

01-30-2003



102351880

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RI

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Turtle Shell, Inc. (fka Snapper, Inc.) 1-23-03
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Snapper Products, Inc.
Internal Address:
Street Address: 500 North Spring St.
City: Port Washington State: WI Zip: 53074
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Delaware
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 01/13/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/472,153; 76/471,969
B. Trademark Registration No.(s) 2,036,223; 1,875,813; 1,759,477; 1,064,334
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Elizabeth Hastings Taylor
Internal Address:
Street Address: Brownstein Hyatt & Farber, PC
410 Seventeenth Street, Twenty-Second Floor
City: Denver State: CO Zip: 80202-4437

6. Total number of applications and registrations involved: 6
7. Total fee (37 CFR 3.41) \$ 165.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.
Elizabeth H. Taylor
Signature
Date 1-23-03

Total number of pages including cover sheet, attachments, and document: 19

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

01/30/2003 JJALLAH2 00000001 2036223

01 FC:0521 40.00 OP
02 FC:0522 125.00 OP

TRADEMARK REEL: 002661 FRAME: 0630

## ASSIGNMENT OF TRADEMARKS

Assignment of Trademarks is from Turtle Shell, Inc. (fka Snapper, Inc.), a Georgia corporation ("Assignor"), to Snapper Products, Inc., a Delaware corporation ("Assignee"), and is effective as of the 13 day of January 2002.

For good and valuable consideration, the receipt and sufficiency of which Assignor hereby acknowledges, Assignor does hereby assign to Assignee, all of Assignor's right title and interest in and to the trademarks, trademark applications, intent to use trademark applications and domain names set forth on Exhibit A (the "Marks"), together with that portion of Assignor's business in connection with which it has an intent to use the Marks and the goodwill of the business symbolized by the Marks.

Assignor acknowledges that subsequent to the date hereof, Assignor shall not claim to possess any right, title or interest in and to such Marks and shall take no actions jeopardizing the existence or enforceability of the Marks or Assignee's rights therein. Assignor will not adopt or use or register or seek to register any name or mark anywhere in the world which is identical in word or design to the Marks or so similar thereto as to constitute a colorable imitation thereof or to suggest some association between Assignor and Assignee or sponsorship and/or endorsement of Assignor by Assignee.

Assignor agrees to assist Assignee in every legal way to evidence, record and perfect this Assignment and to apply for and obtain recordation of and from time to time enforce, maintain, and defend the assigned rights. If Assignee is unable for any reason whatsoever to secure Assignor's signature to any document it is entitled to under this Assignment, Assignor hereby irrevocably designates and appoints Assignee and its duly authorized officers and agents, as his agents and attorneys-in-fact with full power of substitution to act for and on his behalf and instead of Assignor, to execute and file any such document or documents and to do all other lawfully permitted acts to further the purposes of the foregoing with the same legal force and effect as if executed by Assignor.

Assignor represents and warrants to Assignee that: (a) Assignor was the sole owner of all rights, title and interest in the Marks, (b) Assignor has not assigned, transferred, licensed, pledged or otherwise encumbered the Marks, (c) Assignor has full power and authority to enter into this Assignment and to make the assignment set forth herein, (c) no claim or demand of any person has been made nor is there any proceeding that is pending, or to the knowledge of Assignor after due inquiry, threatened, nor is there a reasonable basis therefor, which (i) challenges the rights of Assignor with respect to the Marks, (ii) asserts that Assignor is infringing or is otherwise in conflict with, or is, required to pay any royalty, license fee, charge or other amount with regard to the Marks, or (iii) claims that any default exists under any agreement or arrangement, and (d) the Marks are not subject to any outstanding order, ruling, decree, judgment or stipulation by or with any court, arbitrator, or administrative agency, or have been the subject of any litigation within the last five years, whether or not resolved in favor of Assignor.

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7442\10\744338.1

IN WITNESS WHEREOF, Assignor has executed this Agreement as of the date first written above.

TURTLE SHELL, INC.

