

TRADEMARK ASSIGNMENT

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 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: 1			
Property Type	Number	Word Mark	
Registration Number:	2419404	FOR A GROWING WORLD.	
CORRESPONDENCE DATA			
Fax Number:	(216)642-8826		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2166423342		
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 242T2		
NAME OF SUBMITTER:	Bruce E. Peacock		
Signature:	/bep/		

CH \$40.00 2419404

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**TRADEMARK
 REEL: 004449 FRAME: 0545**

Date:

01/10/2011

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