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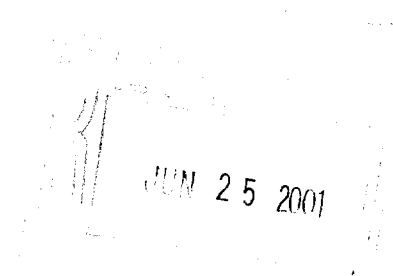
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June 20, 2001



Director - U.S. Patent and Trademark Office
Box Assignments
Washington, D.C. 20231

Re: Assignment from World Kitchen (GHC), Inc.
to WKI Holding Company, Inc.

Sir:

Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

World Kitchen (GHC), Inc.

2. Name and address of receiving party(ies):

WKI Holding Company, Inc.
One Pyrex Place
Big Flats, New York 14814

3. Nature of Conveyance: Assignment - Date of execution: June 1, 2001

4. This Assignment is being filed in respect to the following trademark registrations and applications:

REGISTRATIONS

	<u>Trademark</u>	<u>Registration No.</u>	<u>Issue Date</u>
A.	440A FINE	2,310,041	1/18/2000
B.	440A FINE CHICAGO CUTLERY	2,444,692	4/17/2001

06/29/2001 TDIAZI 00000077 2310041

01 FC:481 40.00 DP
02 FC:482 2600.00 DP

ATLANTA BOSTON CHICAGO HOUSTON LOS ANGELES NEW YORK SACRAMENTO SAN FRANCISCO WASHINGTON, D.C. BRUSSELS

Director - U.S. Patent and Trademark Office
June 20, 2001
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REGISTRATIONS

	<u>Trademark</u>	<u>Registration No.</u>	<u>Issue Date</u>
C.	ADVANCE	2,322,334	2/22/2000
D.	ALWAYS SHARP	1,859,302	10/18/1994
E.	AMERICAN CHEF	1,266,204	2/7/1984
F.	AMERICAN PRIDE	1,635,982	2/26/1991
G.	BEST MADE CUTTING TOOLS IN THE WORLD	2,136,367	2/10/1998
H.	BIOCURVE	1,329,268	4/9/1985
I.	BOUTIQUE	1,053,651	11/30/1976
J.	CENTURION	2,438,859	3/27/2001
K.	CHEF'S PROFESSIONAL	2,301,030	12/14/1999
L.	CHICAGO CUTLERY	1,220,606	12/21/1982
M.	CHICAGO CUTLERY & DESIGN	1,388,066	4/1/1986
N.	CHICAGO CUTLERY BASICS	2,246,570	5/18/1999
O.	CHICAGO CUTLERY ETC.	2,282,631	10/5/99
P.	CHICAGO CUTLERY INTERNATIONAL	2,109,375	10/28/1997
Q.	CLASSIC CHEF	1,849,790	8/16/1994

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REGISTRATIONS

	<u>Trademark</u>	<u>Registration No.</u>	<u>Issue Date</u>
R.	THE CLASSIC COLLECTION BY CHICAGO CUTLERY	2,231,081	3/9/1999
S.	DROP-SHEAR	2,352,441	5/23/2000
T.	EASY STEEL	1,739,490	12/15/1992
U.	EVERWOOD	2,298,806	12/7/1999
V.	GHC & DESIGN	1,134,571	5/6/1980
W.	GHC & DESIGN	1,738,030	12/8/1992
X.	GOOD GRIPS	1,687,010	5/12/1992
Y.	GOOD GRIPS	1,875,056	1/24/1995
Z.	GOOD GRIPS	1,995,319	8/20/1996
AA.	GOOD GRIPS	2,419,567	1/9/2001
BB.	GOOD GRIPS	2,408,657	11/28/2000
CC.	GRILL GATOR	2,300,585	12/14/1999
DD.	GRILLA GEAR	2,215,009	12/29/1998
EE.	GRILLA GEAR & DESIGN	2,220,826	1/26/1999
FF.	GRISWOLD & DESIGN	205,244	11/3/1925
GG.	HAND SAVER	2,196,627	10/13/1998
HH.	MAGNALITE	1,789,442	8/24/1993

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REGISTRATIONS

	<u>Trademark</u>	<u>Registration No.</u>	<u>Issue Date</u>
II.	MAGNALITE	341,566	12/15/1936
JJ.	MAGNALITE PROFESSIONAL	1,190,733	2/23/1982
KK.	MAGNASHARP	1,829,215	4/5/1994
LL.	MEMO MAGS	2,339,760	4/11/2000
MM.	METROPOLITAN	1,986,428	7/16/1996
NN.	MISCELLANEOUS DESIGN	2,259,118	7/6/1999
OO.	MISCELLANEOUS DESIGN	1,388,839	4/8/1986
PP.	MISCELLANEOUS DESIGN	2,266,102	8/3/1999
QQ.	MPS & DESIGN	1,734,888	11/24/1992
RR.	OXO	1,652,173	7/30/1991
SS.	OXO	1,876,359	1/31/1995
TT.	OXO	1,917,087	9/5/1995
UU.	OXO	2,235,105	3/23/1999
VV.	OXO	2,421,766	1/16/2001
WW.	OXO	2,410,647	12/5/2000
XX.	PERFECT CUT	2,169,048	6/30/1998
YY.	RID-JID	526,001	6/6/1950

