

08-02-2000



COVER 101421251
ASSIGNMENT OR
OTHER CONVEYANCE FOR RECORDING

7-10-00

Commissioner of Patents
and Trademarks
Box Assignments
Washington, D.C. 20231

Dear Sir:

Please record the attached original document:

- 1. Name of conveying party: Ryobi Outdoor Products, Inc.
- 2. Name and address of receiving party: MTD Products Inc
P.O. Box 368022
Cleveland, Ohio 44136-9722

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other.....

Execution Date: June 14, 2000

4. Application number(s) or trademark number(s):

If this document is being filed together with a new application, the execution date of the application is:

a. Trademark Reg. No.: 2,220,810

5.. Name and address of party to whom correspondence concerning documents should be mailed:

Daniel A. Thomson, Esquire
4421 Ranchwood Spur
Akron, OH 44333-1343

6. Total number of applications and trademarks involved: [1]

7. Total fee (37 CFR 1.21(h)): 1 X \$40.00 = \$.40.00


TRADEMARK
 REEL: 002113 FRAME 0325
 08/02/2000 JTALLANE 00000009 2220810
 01 FC:481
 40.00 DP

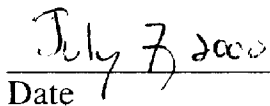
[X] A check in the amount of \$.40.00 which includes the fee for recording the Assignment is enclosed.

8. Please charge any additional fees due, or credit any overpayment to deposit account number 05-0875.

9. Statement and signature:

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.


Daniel A. Thomson, Esquire
Reg. No.: 43,189
4421 Ranchwood Spur
Akron, Ohio 44333-1343


Date

Total number of pages comprising cover sheet: [2]

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TRADEMARK ASSIGNMENT

WHEREAS, Ryobi Outdoor Products, Inc. ("Assignor"), a Delaware corporation with an office located at 550 N. 54th Street, Chandler, Arizona 85226, owns the trademark(s) listed in Schedule A attached hereto together with the corresponding registration(s) for the goods listed (said registration(s) collectively referred to as the "Registration(s)"); and

WHEREAS, pursuant to that certain Outdoor Products Sale and Purchase Agreement, dated as of March 31, 2000, by and among Assignor and MTD Southwest Inc., f/k/a MTD Acquisition Corp. ("Assignee"), a Delaware corporation, located at 5965 Grafton Road, Valley City, Ohio 44280, among others, Assignor has agreed to assign the aforesaid mark(s) and Registration(s) to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign and transfer unto Assignee all of its right, title and interest in and to the mark(s) and Registration(s) set forth in Schedule A together with the good will of the business symbolized by said mark(s) and the Registration(s) effective as of June 14, 2000.

[signature page follows]

IN WITNESS WHEREOF, Assigner has signed this Trademark Assignment through its duly authorized representative, as of June 14, 2000.

RYOBI OUTDOOR PRODUCTS, INC.

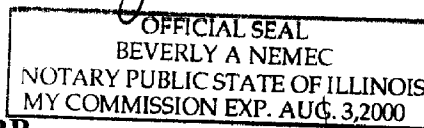
By: James W Chamberlain
Its: Secretary

STATE OF ILLINOIS)
COUNTY OF COOK)

On this 14th day of June, 2000, before me, a Notary Public in and for the County and State aforesaid, personally appeared JAMES W. CHAMBERLAIN to me known, and known to me to be the SECRETARY of Ryobi Outdoor Products, Inc. and acknowledged that he executed the foregoing document by authority of Ryobi Outdoor Products, Inc. and for the uses and purposes therein expressed.

Beverly A. Nemecek
NOTARY

The foregoing assignment is hereby accepted:



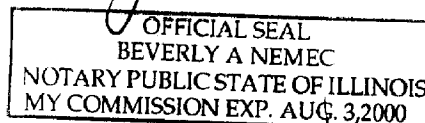
MTD SOUTHWEST INC, f/k/a MTD ACQUISITION CORP.

By: Ronald C Houser
Its: EXECUTIVE VICE PRESIDENT

STATE OF ILLINOIS)
COUNTY OF COOK)

On this 14th day of June, 2000, before me, a Notary Public in and for the County and State aforesaid, personally appeared RONALD C. HOUSER to me known, and known to me to be the EXECUTIVE VICE PRESIDENT of MTD Southwest Inc and acknowledged that he executed the foregoing document by authority of MTD Southwest Inc and for the uses and purposes therein expressed.

Beverly A. Nemecek
NOTARY



SCHEDULE A

| <u>Trademark</u> | <u>Registration</u> | <u>Goods</u> |
|-------------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------|
| | <u>No.</u> | |
| EZPULL | 2,220,810 | gas powered garden tools, namely, grass trimmers, blowers, blower vacs, cultivators and brush cutters, in Class 7. |

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ROP Trademark Assignment
June 6, 2000