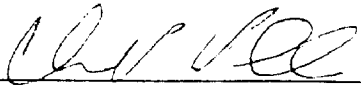


SCHEDULE A

<u>Trademark</u>	<u>Appln./Reg. No.</u>	<u>Issued</u>
THE KINGSHEAD KIDS And Design (Balloon)	Appln. Ser. No. 74/428,094	August 24, 1993
KINGSHEAD KIDS (Stylized)	Reg. No. 1,449, ³²⁸ 338	July 28, 1987
SAF-T-CUT	Reg. No. 1,322,970	March 5, 1985
Design (Scissors Handle)	Reg. No. 1,662,212	October 29, 1991

TRADEMARKS RECORDATION COVER SHEET

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

<p>1. Name and Address of conveying party(ies):</p> <p>Grace Shafir, Inc. 600 Sylvan Avenue Englewood Cliffs, N.J. 07632</p> <p>Corporation-State of New Jersey</p> <p>Additional names(s) of conveying party(ies) attached? NO</p>	<p>2. Name and Address of receiving party(ies):</p> <p>Acme United Corporation 75 Kings Highway Cutoff Fairfield, Connecticut 06430</p> <p>Corporation-State of Connecticut</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: NO</p> <p>(Designation must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? NO</p>
<p>3. Nature of conveyance:</p> <p>Assignment</p> <p>Execution Date: December 2, 1994</p>	<p>4. A. Trademark Application No.(s)</p> <p>74/428,094</p> <p>B. Trademark Registration No.(s)</p> <p>1,449,688 1,322,970 1,662,212</p> <p>Additional numbers attached? NO</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>OSTROLENK, FABER, GERB & SOFFEN 1180 Avenue of the Americas New York, New York 10036-8403</p>	<p>6. Total number of documents involved: 1</p> <p>7. Total fee (37 CFR 3.41): \$ 115.00</p> <p>Enclosed as part of Check No.</p> <p>In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.</p>
DO NOT USE THIS SPACE	
<p>8. <i>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.</i></p> <p><u>Charles P. LaPolla</u> <u></u> <u>December 9, 1994</u> Name of Person Signing Signature Date</p> <p style="text-align: right;">Total number of pages including cover sheet, attachments, and document: 3</p>	



07-31-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #3

A S S I G N M E N T


WHEREAS, GRACE SHAFIR, INC., a New Jersey corporation, located at 600 Sylvan Avenue, Englewood Cliffs, New Jersey, 07632, is the owner of the trademarks and registrations set forth in Schedule A annexed hereto.

AND WHEREAS, ACME UNITED CORPORATION, a Connecticut corporation, located at 75 Kings Highway Cutoff, Fairfield, Connecticut 06430, is desirous of acquiring said trademarks and registrations and the goodwill of the business associated therewith.


NOW, THEREFORE, in exchange for good and valuable consideration paid by ACME UNITED CORPORATION to GRACE SHAFIR, INC., the receipt of which is hereby acknowledged, the assignor GRACE SHAFIR, INC. hereby transfers and assigns to ACME UNITED CORPORATION, the trademarks and registrations set forth on Schedule A annexed hereto, together with the entire right, title and interest in and to the said aforementioned trademarks and registrations together with the goodwill of the business associated with said trademarks, and it hereby authorizes the Commissioner of Patents and Trademarks to records said trademarks and registrations as the property of ACME UNITED CORPORATION.

IN WITNESS WHEREOF, the Assignor has executed this instrument.

GRACE SHAFIR, INC.

By: 
Name : _____
Title: GRACE SHAFIR
President

Sworn to and subscribed before me
this 2nd day of December, 1994


Notary Public
My Commission Expires June 30, 1998.

MISC199104