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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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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):

Bankers Trust Company

- 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: Woods Industries, Inc.

Internal

Address:

Street Address: 765 Straits Turnpike, Ste. 2000

City: Middlebury State: CT Zip: 06762

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State 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 Release of Security Interest

Execution Date: February 3, 2003

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

A. Trademark Application No.(s) 75/471801 75/893012, 75/877016, 75/893013

B. Trademark Registration No.(s) 2032421, 1904254, 1856611, 1163522, 1626720

Additional number(s) attached Yes No

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

Name: Kira Goodloe

Internal Address: Hunton & Williams

Street Address: 600 Peachtree Street, NE, Suite 4100

City: Atlanta State: GA Zip: 30308

6. Total number of applications and registrations involved:

38

7. Total fee (37 CFR 3.41): \$ 965.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Kira Goodloe

Name of Person Signing

Kira Goodloe

Signature

3-25-03

Date

Total number of pages including cover sheet, attachments, and document: 7

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

01 FC:8521 40.00 OP 02 FC:8522 925.00 OP

TRADEMARK REEL: 002699 FRAME: 0664

SCHEDULE A

Grantor/Owner	Trademark	Status	Docket No.	App. No.	App. Date
Woods Industries, Inc.	Weekend Warrior	Application filed	31999US01	75-471801	April 21, 1998
Woods Industries, Inc.	Moonrays Cast Metal and Design	Application filed	32481US01	75-893012	January 10, 2000
Woods Industries, Inc.	Moonrays Lightscaping Design Series and Design	Application filed	32482US01	75-877016	December 12, 1999
Woods Industries, Inc.	Moonrays Metal and Design	Application filed	32483US01	75-893013	January 10, 2000
Woods Industries, Inc.	Yard Master	Application filed	32498US01	75-896505	January 13, 2000
Woods Industries, Inc.	Design	Application filed	32598US01	76-080120	June 29, 2000
Woods Industries, Inc.	Tight Grip	Application filed	32714US01	76-166484	November 16, 2000
Woods Industries, Inc.	Tradesman	Application filed	32719US01	76-173368	November 30, 2000
Woods Industries, Inc.	Peak Performance	Registered	30008US01	2032421	January 21, 1997
Woods Industries, Inc.	Yardmates	Registered	30025US02	1904254	July 11, 1995
Woods Industries, Inc.	Deckmates	Registered	30131US01	1856611	October 4, 1994
Woods Industries, Inc.	Woods Wire & Design	Registered	30143US01	1163522	August 4, 1981
Woods Industries, Inc.	Tradesman	Registered	30144US01	1626720	December 11, 1990
Woods Industries, Inc.	Travel Surge	Registered	30292US01	1934000	November 7, 1995
Woods Industries, Inc.	Modem Mate	Registered	30295US01	1933997	November 7, 1995
Woods Industries, Inc.	Woods Connecting Your World	Registered	30468US01	2042251	March 4, 1997

Grantor/Owner	Trademark	Status	Docket No.	App. No.	App. Date
Woods Industries, Inc.	Slimline	Registered	30487US01	1996019	August 20, 1996
Woods Industries, Inc.	Slide-Safe	Registered	30523US01	1974291	May 14, 1996
Woods Industries, Inc.	The Power of Innovation	Registered	30524US01	1965981	April 2, 1996
Woods Industries, Inc.	Shop Block	Registered	30586US01	1987630	July 16, 1996
Woods Industries, Inc.	Snap-Shut Safety Covers	Registered	30588US01	1923085	September 26, 1995
Woods Industries, Inc.	Transformer Deck	Registered	30598US01	2027594	December 31, 1996
Woods Industries, Inc.	Gizzmo	Registered	30657US01	2012598	October 29, 1996
Woods Industries, Inc.	Gizzo Home Entertainment (Design)	Registered	30658US01	2011148	October 22, 1996
Woods Industries, Inc.	Gizzo Man (Design)	Registered	30659US01	2304405	December 28, 1999
Woods Industries, Inc.	Speaker Man Speaker Solutions (Design)	Registered	30662US01	2164282	June 9, 1998
Woods Industries, Inc.	Custom Connection	Registered	30667US01	2122021	December 16, 1997
Woods Industries, Inc.	No J-Box Seal	Registered	30730US01	2079800	July 15, 1997
Woods Industries, Inc.	PivotPlug	Registered	30780US02	2058090	April 29, 1997
Woods Industries, Inc.	Easyswitch	Registered	30809US01	2016484	November 12, 1996
Woods Industries, Inc.	Tri-Way Cord	Registered	30810US01	2019917	November 26, 1996
Woods Industries, Inc.	Agri-Pro	Registered	31108US01	2098258	September 16, 1997

