

proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on Defendants Figgie International Inc. and Harry E. Figgie, Jr., and filing that notice with the Court;

(2) Defendants Figgie International Inc. and Harry E. Figgie, Jr., waive any objection to venue or jurisdiction for purposes of this Final Judgment and authorize Robert S. Schlossberg, Esq., of Morgan, Lewis & Bockius LLP, to accept service of all process in this matter on their behalf; and

(3) in the event Plaintiff withdraws its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall be of no effect whatever and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

Dated: December 13, 1996

FOR THE DEFENDANTS:

_____/s/_____
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FOR THE PLAINTIFF:

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