985</u>	<u>198,233</u>
	<u>\$239,811</u>	<u>\$238,752</u>

The accompanying notes are a part of the consolidated financial statements.

Skyline Corporation and Subsidiary Companies

Consolidated Statements of Earnings and Retained Earnings

For the three-month and six-month periods ended November 30, 2002 and 2001

(Unaudited)

Dollars in thousands except per share data

	Three-Months Ended November 30,		Six-Months Ended November 30,	
	<u>2002</u>	<u>2001</u>	<u>2002</u>	<u>2001</u>
Sales	\$112,467	\$118,054	\$228,959	\$240,279
Cost of sales	<u>97,556</u>	<u>100,451</u>	<u>199,107</u>	<u>205,497</u>
Gross profit	14,911	17,603	29,852	34,782
Selling and administrative expenses	<u>12,220</u>	<u>12,600</u>	<u>24,717</u>	<u>25,407</u>
Operating earnings	2,691	5,003	5,135	9,375
Interest income	<u>548</u>	<u>1,189</u>	<u>1,140</u>	<u>2,670</u>
Earnings before income taxes	3,239	6,192	6,275	12,045
Provision for income taxes:				
Federal	1,092	2,070	2,119	4,038
State	<u>196</u>	<u>374</u>	<u>383</u>	<u>696</u>
	<u>1,288</u>	<u>2,444</u>	<u>2,502</u>	<u>4,734</u>
Net earnings	<u>\$ 1,951</u>	<u>\$ 3,748</u>	<u>\$ 3,773</u>	<u>\$ 7,311</u>
Basic earnings per share	<u>\$.23</u>	<u>\$.45</u>	<u>\$.45</u>	<u>\$.87</u>
Cash dividends per share	<u>\$.18</u>	<u>\$.18</u>	<u>\$.36</u>	<u>\$.36</u>
Weighted average common shares outstanding	<u>8,391,244</u>	<u>8,391,244</u>	<u>8,391,244</u>	<u>8,391,244</u>
Retained earnings, beginning of period	\$259,049	\$254,577	\$258,737	\$252,525
Add net earnings	1,951	3,748	3,773	7,311
Less cash dividends paid	<u>1,511</u>	<u>1,510</u>	<u>3,021</u>	<u>3,021</u>
Retained earnings, end of period	<u>\$259,489</u>	<u>\$256,815</u>	<u>\$259,489</u>	<u>\$256,815</u>

The accompanying notes are a part of the consolidated financial statements.

Skyline Corporation and Subsidiary Companies

Consolidated Statements of Cash Flows

For the six-month periods ended November 30, 2002 and 2001

Increase (Decrease) in Cash

(Unaudited)

Dollars in thousands

	<u>2002</u>	<u>2001</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	\$ <u>3,773</u>	\$ <u>7,311</u>
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Interest income earned on U.S. Treasury Bills and Notes	(1,140)	(2,670)
Depreciation	1,840	1,832
Amortization of premium on U.S. Treasury Notes	-	6
Working Capital Items:		
Accounts receivable	4,007	5,198
Inventories	(483)	(81)
Other current assets	(121)	(113)
Accounts payable, trade	(1,459)	(2,546)
Accrued liabilities	2,601	4,077
Income taxes payable	(874)	(1,430)
Other assets	(24)	(124)
Other deferred liabilities	<u>39</u>	<u>118</u>
Total Adjustments	<u>4,386</u>	<u>4,267</u>
Net cash provided by operating activities	<u>8,159</u>	<u>11,578</u>

Skyline Corporation and Subsidiary Companies

Consolidated Statements of Cash Flows, continued

For the six-months periods ended November 30, 2002 and 2001

Increase (Decrease) in Cash

(Unaudited)

