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To the Honorable Commissioner of I

100927432

attached original documents or copy thereof.

1. Name of conveying party(ies):

PARK-OHIO INDUSTRIES, INC. DEC 14 1998

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State - Ohio, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance: 12-14-98

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: September 29, 1998

2. Name and address of receiving party(ies)

Name: KERRY GROUP, INC.

Internal Address:

Street Address: 500 New Holland Avenue

City: Lancaster State: PA ZIP:

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

SN 75/210,163 - 12-9-96 - FRIENDLY & SAFE

SN 75/353,374 - 9-9-97- CLEAR PICTURE

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Stanley B. Kita

Name: HOWSON AND HOWSON

Internal Address:

Street Address: POB 457

One Spring House Corporate Center

City: Spring House State: PA ZIP: 19477

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 08-3040 65E

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Stanley B. Kita

Name of Person Signing

Signature

Signature

Dec 9, 1998

Date

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT OF TRADEMARKS

WHEREAS, Park-Ohio Industries, Inc. (hereinafter "ASSIGNOR"), an Ohio corporation, having its principal place of business at 23000 Euclid Avenue, Cleveland, Ohio, is the owner of the entire right title and interest, including goodwill, in and to the Trademarks and Registrations therefor set forth on Schedule A (hereinafter MARKS); and

WHEREAS, Kerr Group, Inc. (hereinafter "ASSIGNEE"), a corporation organized and existing under and by virtue of the laws of the State of Delaware, having its principal place of business at 500 New Holland Avenue, Lancaster, Pennsylvania desires to acquire the entire right, title and interest in and to the MARKS, and the goodwill symbolized by the MARKS;

NOW THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby assign unto said ASSIGNEE, ASSIGNOR'S entire right, title and interest in and to said MARKS, together with the entire goodwill of the business symbolized by the MARKS, and all registrations thereof, together with the right to prosecute and recover for any past infringements thereof.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed this 29th day of September, 1998, by its duly-authorized officer.

By: [Signature]
Its: President

STATE :
COUNTY OF : SS:

On this 29th day of September, 1998, before me a Notary Public, the undersigned officer, personally appeared Edward F. Crawford, who acknowledged himself to be President of Park-Ohio Industries, Inc., and that he as such President, being authorized to do so, executed the foregoing instrument as a free act for the purposes therein contained by signing the name of the corporation by himself as President.

In witness thereof, I hereunto set my hand and official seal.

[Signature of Ronald J. Cozen]
Notary Public
RONALD J. COZEN, Attorney At Law
Notary Public - State of Ohio
My commission has no expiration date
Section 147.03 R. C.

SCHEDULE A

<u>TRADEMARK</u>	<u>SERIAL NO. OR REGISTRATION NO.</u>	<u>FILING DATE</u>	<u>COUNTRY</u>
FRIENDLY & SAFE	75/210163	12/09/96	US
CLEAR PICTURE	75/353374	09/08/97	US
FRIENDLY SAFE	259119	04/08/96	MEXICO