TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/30/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MTD Independent Retail Group Inc		10/30/2001	CORPORATION:

RECEIVING PARTY DATA

Name:	MTD Consumer Group Inc
Street Address:	5903 Grafton Road
City:	Valley City
State/Country:	ОНІО
Postal Code:	44280
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	75234323	WHITE

CORRESPONDENCE DATA

Fax Number: (216)642-8826

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: WHVIPGroup@wegmanlaw.com
Correspondent Name: Wegman, Hessler & Vanderburg
Address Line 1: 6055 Rockside Woods Blvd.

Address Line 2: Suite 200

Address Line 4: Cleveland, OHIO 44131

NAME OF SUBMITTER:	Danielle A. Skoczen
Signature:	/DAS/
Date:	08/09/2005

TRADEMARK
REEL: 003137 FRAME: 0621

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Total Attachments: 5 source=MTD Independent Retail#page1.tif source=MTD Independent Retail#page2.tif source=MTD Independent Retail#page3.tif source=MTD Independent Retail#page4.tif source=MTD Independent Retail#page5.tif

> TRADEMARK REEL: 003137 FRAME: 0622

SURVIVING ENTITY



Prescribed by J. Kenneth Blackwell

Please obtain fee amount and mailing instructions from the Forms Inventory List (using the 3 digit form # located at the bottom of this form). To obtain the Forms Inventory List or for assistance, please call Customer Service:

Expedite this form -Yes

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

3. Na	ame Change: As a result of this merger, the name of the surviving entity has been changed to the following:
Complet	e only if name of surviving entity is changing through the merger)
C. Th	ne surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)
V	Domestic (Ohio) for-profit corporation, charter number 568514
	Domestic (Ohio) non-profit corporation, charter number
	Forcign (Non-Ohio) corporation incorporated under the laws of the state/country of and licensed to transact business in the State of Ohio under license number
	Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of and NOT licensed to transact business in the state of Ohio,
	Domestic (Ohio) limited liability company, with registration number
	Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of and registered to do business in the State of Ohio under registration number
	Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of and NOT registered to do business in the State of Ohio.
	Domestic (Ohio) limited partnership, with registration number
	Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of and registered to do business in the state of Ohio under registration number
	Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of and NOT registered to do business in the state of Ohio.
	Domestic (Ohio) partnership having limited liability, with the registration number

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Merging Entities The name, charter/licen	ise/registration number, type o	of entity, state/country of	of incorpora	ition or organization	, respectively, of
which is a party to the r sheet listing the merging Name MTD Independent Reta	nerger are as follows: (If this	ls insufficient space to re Stat	flect all mer e/Country o Oh		
of merger upon written	address of the person or entity request:	from whom/which elig		-	
<u></u>	David J. Hessler		6055 RG	ockside Woods Blv	
	(name) Cleveland		ОН	(street and number	44131
(city	, village or township)		(state)		(zip code)
	e of the merger).			s is specified, the da	
Merger Authorize The laws of the state or This merger was adopte under which it is organic authorized to do so. Statutory Agent The name and address of	ed country under which each co d, approved and authorized b zed, and the persons signing t	y each of the constituer this certificate on behalt	it entities in f of each of my process,	merger, compliance with the constituent entite	e laws of the state ties are duly nay be served is:
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VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity

VIII. Amendments

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended. Please see attached "Exhibit A." (Please note, if there will be no change please state "no change")

IX. Qualification or Licensure of Foreign Surviving Entity

A.	The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited
	partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank,
	savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and
	hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name)	(street and number)
	, Ohio
(city, village or township)	(zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's, or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

- B. The qualifying entity also states as follows: (Complete only if applicable)
 - 1. Foreign Notice Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

a. The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is

	The name(s) of any Trade Name(s) under which the corporation will conduct business:
٠	The location of the main office (non-Ohio) shall be:
	(street address)

(city, township, or village) (county) (state) (zip code)

I. The principal office location in the state of Ohio shall be:

(street address)

(city, township, or village) (county) (state) (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

e. The corporation will exercise the following purpose(s) in the state of Ohio:
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

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b.	The name under which the limited liability of	company desires to transact bu	siness in Ohio is	
c.	The limited liability company was organized	d or registered on		
d.	der the laws of the state/country of The address to which interested persons may reement, bylaws, or other charter documents of		the articles of organizati	on, operating
		(street address)		
_	(city, township, or village)		(state)	(zip code)
	reign Qualifying Limited Partnership the qualifying entity is a foreign limited partner The name of the limited partnership is	ership, the following informat	ion must be completed)	
b.	The limited partnership was formed on			
c.	The address of the office of the limited partr	nership in its state/country of o	organization is:	
		(street address)		
d.	(city, township, or village) The limited partnership's principal office ad-	(county) dress is:	(state)	(zip cod
		(street address)		
e.	(city, township, or village) The names and business or residence addres Name	(county) ses of the General partners of Address	(state) the partnership are as fo	(zip cod llows:
f.	(If insufficient space to cover this item, please attach a second the address of the office where a list of the and their respective capital contributions is t	names and business or resider		
		(street address)		
	(city, township, or village) The limited partnership hereby certifies that partnership in Ohio is canceled or withdrawn	(county) it shall maintain said records	(state) until the registration of t	(zip cod he limited
Fo	reign Qualifying Partnership Having Lir The name of the partnership shall be	nited Liability		

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	_		(street name and number)		
	_	(city, village or town		Ohio (zip code)	
	(If the	e partnership does not have a princi	pal office in Ohio, then ite	ems b2 and item c must be co	mpleted)
	2. 7	The address of the partnership's princ	cipal office (Non-Ohio):		
	•		(street address)		
c.	The n	(city, township, or vil ame and address of a statutory agent		(state) Phio is as follows:	(zip cod
		(name)	, Ohio	(street and number)	
		(city, village or township)	, omo	(zip code)	
d.	Please	indicate the state or jurisdiction in v	which the Foreign Limited	Liability Partnership has been	formed
	en 1	isiness which the partnership engage	· ·		-
e.	THE U	terrices witten me barmeramb engage	10 HI 10.		
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RECORDED: 08/09/2005