

02-25-2002



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101991840

ASSIGNMENT OR

CONVEYANCE FOR RECORDING

U.S. Patent and Trademark Office
Assignment Division
Box Assignments, CG-4
1213 Jefferson Davis Hwy.
Suite 320
Washington, D.C. 20231

Dear Sir:

Please correct the recordal of the attached original document:

1. Name of conveying party: Garden Way Incorporated **2-4-02**

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:..... August 30, 2001

4. Four of the trademarks were incorrectly recorded. Please make the following corrections:

Incorrect: Serial No. 74/155,117 Reg. No. 1,683,667 **Correct:** Serial No. 74/153,499
Reg. No. 1,682,667 (Trademark: BOLENS)

Incorrect: Serial No. 73/350,624 Reg. No. 1,254,388 **Correct:** Serial No. 73/355,442
Reg. No. 1,254,338 (Trademark GARDEN WAY)

Incorrect: Serial No. 74/146,608 Reg. No. 1,675,978 **Correct:** Serial No. 74/138,358
Reg. No. 1,675,978 (Trademark TROY BILT) Please note that the Reg. Nos. are identical

Incorrect: Serial No. 72/435,732 Reg. No. 1,104,556 **Correct:** Serial No. 73/163,871
Reg. No. 1,104,656 (Trademark PONY)

The four above trademarks were incorrectly recorded due to typographical errors on the previous cover sheet.

02/22/2002 LMUELLER 00000287 74153499

01 FC:481 40.00 DP
02 FC:482 75.00 DP

TRADEMARK
REEL: 002448 FRAME: 0180

Rep'n. Ref: 02/22/2002 LMUELLER 0014270000
B#: 050075 Name/Number: 74153499 \$45.00 CR
FC: 704

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 44308-1147

6. Total number of applications and trademarks involved: [4]

7. Total fee (37 CFR 1.21(h)): 4X \$40.00 = \$160

A check in the amount of \$160 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

December 4, 2001
Date

Total number of pages comprising cover sheet: [2]

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Daniel A. Thomson, Esquire

Reg. No.: 43,189

One Cascade Plaza - Fourteenth Floor

Akron, Ohio 44308-1136

September 27, 2001
Date

Total number of pages comprising cover sheet: [2]

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TRADEMARK ASSIGNMENT

WHEREAS, Garden Way Incorporated, a New York corporation ("Assignor"), owns the trademarks listed in Schedule A attached hereto with the corresponding federal trademark applications and/or registrations (collectively referred to as the "Applications/Registrations"); and

WHEREAS, pursuant to the Asset Purchase Agreement, dated as of July 30, 2001, by and among Assignor, GWI Holding, Inc., a Delaware corporation, and MTD Consumer Group Inc. an Ohio corporation ("Buyer"), Assignor has agreed to assign the aforesaid trademarks and Applications/Registrations to MTD Products Inc, the parent of Buyer ("Assignee");

NOW, THEREFORE, for good 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 all of the trademarks and Applications/Registrations set forth in Schedule A together with that portion of Assignor's business in connection with which it has a bona fide intent to use those marks that are the subject of currently pending applications that were filed or an intent to use and for which a Statement of Use or Amendment to Allege Use has not yet been filed by Assignor and accepted by the United States Patent and Trademark Office, and together with the goodwill of the business symbolized by said marks and Applications/Registrations, including without limitation any and all rights to sue and collect damages for infringement (whether occurring before or after the above date) effective as August 31, 2001. Seller agrees to execute any and all documents which are required to perfect the assignment of the marks and Applications/Registrations set forth in Schedule A.

[signature page follows]

IN WITNESS WHEREOF, Assignor has signed this Trademark Assignment though its duly authorized representative, as of August 31, 2001.

GARDEN WAY INCORPORATED

By: [Signature]
Its: William E Redmond Jr

STATE OF Delaware

COUNTY OF New Castle

On this 30th day of August, 2001, before me, a Notary Public in and for the County and State aforesaid, personally appeared William E Redmond Jr to me known, and known to me to be the CEO of Garden Way Incorporated and acknowledged that he executed the foregoing document by authority of Garden Way Incorporated and for the uses and purposes therein expressed.

[Signature]
NOTARY

The foregoing assignment is hereby accepted:

MTD PRODUCTS INC

By: Ronald C Houser
Its: Exec V.P. & CFO

STATE OF Delaware

COUNTY OF New Castle

On this 30th day of August, 2001, 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 Exec VP & CFO of MTD Products Inc and acknowledged that he executed the foregoing document by authority of MTD Products Inc and for the uses and purposes therein expressed.

