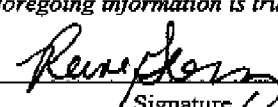


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|---|---|---|
| Form PTO-1594<br>(Rev. 03/01)<br>OMB No. 0651-0027 (exp. 5/31/2002)<br>Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼ | <b>RECORDATION FORM COVER SHEET</b><br><b>TRADEMARKS ONLY</b> | U.S. DEPARTMENT OF COMMERCE<br>U.S. Patent and Trademark Office |
|---|---|---|

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

|  |   |
|--|---|
| <b>1. Name of conveying party(ies):</b><br><u>Newell Holdings Delaware, Inc.</u><br><br><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association<br><input checked="" type="checkbox"/> Corporation <u>Delaware</u><br><input type="checkbox"/> Other<br>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes<br><input checked="" type="checkbox"/> No  | <b>2. Name and address of receiving party(ies)</b><br>Name: <u>Mirro Operating Company LLC</u><br>Internal<br>Address: <u>5115 Parkcenter Avenue, Suite 150</u><br>Street Address:<br>City: <u>Dublin</u> State: <u>OH</u> Zip: <u>43017</u><br><input type="checkbox"/> Individual(s) citizenship _____<br><input type="checkbox"/> Association _____<br><input type="checkbox"/> General Partnership _____<br><br><input type="checkbox"/> Limited Partnership<br><input type="checkbox"/> Corporation -<br><input checked="" type="checkbox"/> Other: <u>a Delaware limited liability company</u><br><br>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No<br>(Designations must be a separate document from assignment)<br>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>3. Nature of conveyance:</b><br><input type="checkbox"/> Assignment <input type="checkbox"/> Merger<br><input type="checkbox"/> Security Agreement<br><input type="checkbox"/> Change of Name<br><input checked="" type="checkbox"/> Other - <u>corrective Assignment to correct conveying party, receiving party and execution date for assignment previously recorded at reel/frame 2849/0083</u><br>Execution Date: <u>April 9, 2004</u> | <b>4. Application number(s) or registration number(s):</b><br>A. Trademark Application No.(s)<br><u>See attached schedules</u><br><br>B. Trademark Registration No.(s)<br><u>See attached schedules</u><br><br>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No  |
| <b>5. Name and address of party to whom correspondence concerning document should be mailed:</b><br><br>Name: <u>Reine H. Glanz, Esq.</u><br>Internal Address: <u>Schulte Roth &amp; Zabel LLP</u><br><br><br>Street Address: <u>919 Third Avenue</u><br><br><br>City: <u>New York</u> State: <u>N.Y.</u> Zip: <u>10022</u>  | <b>6. Total number of applications and registrations involved:</b> ..... <u>38</u><br><br><b>7. Total fee (37 CFR 3.41)</b> ..... \$ <u>965.00</u><br><input type="checkbox"/> Enclosed<br><input checked="" type="checkbox"/> Authorized to be charged to deposit account<br><br><b>8. Deposit account number:</b><br><u>500675 - Schulte Roth &amp; Zabel LLP</u><br>(Attach duplicate copy of this page if paying by deposit account)  |

**DO NOT USE THIS SPACE**

|  |  |
|--|--|
| <b>9. Statement and signature.</b><br><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><br><br><u>Reine H. Glanz, Esq.</u><br>Name of Person Signing | <br>Signature<br><br><u>July 29, 2004</u><br>Date |
| Total number of pages including cover sheet, attachments, and document: <u>19</u>  |  |

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

CH \$965.00 500675 1659807

## Newell Holdings Trademark Assignment

**SCHEDULE A**

( 3 Pages )