Dollars in thousands

	<u>2002</u>	<u>2001</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from sale or maturity of U. S. Treasury Bills	\$ 181,940	\$ 196,822
Purchase of U.S. Treasury Bills	(188,557)	(225,026)
Maturity of U.S. Treasury Notes	-	25,000
Interest received from U. S. Treasury Notes	-	719
Proceeds from sale of property, plant and equipment	36	21
Purchase of property, plant and equipment	<u>(866)</u>	<u>(2,104)</u>
Net cash used in investing activities	<u>(7,447)</u>	<u>(4,568)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Cash dividends paid	<u>(3,021)</u>	<u>(3,021)</u>
Net cash used in financing activities	<u>(3,021)</u>	<u>(3,021)</u>
Net (decrease) increase in cash	(2,309)	3,989
Cash at beginning of year	<u>8,699</u>	<u>5,450</u>
Cash at end of quarter	\$ <u>6,390</u>	\$ <u>9,439</u>

The accompanying notes are a part of the consolidated financial statements.

Skyline Corporation and Subsidiary Companies

Notes to the Consolidated Financial Statements

For the six-month period ended November 30, 2002

NOTE 1 Nature of Operations and Accounting Policies

The accompanying unaudited interim consolidated financial statements contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the consolidated financial position as of November 30, 2002, the consolidated results of operations for three-month and six-month periods ended November 30, 2002 and 2001, and the consolidated cash flows for the six-month periods ended November 30, 2002 and 2001.

The unaudited interim consolidated financial statements included herein have been prepared pursuant to the rules and regulations for reporting on Form 10-Q. Accordingly, certain information and footnote disclosures normally accompanying the annual consolidated financial statements have been omitted. The interim consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Corporation's latest annual report on Form 10-K.

Inventories are stated at cost, determined under the first-in, first-out method, which is not in excess of market. Physical inventory counts are taken at the end of each reporting quarter. At November 30, 2002, total inventories consisted of raw materials, \$4,495,000 work in process, \$5,091,000, and finished goods, \$529,000. At May 31, 2002, total inventories consisted of raw materials, \$4,280,000, work in process, \$5,183,000 and finished goods, \$169,000.

The Corporation and its subsidiaries were contingently liable at November 30, 2002 under repurchase agreements with certain financial institutions. Losses, if any, are the difference between the repurchase cost and the resale value of the units. For the three-month and six-month periods ended November 30, 2002, the Corporation repurchased units in the amount of \$313,000, and incurred a net loss of \$50,000. For the same periods in fiscal 2002, the Corporation's repurchases amounted to \$53,000 and \$886,000, and the net losses were \$2,000 and \$173,000.

On November 25, 2002, the Financial Accounting Standards Board issued Interpretation No. 45 "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others". This Interpretation elaborates on the disclosures to be made by a guarantor in its interim and annual financial statements about its obligations under certain guarantees it has issued. The Corporation is currently evaluating the impact of Interpretation No. 45 on its consolidated financial statements, but believes the impact will be immaterial. Adoption of Interpretation No. 45 will occur in the third quarter of fiscal 2003.

The Corporation is a party to various pending legal proceedings in the normal course of business. Management believes that any losses resulting from such proceedings would not have a material adverse effect on the Corporation's results of operations or financial position.

Skyline Corporation and Subsidiary Companies

Notes to the Consolidated Financial Statements

For the six-month period ended November 30, 2002

NOTE 2 Industry Segment Information

(Unaudited)

Dollars in thousands

	Three-Months Ended November 30,		Six-Months Ended November 30,	
	<u>2002</u>	<u>2001</u>	<u>2002</u>	<u>2001</u>
SALES				
Manufactured Housing	\$ 78,599	\$ 96,160	\$159,706	\$187,107
Recreational Vehicles	<u>33,868</u>	<u>21,894</u>	<u>69,253</u>	<u>53,172</u>
Total sales	<u>\$112,467</u>	<u>\$118,054</u>	<u>\$228,959</u>	<u>\$240,279</u>
EARNINGS BEFORE INCOME TAXES				
OPERATING EARNINGS (LOSS)				
Manufactured housing	\$ 3,607	\$ 6,902	\$ 6,924	\$ 12,069
Recreational vehicles	114	(679)	241	(118)
General corporate expense	<u>(1,030)</u>	<u>(1,220)</u>	<u>(2,030)</u>	<u>(2,576)</u>
Total operating earnings	2,691	5,003	5,135	9,375
Interest income	<u>548</u>	<u>1,189</u>	<u>1,140</u>	<u>2,670</u>
Earnings before income taxes	<u>\$ 3,239</u>	<u>\$ 6,192</u>	<u>\$ 6,275</u>	<u>\$ 12,045</u>

