

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT												
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL												
<b>CONVEYING PARTY DATA</b>													
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 30%;">Name</th> <th style="width: 20%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 30%;">Entity Type</th> </tr> <tr> <td>Pac-Kit Safety Equipment Co.</td> <td></td> <td>05/27/2011</td> <td>CORPORATION: CONNECTICUT</td> </tr> </table>	Name	Formerly	Execution Date	Entity Type	Pac-Kit Safety Equipment Co.		05/27/2011	CORPORATION: CONNECTICUT					
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<b>PROPERTY NUMBERS Total: 2</b>													
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<b>CORRESPONDENCE DATA</b>													
Fax Number: (414)223-5000 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> Phone: 414.978.5562 Email: splagemann@whdlaw.com Correspondent Name: Whyte Hirschboeck Dudek S.C. Address Line 1: Attn: Suzanne Plagemann Address Line 2: 555 East Wells Street, Suite 1900 Address Line 4: Milwaukee, WISCONSIN 53202													
<b>ATTORNEY DOCKET NUMBER:</b>	AUC-14377												
<b>NAME OF SUBMITTER:</b>	Suzanne Plagemann												
<b>Signature:</b>	/Suzanne Plagemann/												

900195178

**TRADEMARK**  
**REEL: 004567 FRAME: 0786**

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Date:

06/22/2011

Total Attachments: 2

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## ASSIGNMENT

WHEREAS, PAC-KIT SAFETY EQUIPMENT, a Connecticut corporation, whose office is located at 57 Chestnut Street, South Norwalk, Connecticut 06854 (the "Assignor"), is the owner of the trademarks listed on Schedule A (the "Trademarks");

WHEREAS, ACME UNITED CORPORATION, a Connecticut corporation, whose office is located at 60 Round Hill Road, Fairfield, Connecticut 06824 (the "Assignor") is desirous of acquiring said Trademarks and the goodwill attaching thereto as well as the related applications, registrations and common law rights.

WHEREAS, Assignor and Assignee have entered into a certain agreement dated March 1, 2011 (the "APA") whereby Assignee purchased certain assets relating Assignor's first aid business, including any and all intellectual property thereto; and

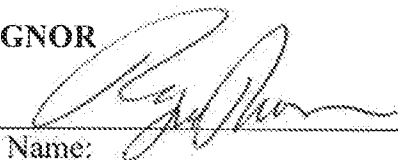
WHEREAS, Assignor agreed to grant certain rights and Assigned thereby acquired certain rights in intangible assets, including intellectual property, to Assignee pursuant to the APA.

NOW, THEREFORE, for good and valuable consideration the receipt of which is hereby acknowledged, the Assignor does hereby assign and transfer to Assignee all of its right, title and interest in and to the Trademarks, any related registrations and common law rights thereto, together with the good will of the business symbolized by said Trademarks, and in and to any and all causes of action, either in law or in equity, and the right to enforce any rights and to file any causes of action, including the right to recover damages, for any past, present or future infringement or misappropriation of said Trademarks, effective as of March 1, 2011.

IN WITNESS WHEREOF, the parties have executed this Assignment by their respective authorized representatives this 27 day of MAY, 2011.

ASSIGNOR

By:

  
Name:

Title:

ROY M. BROWN  
PRESIDENT

ASSIGNEE

By:

  
Name:

Title:

PAUL DAWSON  
VP & CFO

**SCHEDULE A**

<b>TRADEMARK</b>	<b>REG. NO.</b>	<b>REG. DATE</b>
PAC-KIT	3,087,216	May 2, 2006
HEMA-FLEX	2,289,830	November 2, 1999
HEMA-SEAL	2,213,246	December 22, 1998