**Federal Marks**

| TRADEMARK                                | COUNTRY       | KEPL      | 1659807 | REGISTERED | APP. DATE   | REG. DATE   |
|--|---------------|-----------|---------|------------|-------------|-------------|
| AIRBAKE                                  | United States | 74/098881 | 1659807 | Registered | 18-Sep-1990 | 08-Oct-1991 |
| AMERICA'S MOST<br>COOKED IN<br>COOKWARE+ | United States | 73/266896 | 1243985 | Registered | 19-Jun-1980 | 28-Jun-1983 |
| BRILLIANCE                               | United States | 74/378815 | 1819956 | Registered | 12-Apr-1993 | 08-Feb-1994 |
| BUSY LIZ                                 | United States | 73/373375 | 1259457 | Registered | 06-Jul-1982 | 29-Nov-1983 |
| CHEF'S TOUCH                             | United States | 73/276918 | 1182182 | Registered | 08-Sep-1980 | 15-Dec-1981 |
| COMET                                    | United States | 73/379573 | 1257617 | Registered | 12-Aug-1982 | 15-Nov-1983 |
| COMET & DESIGN                           | United States | 73/103861 | 1067727 | Registered | 20-Oct-1976 | 14-Jun-1977 |
| COMET ALUMINUM<br>& DESIGN               | United States | 71/244909 | 229399  | Registered | 26-Feb-1927 | 28-Jun-1927 |
| CROWNBURST                               | United States | 73/373331 | 1255352 | Registered | 06-Jul-1982 | 25-Oct-1983 |
| CUSHIONAIRE                              | United States | 73/656310 | 1464604 | Registered | 20-Apr-1987 | 10-Nov-1987 |
| EARTHGROWN                               | United States | 73/387899 | 1274863 | Registered | 23-Sep-1983 | 24-Apr-1984 |
| ENGLEWOOD                                | United States | 73/698411 | 1496811 | Registered | 01-Dec-1987 | 19-Jul-1988 |
| FOOD MILL                                | United States | 71/532581 | 532648  | Registered | 27-Aug-1947 | 31-Oct-1950 |
| GREAT COOKS                              | United States | 73/650780 | 1470465 | Registered | 24-Mar-1987 | 29-Dec-1987 |
| GREAT COOKS &<br>DESIGN                  | United States | 73/814980 | 1617675 | Registered | 26-Jul-1989 | 16-Oct-1990 |
| GREAT COOKS II &<br>DESIGN               | United States | 74/098091 | 1661765 | Registered | 18-Sep-1990 | 22-Oct-1991 |
| INSIGHT                                  | United States | 73/626698 | 1445219 | Registered | 24-Oct-1986 | 30-Jun-1987 |
| MASTERBILT                               | United States | 72/071027 | 693391  | Registered | 07-Apr-1959 | 23-Feb-1960 |
| MIRRO                                    | United States | 72/040111 | 665622  | Registered | 05-Nov-1957 | 12-Aug-1958 |
| MIRRO & DESIGN                           | United States | 73/212459 | 1145042 | Registered | 20-Apr-1979 | 30-Dec-1980 |
| MIRRO & DESIGN                           | United States | 73/244822 | 1193883 | Registered | 02-Jan-1980 | 20-Apr-1982 |
| MIRRO CRAFT                              | United States | 72/057085 | 679513  | Registered | 12-Aug-1958 | 02-Jun-1959 |
| NO MORE BURNT<br>COOKIES                 | United States | 73/816431 | 1596494 | Registered | 31-Jul-1989 | 15-May-1990 |
| NO MORE BURNT<br>MUFFINS                 | United States | 73/828905 | 1594280 | Registered | 02-Oct-1989 | 01-May-1990 |
| NO MORE SOGGY<br>CRUST!                  | United States | 73/817934 | 1621265 | Registered | 08-Aug-1989 | 06-Nov-1990 |
| PREMIUM PLUS                             | United States | 73/619038 | 1436472 | Registered | 08-Sep-1986 | 14-Apr-1987 |
| PRO-WEAR BY<br>WEAR-EVER                 | United States | 74/387062 | 1970293 | Registered | 04-May-1993 | 23-Apr-1996 |
| REMA                                     | United States | 74/029839 | 1619955 | Registered | 14-Feb-1990 | 30-Oct-1990 |
| REMA & DESIGN                            | United States | 74/029446 | 1638445 | Registered | 14-Feb-1990 | 19-Mar-1991 |
| RESHAPING THE<br>WAY YOU COOK            | United States | 76/089156 | 2786871 | Registered | 14-Jul-2000 | 25-Nov-2003 |
| ROYAL CHEF                               | United States |           | 1958458 | Registered | 23-Aug-1994 | 27-Feb-1996 |
| SPEED COOKER                             | United States | 74/327641 | 1781480 | Registered | 29-Oct-1992 | 13-Jul-1993 |
| TECHNILON                                | United States | 74/310432 | 1881475 | Registered | 01-Sep-1992 | 28-Feb-1995 |
| THE GREAT COOKS<br>COLLECTION (+)        | United States | 73/251031 | 1177308 | Registered | 21-Feb-1980 | 10-Nov-1981 |
| WEAR-EVER                                | United States | 71/000860 | 45726   | Registered | 08-Apr-1905 | 29-Aug-1905 |
| WEAREVER &<br>DESIGN                     | United States | 74/043557 | 1642839 | Registered | 28-Mar-1990 | 30-Apr-1991 |