Grantor/Owner	Trademark	Status	Docket No.	App. No.	App. Date
Woods Industries, Inc.	LockJaw	Registered	31154US01	2107815	October 21, 1997
Woods Industries, Inc.	Truedata	Registered	31647US01	2347443	May 2, 2000
Woods Industries, Inc.	TrueProtection	Registered	31985US01	2317176	February 8, 2000
Woods Industries, Inc.	TrueData	Registered	32203US01	2386344	September 12, 2000
Woods Industries, Inc.	Moonrays Outdoor Living Series and Design	Registered	32484US01	2412452	December 12, 2000
Woods Industries, Inc.	Moonrays	Registered	32653US01	1478541	March 1, 1988

RELEASE OF SECURITY INTEREST OF TRADEMARKS

This Release of Security Interest of Trademarks is dated as of February 3, 2003. Reference is hereby made to the Grant of Trademark Security Interest (the "Grant"), dated as of June 28, 2001, by and among, Woods Industries, Inc. ("**Assignor**"), and Bankers Trust Company ("**Assignee and Successor Agent**") recorded with the United States Trademark and Trademark Office on July 5, 2001 on Reel No. 002327/Frame No. 0726.

Assignee and Successor Agent hereby notifies, acknowledges to and agrees with Assignor that, subject to the provisions of that certain Payoff Letter, dated as of February 3, 2003, by and between Katy Industries, Inc. and Assignor and Successor Agent (the "**Payoff Letter**"), the security interest granted by Assignor in the collateral set forth in the Grant (the "**Trademark Collateral**") including, without limitation, the security interest granted in the Trademarks listed on the attached Schedule A, is terminated and released, and that, subject to the provisions of that certain Payoff Letter, that Assignee and Successor Agent hereby releases and forever discharges all of its right, title and interest of any kind or nature granted, assigned or conveyed pursuant to the Grant in the Trademark Collateral.

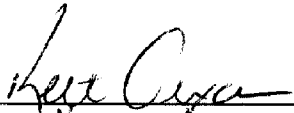
The Assignee and Successor Agent releases all liens, pledges, security interests, charges and other encumbrances of whatever nature (collectively, "**Encumbrances**") on this Release of Security Interest including, without limitation, those Encumbrances created under or in connection with the Grant.

The Assignee and Successor Agent hereby agrees to take such further actions and to execute and deliver such further documents as Assignor may reasonably request to effect and evidence this Release, including, without limitation, the execution and delivery of any filings, statements, amendments, recordations or other instruments required to maintain the applications or registrations of the Trademark Collateral and record the chain of title accordingly with the United States Trademark and Trademark Office, subject, in each case to the Assignor's prior payment in full to the Assignee and Successor Agent of its costs and expenses (including reasonable fees and disbursements of counsel) incurred in connection therewith; provided, however, that Assignee and Successor Agent shall not be required to take any action which exposes the Assignee and Successor Agent to personal liability or which is contrary to applicable law.

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IN WITNESS WHEREOF, Assignee and Successor Agent has caused this Release of Security Interest to be duly executed and delivered by its duly authorized officer as of the date first above written.

**DEUTSCHE BANK TRUST COMPANY
AMERICAS (formerly Bankers Trust Company),
as Assignee and Successor Agent**

By: 
Name: KEITH ALEXANDER
Title: VICE PRESIDENT

**SCHEDULE A
TO
RELEASE OF SECURITY INTEREST OF TRADEMARKS**

See Attached.

Schedule A

RECORDED: 03/27/2003

**TRADEMARK
REEL: 002699 FRAME: 0670**