By: [Signature]

Its: Board Member / CFO

STATE OF New York )  
 )  
COUNTY OF New York ) SS.

On January 13, 2003 before me, Natalia Alexeeva,  
Notary Public, personally appeared Harold F. Pyle,  
personally known to me to be the person whose name is subscribed to the within  
instrument and acknowledged to me that he executed the same in his authorized capacity,  
and that by his signature on the instrument the person, or the entity upon behalf of which  
the person acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]  
Notary Public

**NATALIA ALEXEEVA**  
Notary Public State of New York  
No. 24-6018413  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires 01-11-2007

**EXHIBIT A**

**Trademarks and Applications**

<b>TRADEMARK</b>	<b>REGIS./APP. NO.</b>
ACTAVA	74/411,704
ACTAVA GROUP	74/407,848
ACTAVA GROUP	74/403,694
ACTAVA GROUP	74/396,693
A.I.R.	2,036,223
ACCUTRAC	1,875,813
ACCU-TRAC	74/415,146
ANYTHING LESS JUST WON'T CUT IT	1,759,477
ASHFLASH	1,098,608
BAG-N-WAGON	1,064,334
BIG SIX	74/716070
POWERGLIDE	ITU App. filed 11/8/02
Z FORCE	ITU App. filed on 11/7/02
SNAPPER.BIZ	Domain Name
SNAPPER.COM	Domain Name
SNAPPER.INFO	Domain Name
SNAPPER.ORG	Domain Name
SNAPPERNET.NET	Domain Name
SNAPPERNET.COM	Domain Name

TRADEMARK	REGIS./APP. NO.
SNAPPERINC.COM	Domain Name
SNAPPER POWER EQUIPMENT	Common Law Mark

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 023450373  
CONTROL NUMBER : J204074  
EFFECTIVE DATE : 12/11/2002  
REFERENCE : 0093  
PRINT DATE : 12/11/2002  
FORM NUMBER : 611

CSC NETWORKS, INC.  
DAVID HOLCOMB  
900 OLD ROSWELL LAKES PKWY.#310  
ROSWELL, GA 30076

**CERTIFICATE OF NAME CHANGE AMENDMENT**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

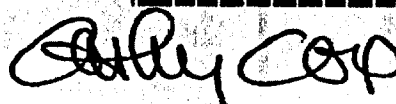
**SNAPPER, INC.**  
**A DOMESTIC PROFIT CORPORATION**

has filed articles of amendment in the Office of the Secretary of State changing its name to

**TURTLE SHELL, INC.**

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

**WITNESS** my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Cathy Cox  
Secretary of State

23450373

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SNAPPER, INC.

8204074  
23450366

Pursuant to the provisions of the Georgia Business Corporations Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation;

**FIRST:** The name of the corporation is Snapper, Inc.

**SECOND:** The following amendment to the Articles of Incorporation was adopted by the unanimous written consent of the board of directors of the corporation on November 27<sup>th</sup>, 2002, in the manner prescribed by the Georgia Business Corporations Code:

**RESOLVED**, that the Articles of Incorporation of Snapper, Inc. be amended by changing the Article thereof numbered 'First', so that, as amended, said Article shall be said and read as follows:

"The name of the Corporation is Turtle Shell, Inc."

**THIRD:** The amendment was duly adopted by unanimous written consent of the board of directors of the corporation pursuant to § 14-2-1006 without shareholder action.

**FOURTH:** The effective time and date of these Articles of Amendment shall be the 27<sup>th</sup> day of November, 2002.

SNAPPER, INC.

By: [Signature]  
Robin Chamberlain, President

[Signature]  
Secretary

SECRETARY OF STATE  
2002 DEC 11 AM 4:11  
CORPORATIONS DIVISION

CERTIFICATE VERIFYING REQUEST AND PAYMENT  
FOR PUBLICATION OF REQUISITE NOTICE

It is hereby certified and verified by the undersigned that the request for publication of a notice of intent to file the annexed articles of amendment to change the name of the corporation and the payment therefore will be made as required by subsection (b) of Section 14-2-1006.1 of the Georgia Business Corporation Code.

