

ASSIGNMENT OF AGREEMENT

THIS AGREEMENT, made this _____ day of _____, 199__, between _____, an Ohio Corporation, with its principal place of business at _____, (hereinafter "Assignor") and _____, an Ohio Corporation, with its principal place of business at _____ (hereinafter "Assignee"):

Recitals

WHEREAS, Assignor is a party to the agreement specifically described in the attached Exhibit A (the "Agreement"); and

WHEREAS, Assignor desires to assign the Agreement to Assignee, and Assignee desires to accept the assignment thereof:

Assignment

NOW, THEREFORE, in consideration of the sum of \$1.00 and other good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby assigns and transfers to the Assignee and its heirs, executors, administrators, and assigns all of its right, title, and interest in and to the Agreement hereinbefore described, and the Assignee hereby agrees to and does accept the assignment, and in addition expressly assumes and agrees to keep, perform, and fulfill all terms, covenants, conditions, and obligations required to be kept under the Agreement.

Binding on Successors

This Agreement shall be binding on and inure to the benefit of the parties hereto, their heirs, executors, administrators, successors in interest and assigns.

IN WITNESS WHEREOF, this Assignment was executed on the day and year first above written.

Signed and acknowledged ASSIGNOR

in the presence of:

_____ By: _____

ASSIGNEE

_____ By: _____
