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:	ОНЮ	
Postal Code:	44280	
Entity Type:	CORPORATION: DELAWARE	

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2744503	STORM
Registration Number:	2744504	SQUALL

CORRESPONDENCE DATA

Fax Number: 2166428826

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

via US Mail.

Phone: 2166423342

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

Address Line 2: STE 200

Address Line 4: Cleveland, OHIO 44131

ATTORNEY DOCKET NUMBER:	040158 899T2 & 900T2
NAME OF SUBMITTER:	Charles A. Hayes
Signature:	/cah/

900265571 REEL: 005106 FRAME: 0520

OP \$65.00 274450

Date:	09/06/2013
Total Attachments: 5 source=OH to DE Assignment-Final-Flat#page1.tif source=OH to DE Assignment-Final-Flat#page2.tif source=OH to DE Assignment-Final-Flat#page3.tif source=OH to DE Assignment-Final-Flat#page4.tif source=OH to DE Assignment-Final-Flat#page5.tif	

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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 ("Bifective 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:

WHERKAS, 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 bereafter 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. <u>Transfer of Assets to Subsidiary 1</u>. 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 <u>Intellectual Property</u>. 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").

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

MTD HOLDINGS INC

(Parent)

Name:

Its:

President

MTD PRODUCTS INC

(Subsidiary 1)

By:

Name:

Jeffrey C.V. Deuch

Its:

Vice President & Controller

MTD CONSUMER GROUP INC

(Subsidiary 2)

By:

Name:

h. Milinski James

Its:

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