

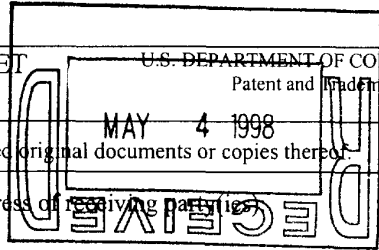
5/4/98

05-14-1998



100709997

SHEET Y U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office  
MAY 4 1998  
attached original documents or copies thereof



To the Honorable Commission

1. Name of conveying party(ies):  
Barefoot Grass Lawn Service, Inc.  
 Individuals  Association  
 General Partnership  Limited Partnership  
 Corporation - State Delaware  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
Name: Barefoot, Inc.  
Street Address: 860 Ridge Lake Boulevard  
City: Memphis State: TN ZIP: 38120  
 Individual(s) citizenship: \_\_\_\_\_  
 Association: \_\_\_\_\_  
 General Partnership: \_\_\_\_\_  
 Limited Partnership: \_\_\_\_\_  
 Corporation - State: Delaware  
 Other: \_\_\_\_\_

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other: \_\_\_\_\_  
Execution Date: May 6, 1997

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)  
1,085,158  
1,172,655  
1,171,732

5. Mail correspondence to:  
Name: James A. Wahl  
Internal Address: 1400 AT&T Tower  
Street Address: 901 Marquette Avenue  
City: Minneapolis State: MN ZIP: 55402

6. Total number of applications and registrations: 3  
Total Fee (37 C.F.R § 3.41) \$ 90.00  
 Enclosed  
 Authorized to be charged to deposit account  
7. Deposit account number: 2

(Attach duplicate copy of this page if paying by deposit account)

05/11/1998 DCOATES 00000124 1085158  
01 FE-481 40.00 BP  
02 FE-482 50.00 BP

DO NOT USE THIS SPACE

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

James A. Wahl, Esq.  
Name of Person Signing

James A. Wahl  
Signature

April 30, 1998  
Date

Total number of pages including cover sheet, attachments and document: 2

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks, Box Assignments  
Washington, D.C. 20231

ASSIGNMENT OF REGISTRATION OF MARKS

This Assignment of Registration of Marks is effective as of the 6th day of May, 1997, by and between Barefoot Grass Lawn Service, Inc. (the "Assignor"), a Delaware corporation, located at 860 Ridge Lake Boulevard, Memphis, Tennessee 38120, and Barefoot, Inc., (the "Assignee"), a Delaware corporation, located at 860 Ridge Lake Boulevard, Memphis, Tennessee 38120.

Recitals:

The Assignor has adopted, used and is using the following marks which are registered in the United States Patent and Trademark Office:

<u>Mark</u>	<u>Registration No.</u>
BAREFOOT GRASS	1,085,158
Miscellaneous Design	1,172,655
Miscellaneous Design	1,171,732

The Assignee is desirous of acquiring the above referenced marks and the registrations thereof;

Now, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign to the Assignee all right, title and interest in and to the above referenced marks and the registrations thereof, together with the good will of the business symbolized by the marks and the registrations thereof.

Barefoot Grass Lawn Service, Inc.

By David M. Slott  
~~Signature~~ David M. Slott  
Its PRESIDENT & C.O.O.

STATE OF Tennessee  
COUNTY OF Shelby SS.

On this 27 day of April, 1998, before me appeared David M. Slott, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of the identified corporation with authority to do so.

Ann H. Brown  
Signature of Notary Public

My Commission Expires Jan. 26, 1999