

05-07-2001

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COVER SHEET FORWARDING ASSIGNMENT OR OTHER CONVEYANCE FOR RECORDING



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

4.27.01

Dear Sir:

Please record the attached original document:

- 1. Name of conveying party: Ryobi North America, Inc.
- 2. Name and address of receiving party: MTD Southwest Inc.
f/k/a a MTD Acquisition Corporation
5965 Grafton Road
Valley City, Ohio 44280

3. Nature of conveyance:

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

Execution Date:..... February 28, 2001

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

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

a. Trademark Application No.(s):

b. Trademark No.(s): 2,410,769

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

Daniel A. Thomson, Esq.
EMERSON & SKERIOTIS
One Cascade Plaza - Fourteenth Floor

Akron, OH 44308-1381

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

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


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

[] Please charge deposit account 05-0875 in the amount of \$..... to cover the recording fee.

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
One Cascade Plaza - Fourteenth Floor
Akron, Ohio 44308-1136

April 25, 2001
Date

Total number of pages comprising cover sheet: [2]

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TRADEMARK ASSIGNMENT

WHEREAS, Ryobi North America, Inc. (“Assignor”), a Delaware corporation with an office located at 1424 Pearman Dairy Road, Anderson, South Carolina 29625, owns the trademark listed in Schedule A attached hereto, together with the corresponding trademark registration in the United States Patent and Trademark Office, for the goods listed (hereinafter referred to as the “Mark”); 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 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 set forth in Schedule A together with the good will of the business symbolized by said Mark effective as of February 28, 2001.

[signature page follows]

IN WITNESS WHEREOF, Assignor has signed this Trademark Assignment through its duly authorized representative, as of February 28, 2001.

RYOBI NORTH AMERICA, INC.

By: James W Chamberlain

Its: President

STATE OF Illinois)

COUNTY OF Cook)

On this 28th day of February, 2001, before me, a Notary Public in and for the County and State aforesaid, personally appeared James Chamberlain to me known, and known to me to be the President of Ryobi North America, Inc. and acknowledged that he executed the foregoing document by authority of Ryobi North America, Inc. and for the uses and purposes therein expressed.

[Signature]
NOTARY

The foregoing assignment is hereby accepted:



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

By: Hart Alcazar

Its: E.V.P Business Development

STATE OF Ohio)

COUNTY OF Medina)

On this 12th day of April, 2001, before me, a Notary Public in and for the County and State aforesaid, personally appeared Hartmut Kaesgen to me known, and known to me to be the E.V.P. Business Develop. 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.

OFFICIAL SEAL
MARTHA R. DECK
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 11-6-03

[Signature]
NOTARY

SCHEDULE A

<u>Mark</u>	<u>Reg. No.</u>	<u>Goods</u>
WORK.SMART. (and Design)	2,410,769	Lawn and garden power tools, namely, leaf blowers/vacuums, trimmers, hedge trimmers, cultivators and trimmer attachments, namely, edger attachments, turbo blower attachments, sweeper blower attachments, blower/vacuum attachments, hedge trimmer attachments, snow thrower attachments, straight shaft attachments, tree pruner attachments and garden cultivator attachments, in International Class 7.