[Signature]
NOTARY

SCHEDULE A

<u>Serial #</u>	<u>Registration #</u>	<u>MARK</u>	<u>STATUS</u>
75-878124		GARDEN WAY BY TROY-BILT	Allowed
75-611088		GARDEN WAY BY TROY-BILT	Allowed
75-611089		TROY-BILT BRONCO	Pending
74-138113	1,672,544	(Design only)	Registered
74-075490	1,647,208	(Design only)	Registered
73-435476	1,342,652	(Design only)	Registered
73-400451	1,278,680	(Design only)	Registered
73-296380	1,205,536	(Design only)	Registered
73-253927	1,168,274	(Design only)	Registered
74-694224	1,988,402	BLUE RIBBON TROY-BILT PARTS & ACCESSORIES (and Design)	Registered
74-153499	1,682,667	BOLENS	Registered
73-339505	1,253,347	COONGRATULATIONS ON MOVINGUP TO THE JOY OF TROY-BILT TILLING...	Registered
73-746042	1,550,883	DURATRAC	Registered
73-629162	1,456,151	E-Z SPIN	Registered
73-562017	1,392,979	GARDEN WAY	Registered
73-355442	1,254,338	GARDEN WAY	Registered
73-352381	1,229,336	GARDEN WAY	Registered
73-483194	1,347,891	GARDEN WAY	Registered
73-718315	1,505,614	GARDEN WAY	Registered
74-500819	1,896,115	GARDEN WAY	Registered
73-711169	1,503,609	GARDEN WAY	Registered
75-848882	2,402,001	GARDEN WAY BY TROY-BILT	Registered
73-353157	1,245,055	GARDEN WAY IN-ROW WEEDER (and Design)	Registered
73-664654	1,471,208	GARDEN WAY SPEEDY HOE	Registered
73-581302	1,455,829	GARDEN WAY'S TROY-BILT FACTORY STORE (and Design)	Registered
73-368079	1,254,349	JUNIOR	Registered
74-179024	1,689,856	JUST ONE HAND	Registered

<u>Serial #</u>	<u>Registration #</u>	<u>MARK</u>	<u>STATUS</u>
73-285556	1,217,971	JUST ONE HAND	Registered
74-322744	1,786,486	LAZY BOY	Registered
73-746089	1,669,143	POWERPACKER (Stylized)	Registered
75-679132	2,332,409	PRO LINE	Registered
73-506181	1,338,813	QUALITY TO ELIMINATE THE HARD WORK FROM YARD WORK	Registered
73-687960	1,489,045	RENEGADE	Registered
73-585219	1,411,083	ROTO-ETTE	Registered
73-368080	1,254,350	ROTO-ETTE	Registered
73-255773	1,195,681	THE GARDEN WAY MARKETPLACE	Registered
73-576765	1,406,482	TRAIL BLAZER (Stylized)	Registered
73-428520	1,286,866	TROY-BILT	Registered
73-240919	1,175,295	TROY-BILT	Registered
73-368078	1,258,484	TROY-BILT	Registered
73-424385	1,289,838	TROY-BILT	Registered
73-772371	1,547,276	TROY-BILT	Registered
73-562016	1,392,978	TROY-BILT	Registered
73-240920	1,173,920	TROY-BILT	Registered
73-240863	1,172,869	TROY-BILT	Registered
74-598669	1,935,384	TROY-BILT	Registered
73-712497	1,503,610	TROY-BILT	Registered
74-478669	1,893,326	TROY-BILT	Registered
74-138358	1,675,798	TROY-BILT (and Design)	Registered
74-614315	1,937,284	TROY-BILT (and Design)	Registered
74-075532	1,649,292	TROY-BILT (and Design)	Registered
74-075531	1,645,805	TROY-BILT (Stylized)	Registered
74-137980	1,672,543	TROY-BILT (Stylized)	Registered
74-478745	1,893,327	TROY-BILT EASY PAY PLAN	Registered
73-580923	1,409,945	TROY-BILT FACTORY STORE (and Design)	Registered
73-355443	1,229,319	TROY-BILT JUNIOR	Registered
73-562020	1,392,147	TUFF-CUT	Registered
73-721021	1,507,854	TUFFY	Registered
73-657411	1,466,988	VACU-CUT	Registered
75-400329	2,271,613	VERSATILLER	Registered