## Newell Holdings Trademark Assignment

| TRADEMARK                   | COUNTRY       | APPL. NUM. | REG. NUM. | STATUS     | APPL. DATE  | REG. DATE   |
|-----------------------------|---------------|------------|-----------|------------|-------------|-------------|
| WEAR-EVER SELECT (STYLIZED) | United States | 72/191729  | 798012    | Registered | 21-Apr-1964 | 26-Oct-1965 |
| WORTHMORE                   | United States | 71/577853  | 525530    | Registered | 28-Apr-1949 | 23-May-1950 |

## Foreign Marks

| TRADEMARK      | COUNTRY             | APPL. NUM.   | REG. NUM.    | STATUS     | APPL. DATE  | REG. DATE   |
|----------------|---------------------|--------------|--------------|------------|-------------|-------------|
| WEAR-EVER      | Antigua and Barbuda | 1502         | 1502         | Registered | 16-Jan-1984 | 16-Jan-1984 |
| WEAR-EVER      | Argentina           | 1620624      | 1722905      | Registered | 19-Oct-1987 | 09-Dec-1988 |
| WEAREVER       | Australia           | 650440       | 650440       | Registered | 11-Jan-1995 | 11-Jan-1995 |
| WEAR-EVER      | Austria             | 89453        | 89453        | Registered | 23-Oct-1978 | 23-Oct-1978 |
| WEAR-EVER      | Benelux             | 62741        | 62741        | Registered | 24-Sep-1988 | 24-Sep-1988 |
| WEAR-EVER      | Brazil              | 6021379      | 6021379      | Registered | 16-Dec-1966 | 25-Dec-1974 |
| WEAR-EVER      | Chile               | 400142       | 504854       | Registered | 19-Feb-1998 | 19-Feb-1998 |
| WEAR-EVER      | China               | 501744       | 501744       | Registered | 20-Oct-1989 | 20-Oct-1989 |
| WEAR-EVER      | Colombia            | 132388       | 132388       | Registered | 15-Nov-1995 | 15-Nov-1995 |
| WEAR-EVER      | Colombia            | 65541        | 65541        | Registered | 08-Sep-1967 | 08-Sep-1967 |
| MIRRO          | Costa Rica          | 52112        | 52112        | Registered | 26-Apr-1977 | 26-Apr-1977 |
| MIRRO & DESIGN | Costa Rica          | 52639        | 59477/1764   | Registered | 04-Feb-1981 | 13-Oct-1981 |
| WEAR-EVER      | Costa Rica          | 9958/18743   | 9958/18743   | Registered | 31-Mar-1987 | 31-Mar-1987 |
| WEAREVER       | Cuba                | 109257       | 109257       | Registered | 01-Oct-1983 | 01-Oct-1983 |
| MIRRO & DESIGN | Dominican Republic  | 31680        | 31680        | Registered | 07-Nov-1980 | 13-Feb-1981 |
| WEAR-EVER      | Dominican Republic  | 17420        | 17420        | Registered | 02-Apr-1969 | 02-Apr-1969 |
| WEAR-EVER      | Ecuador             | 871/67       | 871/67       | Registered | 21-Dec-1991 | 21-Dec-1991 |
| WEAR-EVER      | El Salvador         | 15316        | 15316        | Registered | 13-Sep-1967 | 13-Sep-1967 |
| WEAR-EVER      | France              | 1412097      | 1412097      | Registered | 12-Apr-1977 | 12-Apr-1977 |
| WEAR-EVER      | France              | 1475794      | 1475794      | Registered | 08-Jul-1988 | 08-Jul-1988 |
| WEAR-EVER      | Germany             | W28829/21W Z | 1021357      | Registered | 16-Aug-1978 | 07-Aug-1981 |
| WEAR-EVER      | Greece              | 41459        | 41459        | Registered | 04-Mar-1979 | 04-Mar-1979 |
| WEAR-EVER      | Guam                | 176          | 176          | Registered | 29-Aug-1965 | 29-Aug-1965 |
| MIRRO          | Guatemala           | 36850        | 36850        | Registered | 11-Nov-1976 | 02-May-1979 |
| WEAR-EVER      | Guatemala           | 19156        | 19156/338/53 | Registered | 05-Jan-1968 | 05-Jan-1968 |
| WEAR-EVER      | Guyana              | 2352A        | 2352A        | Registered | 26-Mar-1988 | 26-Mar-1988 |
| WEAR-EVER      | Honduras            | 16410        | 16410        | Registered | 23-Jan-1990 | 23-Jan-1990 |
| WEAR-EVER      | Indonesia           | 213411       | 386085       | Registered | 15-Jan-1987 | 15-Jan-1987 |
| WEAR-EVER      | Israel              | 29865        | 29865        | Registered | 24-Feb-1976 | 24-Feb-1976 |
| WEAR-EVER      | Italy               | 549041       | 549041       | Registered | 10-Jan-1988 | 10-Jan-1988 |
| MIRRO          | Jamaica             | 18466        | 18466        | Registered | 18-Jan-1977 | 18-Jan-1977 |
| CUSHIONAIRE    | Japan               | 38877/1989   | 2435096      | Registered | 05-Apr-1989 | 31-Jul-1992 |
| WEAR-EVER      | Japan               | 956379       | 956379       | Registered | 28-Mar-1992 | 28-Mar-1992 |
| WEAR-EVER      | Korea, Republic of  | 17317        | 17317        | Registered | 17-Apr-1989 | 17-Apr-1999 |
| WEAR-EVER      | Lebanon             | 8241         | 79178        | Registered | 19-Mar-1999 | 19-Mar-1999 |
| AIRBAKE        | Mexico              | 175857       | 446491       | Registered | 19-Aug-1993 | 15-Nov-1993 |
| BRILLIANCE     | Mexico              | 176528       | 445454       | Registered | 26-Aug-1993 | 29-Oct-1993 |
| CHEF'S TOUCH   | Mexico              | 175859       | 446493       | Registered | 19-Aug-1993 | 15-Nov-1993 |
| CONCENTRIC AIR | Mexico              | 142030       | 422206       | Registered | 12-Jun-1992 | 17-Sep-1992 |
| CUSHIONAIRE    | Mexico              | 175858       | 446492       | Registered | 19-Aug-1993 | 15-Nov-1993 |
| FAST PACK      | Mexico              | 177048       | 504565       | Registered | 01-Sep-1993 | 22-Sep-1993 |

