

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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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	FORMERLY MTD Products Inc	11/01/2002	CORPORATION: OHIO

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	0840394	YARD-MAN
Registration Number:	0378647	YARD-MAN
Registration Number:	1218108	YARD-MAN
Registration Number:	1968349	YARD-MAN
Registration Number:	1985338	YARD-MAN
Registration Number:	1968350	YARD-MAN
Registration Number:	1986870	YARD-MAN
Registration Number:	1547276	TROY-BILT
Registration Number:	1289838	TROY-BILT
Registration Number:	0850181	TROY-BILT
Registration Number:	1392978	TROY-BILT
Registration Number:	1935384	TROY-BILT
Registration Number:	1503610	TROY-BILT
Registration Number:	1937284	TROY-BILT

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Registration Number:	1649292	TROY-BILT
Registration Number:	1645805	TROY-BILT
Registration Number:	1172869	TROY-BILT

CORRESPONDENCE DATA

Fax Number: (216)642-8826
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 216-642-3342
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

ATTORNEY DOCKET NUMBER:	040158 1647T1
NAME OF SUBMITTER:	Jeffrey S. Ellsworth
Signature:	/jse/
Date:	06/30/2010

Total Attachments: 5
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ASSET TRANSFER, ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSET TRANSFER, ASSIGNMENT AND ASSUMPTION AGREEMENT (the "Assignment") is made and entered into effective as of the 1st day of November, 2002 ("Effective Date"), by MTD Holdings Inc, fka MTD Products Inc, an Ohio corporation ("Parent"), MTD Products Inc, a Delaware Corporation, and first tier subsidiary of Parent ("Subsidiary 1"), and MTD Consumer Group Inc, an Ohio corporation, which will become a second tier subsidiary of Parent as of the Effective Date ("Subsidiary 2") (collectively "Subsidiaries").

WITNESSETH:

WHEREAS, Parent has determined to transfer certain of the assets heretofore utilized by Parent in the operation of its business to Subsidiaries by means of U.S. Federal income tax-free transfers; and

WHEREAS, Subsidiaries shall hereafter carry on certain portions of the business (the "Business") heretofore carried on by the Parent utilizing the assets transferred by Parent pursuant to this Assignment;

NOW THEREFORE, in consideration of the mutual covenants hereinafter set forth, the receipt and sufficiency of which is hereby mutually acknowledged, the parties hereto, intending to be legally bound, hereby mutually covenant and agree as follows:

1. Transfer of Assets to Subsidiary 1. As of the Effective Date, the following assets of the Parent which are related to the Business shall be transferred to Subsidiary 1 (collectively, the "Subsidiary 1 Assets"):

1.3 Intellectual Property. All trademarks, trade names, service marks and other proprietary designations and all applications, registrations or filings and/or common law rights with respect to same together with all goodwill related thereto, and all patents, patent applications, copyrights and works-for-hire, inventions, designs, processes, whether or not patented, customer lists, trade secrets, confidential information, know-how and other intellectual property, including databases, as well as methods, forms, processes, products and services which are used exclusively for the Business as owned by Parent (the "Intellectual Property").

IN TESTIMONY WHEREOF, the parties have caused this Assignment to be duly executed as of the date first written above.

MTD HOLDINGS INC
(Parent)

By: *Dieter Kaesgen*
Name: Dieter Kaesgen
Its: President

MTD PRODUCTS INC
(Subsidiary 1)

By: *[Signature]*
Name: Jeffrey Q.V. Deuch
Its: Vice President & Controller

MTD CONSUMER GROUP INC
(Subsidiary 2)

By: *[Signature]*
Name: James M. Milinski
Its: Treasurer