

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Change of Name
Effective Date
Month Day Year _____
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name WKI HOLDING COMPANY, INC.

Execution Date
Month Day Year
06/12/2004

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name HELEN OF TROY LIMITED (Barbados)

DBA/AKA/TA _____

Composed of _____

Address (line 1) Whitepark House, White Park Road

Address (line 2) P.O. Box 836E

Address (line 3) Bridgetown Barbados _____
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other Limited Liability Company

Citizenship/State of Incorporation/Organization Barbados

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

CH \$216.00 082466 78364102

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="78/354,102"/>	<input type="text" value="78/352,331"/>	<input type="text" value="76/516,690"/>
<input type="text" value="78/253,924"/>	<input type="text" value="76/398,048"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,787,180"/>	<input type="text" value="2,815,318"/>	<input type="text" value="2,682,481"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Stewart L. Gitler

6-16-04

Name of Person Signing

Signature

Date Signed

**APPOINTMENT OF
DOMESTIC REPRESENTATIVE**

Registrant/applicant appoints Stewart L. Gitler, a member of the Bars of New York, the District of Columbia and Virginia, whose postal address is:

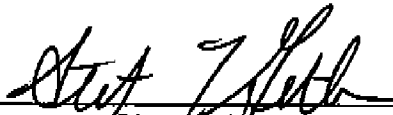
HOFFMAN, WASSON & GITLER, P.C.
2461 South Clark Street
Suite 522 - Crystal Center 2
Arlington, Virginia 22202

to be its domestic representative upon whom notice or process in proceedings affecting the below marks may be served.

<u>Application No./</u> <u>Registration No.</u>	<u>Mark</u>
78/354,102	DOWNPOUR
78/352,331	EVERYWAY SPRAY
2,787,180	GEL-E
76/516,690	GOOD GRIPS
78/253,924	LIQUISEAL
2,815,318	OXO
76/398,048	OXO
2,682,481	OXO STEEL

HELEN OF TROY LIMITED (Barbados)

6-16-04
Date


Name : Stewart L. GITLER
Title: Attorney for Applicant

UNITED STATESASSIGNMENT

WHEREAS, WKI Holding Company, Inc., a corporation organized under the laws of Delaware and having its principal offices at 11911 Freedom Drive, Reston, Virginia 20190-5629, has adopted, used, and is using and is the owner of the following trademark registrations and applications in the United States Patent and Trademark Office (the "Trademarks"):

<u>Trademark</u>	<u>Registration/ Application No.</u>	<u>Registration/ Filing Date</u>
DOWNPOUR	78/354,102	January 20, 2004
EVERYWAY SPRAY	78/352,331	January 15, 2004
GEL-E	2,787,180	November 25, 2003
GOOD GRIPS	76/516,690	May 23, 2003
LIQUISEAL	78/253,924	May 23, 2003
OXO	2,815,318	February 17, 2004
OXO	76/398,048	April 19, 2002
OXO STEEL	2,682,481	February 4, 2003

WHEREAS, HELEN OF TROY LIMITED (Barbados), a Barbados limited liability company, presently doing business at Whitepark House, White Park Road, P.O. Box 836E, Bridgetown, Barbados, is desirous of acquiring WKI Holding Company, Inc.'s right, title and interest in said Trademarks,

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, WKI Holding Company, Inc. hereby assigns all of its right, title and interest in the United States and world-wide in and to said Trademarks, together with the goodwill of the business symbolized by said Trademarks.

The undersigned makes no representations or warranties relating to said Trademarks except those as set forth in the Acquisition Agreement by and among World Kitchen (GHC), LLC, WKI Holding Company, Inc., World Kitchen, Inc., Helen of Troy Limited (Barbados) and Helen of Troy Limited (Bermuda), dated April 29, 2004 (the "Acquisition Agreement").

WKI Holding Company, Inc.



Name : Raymond Kulla
Title: VP, General Counsel

June 1, 2004
Date

Subscribed and sworn to before me this 27 day of May, 2004.



Notary Public

Sarah-Ashlee Choe
Fairfax VA

My commission expires 5/31/2007.