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REGISTRATIONS

	<u>Trademark</u>	<u>Registration No.</u>	<u>Issue Date</u>
ZZ.	SENSABLES	2,393,177	10/10/2000
AAA.	SOFTWORKS	2,200,122	10/27/1998
BBB.	SOFTWORKS	2,286,040	10/12/1999
CCC.	SOFT WORKS	2,403,656	11/14/2000
DDD.	STEAK HOUSE	1,968,982	4/16/1996
EEE.	TAPER GRIND	1,835,180	5/10/1994
FFF.	TOUCHABLES	2,428,677	2/13/2001
GGG.	ULTRA MAX	2,089,668	8/19/1997
HHH.	WAGNER'S	1,875,297	1/24/1995
III.	THE WALNUT TRADITION	1,478,321	3/1/1988

APPLICATIONS

	<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
JJJ.	@HAND	75/546,528	8/28/1998
KKK.	JOE GRILLA	75/124,581	6/24/1996
LLL.	LEGACY FORGED	75/301,376	6/2/1997
MMM.	LEGACY FORGED BY CHICAGO CUTLERY	75/301,377	6/2/1997
NNN.	PRO-LOAD	75/929,916	2/25/2000

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

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June 20, 2001
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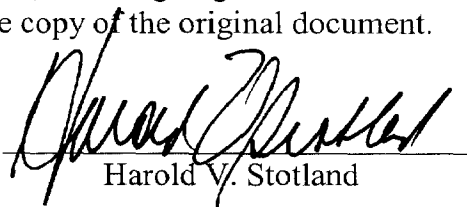
Harold V. Stotland
Seyfarth Shaw
42nd Floor
55 East Monroe Street
Chicago, Illinois 60603-5803

6. Total number of trademark registrations and applications involved: 66.
7. Total fee enclosed (37 CFR 1.21(h)): \$ 2,640.00
8. Please charge any additional fees or credit any overpayment to Deposit Account No. 19-1351.
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.

Date:

6/21/01


Harold V. Stotland

Total Number of Pages Including Cover Sheet, Attachments and Document: 11

#10248824

ASSIGNMENT

WHEREAS, World Kitchen (GHC), Inc., a Delaware corporation, having its principal place of business at One Pyrex Place, Big Flats, New York 14814, owns the entire right, title and interest in and to the following trademarks, the United States registrations thereof, the applications for United States registration thereof and the goodwill associated therewith:

REGISTRATIONS

<u>Trademark</u>	<u>Registration No.</u>	<u>Issue Date</u>
440A FINE	2,310,041	1/18/2000
440A FINE CHICAGO CUTLERY	2,444,692	4/17/2001
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ALWAYS SHARP	1,859,302	10/18/1994
AMERICAN CHEF	1,266,204	2/7/1984
AMERICAN PRIDE	1,635,982	2/26/1991
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BIOCURVE	1,329,268	4/9/1985
BOUTIQUE	1,053,651	11/30/1976
CENTURION	2,438,859	3/27/2001
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CHICAGO CUTLERY & DESIGN	1,388,066	4/1/1986
CHICAGO CUTLERY BASICS	2,246,570	5/18/1999
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CHICAGO CUTLERY INTERNATIONAL	2,109,375	10/28/1997
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THE CLASSIC COLLECTION BY CHICAGO CUTLERY	2,231,081	3/9/1999
DROP-SHEAR	2,352,441	5/23/2000
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OXO	2,421,766	1/16/2001
OXO	2,410,647	12/5/2000
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TOUCHABLES	2,428,677	2/13/2001
ULTRA MAX	2,089,668	8/19/1997
WAGNER'S	1,875,297	1/24/1995
THE WALNUT TRADITION	1,478,321	3/1/1988

APPLICATIONS

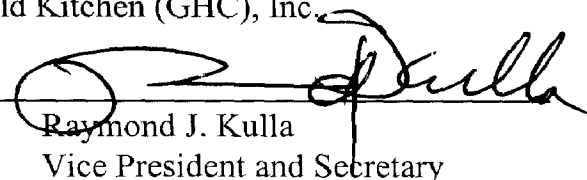
<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
@HAND	75/546,528	8/28/1998
JOE GRILLA	75/124,581	6/24/1996
LEGACY FORGED	75/301,376	6/2/1997
LEGACY FORGED BY CHICAGO CUTLERY	75/301,377	6/2/1997
PRO-LOAD	75/929,916	2/25/2000

WHEREAS, WKI Holding Company, Inc., a Delaware corporation, having its principal place of business at One Pyrex Place, Big Flats, New York 14814, desires to acquire the above-identified trademarks, registrations, applications and goodwill;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, World Kitchen (GHC), Inc. sells, assigns, transfers and sets over to WKI Holding Company, Inc., the entire right, title and interest in and to the above-identified trademarks, registrations, applications and goodwill.

World Kitchen (GHC), Inc.

By



Raymond J. Kulla
Vice President and Secretary

STATE OF NEW YORK)
) SS
COUNTY OF CHEMUNG)

I, a notary public, in and for said county and state aforesaid, do hereby certify that the above-named person who signed on behalf of World Kitchen (GHC), Inc. is personally known to

me, or proven to me on the basis of satisfactory evidence, to be the person whose name is described in the foregoing instrument, and that he appeared before me this day in person, and acknowledged that he signed, sealed and delivered said instrument as his free and voluntary act and deed for the use and purposes therein set forth, and acknowledged that he had full authority to act on behalf of World Kitchen (GHC), Inc.

Dated: June 1, 2001

Linda A Briggs
Notary Public

10233486

LINDA A. BRIGGS
NOTARY PUBLIC NO. 01BR4868686
STATE OF NEW YORK
QUALIFIED IN HEMLOCK COUNTY
COMMISSION EXPIRES AUGUST 18, 2002