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**Terry R. Hollister**  
General Counsel  
& Secretary

EBSSA/PUBLIC DISCLOSURE

2011 APR -1 PM 12: 03



**MTD Products Inc**  
**Consumer Products Center**  
P.O. Box 368022  
Cleveland, OH 44136-9722  
phone 330.558.7107  
fax 330.558.7195  
terry.hollister@mtdproducts.com

**VIA CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**  
**7001 1940 0000 2183 8617**

March 22, 2011

Top Hat Plan Exemption  
Pension & Welfare Benefits Administration  
Room N-1513  
U.S. Department of Labor  
200 Constitution Avenue, NW  
Washington, DC 20210

Dear Administration Director:

Enclosed for filing with the Administration is a Top Hat Plan Statement described in Labor Regulation 2520.104-23 for the MTD Products Inc Long-Term Incentive Plan.

If you have any questions or comments regarding this filing, please do not hesitate to call me. Thank you for your attention to this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Terry R. Hollister', written over a horizontal line.

Terry R. Hollister  
General Counsel & Secretary

KMH/klb  
Enclosure

**MTD PRODUCTS INC  
LONG-TERM INCENTIVE PLAN**

The purpose of this statement is to satisfy the alternative method of complying with ERISA's reporting disclosure requirements as described in ERISA Regulation 29 C.F.R. 2520.104-23.

**Employer:**

MTD PRODUCTS INC  
5903 GRAFTON ROAD  
VALLEY CITY OH 44280-9329

**Employer Identification No.:**

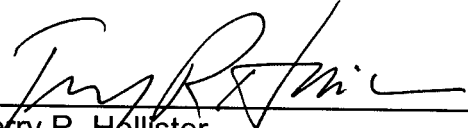
06-1650267

**Declaration:**

The above-referenced employer maintains a nonqualified deferred compensation plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees. The employer's plan has forty-nine (49) participating employees.

MTD Products Inc

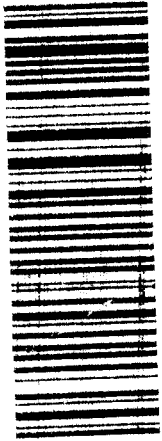
By

  
Terry R. Hollister  
General Counsel & Secretary

Date: March 22, 2011

**MTD**

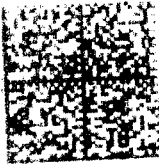
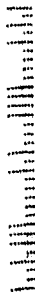
MTD Products Inc  
P.O. Box 365822  
Cleveland, OH 44136-8722



7001 1940 0000 2183 8677

**Return Receipt Requested**

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U.S. Department of Labor  
200 Constitution Avenue, NW  
Washington, DC 20210



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