Executed on this 27<sup>th</sup> day of November, 2002.



Name: Martina Brosnahan  
Capacity: Authorized Person

STATE OF NEW YORK      )  
  ) SR:  
COUNTY OF NEW YORK     )

Martina Brosnahan, being duly sworn, deposes and says that she is the person who executed the foregoing certificate; that she signed the same in the capacity stated opposite or beneath her signature thereon; that she has read the foregoing certificate and knows the contents thereof; and that the statements contained therein are true to her own knowledge.



Name: Martina Brosnahan  
Capacity: Authorized Person

Subscribed and sworn to before  
me on November 27, 2002

  
Notary Public

TARA R. JOHNSON  
Notary Public, State of New York  
No. 010506221  
Qualified in Kings County  
Commission Expires September 2, 2006

BPMFSI 361490v1



**Secretary of State**  
**Business Services and Regulation**  
Suite 306, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334

TRANSACTION NUMBER : 89089129 (273)  
CONTROL NUMBER : 8204074  
DATE INCORPORATED : 04/07/82  
DATE AMENDED : 03/29/89  
EXAMINER : DONNA HYDE  
TELEPHONE : 404-656-0624

**REQUESTED BY:**

CT CORPORATION SYSTEM  
DIANA YARBOI  
2 PEACHTREE STREET, NW  
ATLANTA, GEORGIA 30383

**CERTIFICATE OF AMENDMENT**

I, **MAX CLELAND**, Secretary of State and the Corporations Commissioner of the State of Georgia do hereby certify, under the seal of my office, that the articles of incorporation of

"SNAPPER POWER EQUIPMENT, INC."  
changing its name to  
"SNAPPER, INC."

have been duly amended under the laws of the State of Georgia, and the filing of articles of amendment in the office of the Secretary of State and the fees therefor paid, as provided by law, and the attached hereto is a true and correct copy of said articles of amendment.

WITNESS, my hand and official seal, in the City of Atlanta and the State of Georgia on the date set forth below.

DATE: MARCH 30, 1989

FORM 23 (3/87)

*Max Cleland*  
MAX CLELAND  
SECRETARY OF STATE

*H. Wayne Howell*  
H. WAYNE HOWELL  
DEPUTY SECRETARY OF STATE



SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT-LINE  
404-656-2222

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
SNAPPER POWER EQUIPMENT, INC.

Pursuant to the provisions of Title 14, Section 14-2-193 (a) of the Official Code of Georgia, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Snapper Power Equipment, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on March 21, 1989, in the manner prescribed by the Georgia Business Corporation Code:

RESOLVED, That the Articles of Incorporation of Snapper Power Equipment, Inc., be amended by changing the Article thereof numbered "First", so that, as amended, said Article shall be and read as follows:

"The name of the Corporation is Snapper, Inc."

THIRD: The amendment was adopted by unanimous written consent of the sole shareholder of the Corporation.

FOURTH: The number of shares of the corporation outstanding and entitled to vote, upon the proposed amendment as set forth in the resolution of the directors, at the time of such adoption was 1,000 shares.

FIFTH: The number of shares voted for such amendment was 1,000 shares.

SIXTH: The designation and number of outstanding shares entitled to vote thereon were as follows:

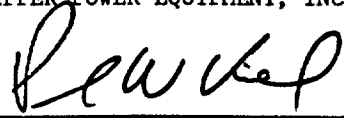
<u>Class</u>	<u>Number of Outstanding Shares</u>
Common	1,000

The number of shares of each class entitled to vote thereon as a class voting for such amendment, was:


<u>Class</u>	<u>Number of Shares Voted For the Amendment</u>
Common	1,000

Dated March 24, 1989.

SNAPPER POWER EQUIPMENT, INC.