Operating earnings represent earnings before interest income, gain (loss) on sale of property, plant and equipment and provision for income taxes with non-traceable operating expenses being allocated to industry segments based on percentages of sales.

Report of Independent Accountants

To The Board of Directors and Shareholders of Skyline Corporation:

We have reviewed the accompanying consolidated balance sheet of Skyline Corporation and its subsidiaries as of November 30, 2002, and the related consolidated statements of earnings and retained earnings for each of the three-month and six-month periods ended November 30, 2002 and 2001 and the consolidated statements of cash flows for the six-month period ended November 30, 2002 and 2001. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated interim financial information for it to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited in accordance with auditing standards generally accepted in the United States of America, the consolidated balance sheet as of May 31, 2002, and the related consolidated statements of earnings and retained earnings, and of cash flows for the year then ended (not presented herein), and in our report dated June 17, 2002 we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet information as of November 30, 2002, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

PricewaterhouseCoopers LLP
Chicago, Illinois
December 18, 2002

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Skyline Corporation and Subsidiary Companies

Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations for the Current Quarter Compared to the Same Quarter Last Year

Sales in the quarter ended November 30, 2002 were \$112,467,000, a decrease of \$5,587,000 from \$118,054,000 in the comparable quarter of the prior year. Fiscal 2003 sales through November 30 were \$228,959,000, a decrease of \$11,320,000 from prior year's sales of \$240,279,000.

Manufactured housing sales for the second quarter totaled \$78,599,000 compared to \$96,160,000 at November 30, 2001. Manufactured housing unit sales decreased from 2,792 to 2,133. This segment's fiscal year sales were \$159,706,000 versus \$187,107,000, while unit sales declined from 5,459 to 4,394. Second quarter recreational vehicle sales increased from \$21,894,000 in fiscal 2002 to \$33,868,000 in fiscal 2003. Recreational vehicle unit sales for the quarter increased from 1,555 to 2,319. Fiscal year sales through November 30 were \$69,253,000 versus \$53,172,000. Unit sales increased from 3,881 to 4,849. Manufacturing housing sales continue to be affected by more competitive pricing caused by difficult market conditions, restrictive retail financing, and the softness in the U. S. economy. The increase in recreational vehicle sales is a reflection of an industry-wide improvement in market conditions for towable recreational vehicles. This trend began in early calendar year 2002.

Cost of sales in the second quarter of fiscal 2003 was 86.7 percent of sales compared to 85.1 percent in fiscal 2002. Cost of sales for the first six months of fiscal 2003 was 87.0 percent versus 85.5 percent in the prior year. The increase is primarily attributable to a product mix shift toward recreational vehicles. This business segment represented 30 percent of total sales in fiscal 2003 versus 22 percent in fiscal 2002. Manufactured housing gross margins exceed those for recreational vehicles.

Quarterly selling and administrative expenses as a percentage of sales increased slightly from 10.7 percent in fiscal 2002 to 10.9 percent in fiscal 2003, although the level of expenditures decreased \$380,000 from the prior year. Selling and administrative expenses as a percentage of sales for fiscal 2003 totaled 10.8 percent versus fiscal 2002's 10.6 percent, while expenditures decreased \$690,000.

