Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MTD Holdings Inc		09/02/2005	CORPORATION:

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1939185	ATLAS PRO
Registration Number:	0369457	

CORRESPONDENCE DATA

Fax Number: (216)642-8826

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

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

Address Line 2: Suite 200

Address Line 4: Cleveland, OHIO 44131

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

Total Attachments: 1

TRADEMARK REEL: 003155 FRAME: 0012

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TRADEMARK
REEL: 003155 FRAME: 0013

ASSIGNMENT

WHEREAS, MTD Holdings Inc, an Ohio Corporation, located at 5903 Grafton Road, Valley City, Ohio 44280, has adopted, used and is using a mark which is registered in the United States Patent and Trademark Office, Registration No. 1,939,185 for the mark ATLAS PRO and Registration No. 369,457 for the mark LAWN QUEEN; and

WHEREAS, MTD Products Inc, a Delaware Corporation, located at 5903 Grafton Road, Valley City, Ohio 44280, a Delaware Corporation, is desirous of acquiring said mark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said MTD Consumer Group Inc does hereby assign unto the said MTD Products Inc all right, title and interest in and to the said mark, together with the good will of the business symbolized by the mark, and the above identified registration thereof.

	TESTIMONY September	=		set	our	hand	and	seal	this	2nd
MTD HOL David J. H Secretary	LDINGS INC									
State of County of	Ohio Cuyahoga)) ss)							
	Hessler, the person behalf of MTD	son who signe	with authority	ent,	who					

JANET L. YEO
NOTARY PUBLIC, STATE OF OHIO
Recorded in Cuyahoga County
My Comm. Expires May 17, 2007

TRADEMARK REEL: 003155 FRAME: 0014

RECORDED: 09/08/2005