By   
Paul N. Kiel, Vice President

Attest:

  
Mildred H. Hutcheson,  
Assistant Secretary

RECEIVED  
SECRETARY OF STATE

# State of Georgia



## OFFICE OF SECRETARY OF STATE

*I, David B. Poythress, Secretary of State of the State of Georgia, do hereby certify that*

"SNAPPER POWER EQUIPMENT, INC."

has been duly incorporated under the laws of the State of Georgia on the **7th** day of **April**, 19 **82**, by the filing of articles of incorporation in the office of the Secretary of State and the fees therefor paid, as provided by law, and that attached hereto is a true copy of said articles of incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol in the City of Atlanta, this **7th** day of **April** in the year of our Lord One Thousand Nine Hundred and Eighty **Two** and of the Independence of the United States of America the Two Hundred and **Six**.

*David B. Poythress*  
SECRETARY OF STATE, EX OFFICIO CORPORATION  
COMMISSIONER OF THE STATE OF GEORGIA

ARTICLES OF INCORPORATION  
OF  
SNAPPER POWER EQUIPMENT, INC.

RECEIVED  
MAY 1 1 30 PM '82  
SECRETARY OF STATE

1.

The name of the Corporation is Snapper Power Equipment, Inc.

2.

The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

3.

The Corporation shall have perpetual duration.

4.

The purposes for which the Corporation is organized are to engage in any lawful act or activity for which corporations may be organized under the Georgia Business Corporation Code.

5.

The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which shall be common shares of \$1.00 par value per share.

6.

No shareholder shall have any preemptive right to subscribe for or to purchase any shares or other securities issued by the Corporation.

7.

No shareholder shall be entitled to cumulate his votes for the election of directors or for any other purpose.

8.

The initial Board of Directors of the Corporation shall consist of three (3) members, whose names and addresses are as follows:

TRADEMARK

REEL: 002661 FRAME: 0642

<u>Name</u>	<u>Address</u>
L. P. Flamon	3800 First Atlanta Tower Atlanta, Georgia 30383
Paul N. Kiel	3800 First Atlanta Tower Atlanta, Georgia 30383
Hiram M. Nowlan, Jr.	3800 First Atlanta Tower Atlanta, Georgia 30383

9.

The address of the initial registered office of the Corporation shall be 2 Peachtree Street, N.W., Atlanta, Georgia 30323. <sup>7-11-68</sup> The initial registered agent of the Corporation at such address shall be C T Corporation System

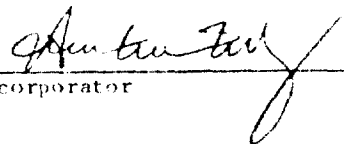
10.

The Corporation shall not commence business until it shall have received not less than \$500 in payment for the issuance of its shares.

11.

The name and address of the Incorporator is Hiram M. Nowlan, Jr., 3800 First Atlanta Tower, Atlanta, Georgia 30383.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

  
 Incorporator

SECRETARY OF STATE

APR 12 11 24 AM '68  
 RECEIVED

TRADEMARK

REEL: 002661 FRAME: 0643

CONSENT TO APPOINT AS REGISTERED AGENT

To: David B. Poythress  
Secretary of State  
Ex-Officio Corporation  
Commissioner  
State of Georgia

C T Corporation System having been designated to act as registered agent hereby consents to act in this capacity.

C T CORPORATION SYSTEM

By

Charles A. Clark

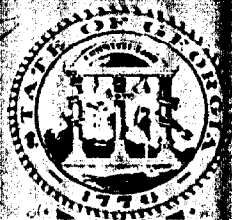
(Name and title of officer) *Asst. Secy*

TRADEMARK

REEL: 002661 FRAME: 0644

DUPLICATE ORIGINAL

# State of Georgia



## OFFICE OF SECRETARY OF STATE

*I, David B. Paythress, Secretary of State of the State of Georgia, do hereby certify that*

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

**"SNAPPER POWER EQUIPMENT, INC."**

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.

In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office, at the Capitol, in the City of Atlanta, this **17th** day of **February**, in the year of our Lord **One Thousand Nine Hundred and Eighty Two** and of the Independence of the United States of America the **Two Hundred and Six**.



*David B. Paythress*

Secretary of State, Ex Officio Corporation  
Commissioner of the State of Georgia