Second quarter operating earnings as a percentage of sales for manufactured housing were 4.6 percent in fiscal 2003 versus 7.2 percent in the prior year. Year to date operating earnings were 4.3 percent in fiscal 2003 versus prior year's 6.4 percent. Recreational vehicle quarterly operating earnings as a percentage of sales were 0.3 percent for fiscal year 2003, and an operating loss of 3.1 percent in fiscal year 2002. Recreational vehicle fiscal year operating earnings through November 30, 2002 increased from a prior year loss of .2 percent to earnings of .3 percent. Second quarter earnings for manufactured housing declined due to the continuation of difficult market conditions noted above. Earnings for recreational vehicles rose primarily as a result of increased demand for towable travel trailers.

**Results of Operations for the Current Quarter Compared to the Same Quarter Last Year
(continued)**

Interest income amounted to \$548,000 for the second quarter compared to prior year's \$1,189,000. Interest income is directly related to the amount available for investment and the prevailing yields of U.S. Government securities.

Liquidity and Capital Resources

At November 30, 2002, cash and short-term investments in U. S. Treasury Bills totaled \$152,474,000, an increase of \$5,448,000 from \$147,026,000 at May 31, 2002. Current assets exclusive of cash and investments in U.S. Treasury Bills totaled \$42,394,000 at November 30, 2002, a decrease of \$3,403,000 from the May 31, 2002 balance of \$45,797,000. The decrease was due to a seasonal decline in accounts receivable (\$4,007,000).

Current liabilities increased \$268,000 from \$36,463,000 at May 31, 2002 to \$36,731,000 at November 30, 2002. Various factors contributed to the increase. Accrued marketing programs increased \$4,958,000 due to the timing of payments for an ongoing marketing program. Accrued profit sharing decreased \$1,104,000 due to the timing of a yearly contribution to the Corporation's profit sharing program. Trade accounts payable decreased \$1,459,000 due to the seasonality of the Corporation's business. Other accrued liabilities decreased \$1,184,000 as a result of the timing of payroll and property tax payments at November 30 versus May 31.

Working capital at November 30, 2002 amounted to \$158,137,000 compared to \$156,360,000 at May 31, 2002. Capital expenditures totaled \$866,000 during the first six months of fiscal 2003 compared to \$2,104,000 in the previous year. Capital expenditures during this period were made primarily to replace or refurbish machinery and equipment and improve manufacturing efficiencies.

The cash provided by operating activities, along with current cash and other short-term investments, is expected to be adequate to fund any capital expenditures and treasury stock purchases during the year. Historically, the Corporation's financing needs have been met through funds generated internally.

On September 16, 2002, Deutsche Financial Services (Deutsche), a national provider of floor plan funding for manufactured housing dealer inventories, announced that effective November 1, 2002, it would stop approving requests to fund purchases of additional inventory for industry dealers. For the six-month period ended November 30, 2002, less than 2.8% percent of the Corporation's manufactured housing sales were from manufactured housing dealers who exclusively rely on Deutsche for floor plan financing. The remaining manufactured housing sales were purchased with cash, or obtained through financing from other wholesale lenders or local banks. The Corporation believes Deutsche's decision will not have a material impact on the consolidated financial statements.

**Results of Operations for the Current Quarter Compared to the Same Quarter Last Year
(continued)**

Other Matters

The provision for federal income taxes in each year approximates the statutory rate and for state income taxes reflects current state rates effective for the period based upon activities within the taxable entities.

The consolidated financial statements included in this report reflect transactions in the dollar values in which they were incurred and, therefore, do not attempt to measure the impact of inflation. However, the Corporation believes that inflation has not had a material effect on its operations during the past three years. On a long-term basis, the Corporation has demonstrated an ability to adjust the selling prices of its products in reaction to changing costs due to inflation.

