

09-08-2000



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To the Honorable Commissioner 101452776

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Scott Fetzer Company

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

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

2. Name and address of receiving party(ies)

Name: Adalet/Scott Fetzer Company

Internal Address:

Street Address: 4801 West 150th Street

City: Cleveland State: OH ZIP: 44135

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

3. Nature of conveyance:

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

Execution Date: 8/2/2000

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

A. Trademark Application No.(s)

(SEE ATTACHED)

B. Trademark Registration No.(s)

(SEE ATTACHED)

Additional numbers attached? Yes No

75274472

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

Name: Pamela J. Eblen

Internal Address: Jones, Day, Reavis & Pogue

09/06/2000 JSHDBAZZ 00000068 75274472

01 FC:481 40.00 CP
02 FC:482 75.00 CP

Street Address: North Point

901 Lakeside Ave.

City: Cleveland State: OH ZIP: 44114

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1432

(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.

Pamela J. Eblen

Name of Person Signing

Pamela Eblen
Signature

8/4/00

Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

SCHEDULE A

Mark	Application No.	Filing Date	Registration No.	Registration Date
TRISTAR	75/274,472	04/11/1997	2,243,420	05/04/1999
VICTORY	75/274,457	04/11/1997	2,286,017	10/12/1999
OMNISTAR	75/292,382	05/15/1997	2,261,446	07/13/1999
FS CONTROL 3	75/795,968	09/09/1999		

ASSIGNMENT OF UNITED STATES TRADEMARK RIGHTS

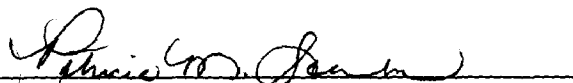
WHEREAS, The Scott Fetzer Company, a corporation organized under the laws of the State of Delaware, having an office located at 28800 Clemens Road, Westlake, Ohio 44145-1197, ("Assignor"), is the sole and exclusive owner of United States Trademark Application and Registrations listed on the attached Schedule A; and

WHEREAS, Adalet/Scott Fetzer Company, a corporation duly organized and existing under the laws of the State of Delaware having an office located at 4801 West 150th Street, Cleveland, Ohio 44135, ("Assignee"), wishes to acquire all of The Scott Fetzer Company's right, title, and interest to United States Trademark Application and Registrations listed on the attached Schedule A;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby sell, convey, assign, transfer and deliver as sole legal and beneficial owner to Assignee, for its use and the use of its successors, assigns and legal representatives, all of Assignor's right, title and interest in and to the United States Trademark Application and Registrations listed on the attached Schedule A, together with any and all additions, divisions and/or extensions thereof, and including all common law rights and the goodwill associated therewith, for the full term or terms of all such rights, together with the right to sue and recover all claims for damages for the past infringement thereof, for its own use and for the use of its successors, assigns and legal representatives.

IN WITNESS WHEREOF, each of the parties hereto have caused this ASSIGNMENT OF UNITED STATES TRADEMARK RIGHTS to be executed on its behalf as of the 2nd day of August, 2000.

The Scott Fetzer Company



Patricia M. Scanlon
General Counsel and Corporate Secretary