Forward Looking Information

Certain statements in this report are considered forward looking as indicated by the Private Securities Litigation Reform Act of 1995. These statements involve uncertainties that may cause actual results to materially differ from expectations as of the report date. These uncertainties include but are not limited to:

- Cyclical nature of the manufactured housing and recreational vehicle industries
- Availability of wholesale and retail financing
- Interest rate levels
- Impact of inflation
- Competitive pressures on pricing and promotional costs
- Consumer confidence
- Market demographics
- Market disruption resulting from the terrorist attacks on September 11, 2001, and any subsequent armed conflict by the United States.

Item 4. Controls and Procedures

- (a) Evaluation of disclosure controls and procedures: The Company's Chief Executive Officer and its Chief Financial Officer, after evaluating the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-14(c) and 15-d-14(c)) as of a date within 90 days of filing date of the quarterly report (the "Evaluation Date"), have concluded that as of the Evaluation Date, the Company's disclosure controls and procedures were adequate and effective to ensure that material information relating to the Company would be made known to them by others within the Company, particularly during the period in which this quarterly report was being prepared.
- (b) Changes in internal controls: There were no significant changes in the Company's internal controls or in other factors that could significantly affect the Company's internal controls and procedures subsequent to the Evaluation Date, nor any significant deficiencies or material weaknesses in such internal controls and procedures requiring corrective actions.

PART II

Item 1. Legal Proceedings

Information with respect to this Item for the period covered by this Form 10-Q has been previously reported in Item 3, entitled "Legal Proceedings" of the Form 10-K for the fiscal year ended May 31, 2002 heretofore filed by the registrant with the Commission.

Item 6. Exhibits and Reports on Form 8-K

- Exhibit 99.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. section 1350.
- Exhibit 99.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. section 1350.

No reports on Form 8-K were filed during the second quarter of fiscal 2003.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SKYLINE CORPORATION

DATE: January 13, 2003

James R. Weigand
V. P. Finance & Treasurer,
Chief Financial Officer

DATE: January 13, 2003

Jon S. Pilarski
Corporate Controller

CERTIFICATIONS

I, Thomas G. Deranek, Chief Executive Officer of Skyline Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Skyline Corporation;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: January 13, 2003

/s/ Thomas G. Deranek

Thomas G. Deranek
Chief Executive Officer

I, James R. Weigand, Chief Financial Officer of Skyline Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Skyline Corporation;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

- b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: January 13, 2003

/s/ James R. Weigand

James R. Weigand
Chief Financial Officer

CERTIFICATION OF PERIODIC FINANCIAL REPORTS
PURSUANT TO 18 U.S.C. SECTION 1350

The undersigned hereby certifies that he is the duly appointed and acting Chief Executive Officer of Skyline Corporation, and hereby further certifies as follows:

1. The periodic report containing financial statements to which this certificate is an exhibit fully complies with the requirements of Section 13(a) or 15 (d) of the Securities Exchange Act of 1934.
2. The information contained in the periodic report to which this certificate is an exhibit fairly presents, in all material respects, the financial condition and results of operations of the Company.

In witness whereof, the undersigned has executed and delivered this certificate as of the date set forth opposite his signature below.

Date: January 13, 2003

/s/ Thomas G. Deranek

Thomas G. Deranek
Vice Chairman, Chief Executive
Officer and Director

EXHIBIT 99.2

CERTIFICATION OF PERIODIC FINANCIAL REPORTS
PURSUANT TO 18 U.S.C. SECTION 1350

The undersigned hereby certifies that he is the duly appointed and acting Chief Financial Officer of Skyline Corporation, and hereby further certifies as follows:

1. The periodic report containing financial statements to which this certificate is an exhibit fully complies with the requirements of Section 13(a) or 15 (d) of the Securities Exchange Act of 1934.
2. The information contained in the periodic report to which this certificate is an exhibit fairly presents, in all material respects, the financial condition and results of operations of the Company.

In witness whereof, the undersigned has executed and delivered this certificate as of the date set forth opposite his signature below.

Date: January 13, 2003

/s/ James R. Weigand

James R. Weigand
Vice President-Finance and
Treasurer and Chief Financial Officer