## Newell Holdings Trademark Assignment

| TRADEMARK                       | COUNTRY                      | APPL. NO. | REG. NO. | STATUS     | APPL. DATE  | REG. DATE   |
|---------------------------------|------------------------------|-----------|----------|------------|-------------|-------------|
| GREAT COOKS                     | Mexico                       | 175856    | 446490   | Registered | 19-Aug-1993 | 15-Nov-1993 |
| HEIRLOOM                        | Mexico                       | 176529    | 567821   | Registered | 26-Aug-1993 | 07-Jan-1998 |
| LIMITED EDITION<br>BY WEAREVER  | Mexico                       | 211286    | 481853   | Registered | 07-Sep-1994 | 07-Dec-1994 |
| MIRRO                           | Mexico                       | 175854    | 446488   | Registered | 19-Aug-1993 | 15-Nov-1993 |
| PIZZA<br>PANDEMONIUM            | Mexico                       | 186827    | 456367   | Registered | 17-Dec-1993 | 07-Apr-1994 |
| REMA                            | Mexico                       | 175855    | 446489   | Registered | 19-Aug-1993 | 15-Nov-1993 |
| ROYAL CHEF                      | Mexico                       | 225421    | 489586   | Registered | 23-Feb-1995 | 26-Apr-1995 |
| SPEED COOKER                    | Mexico                       | 166494    | 454113   | Registered | 29-Apr-1993 | 11-Mar-1994 |
| TECHNI-BASE                     | Mexico                       | 175744    | 445451   | Registered | 18-Aug-1993 | 29-Oct-1993 |
| WEAR-EVER &<br>DESIGN (PIE & +) | New Zealand                  | 11431     | 11431    | Registered | 16-Aug-1983 | 16-Aug-1983 |
| MIRRO & DESIGN                  | Panama                       | 15392     | 28126    | Registered | 02-Mar-1982 | 02-Mar-1982 |
| WEAREVER                        | Panama                       | 14806     | 14806    | Registered | 19-Aug-1991 | 19-Aug-1991 |
| MIRRO                           | Peru                         | 270961    | 18383    | Registered | 06-Jun-1995 | 15-Aug-1995 |
| MIRRO                           | Philippines                  | R3285     | R-2277   | Registered | 30-Mar-1979 | 30-Jul-1959 |
| MIRRO & DESIGN                  | Philippines                  | 43469     | 34172    | Registered | 16-Dec-1980 | 20-Mar-1985 |
| WEAR-EVER                       | Philippines                  | 685       | 685      | Registered | 18-Jun-1988 | 18-Jun-1988 |
| WEAREVER                        | Portugal                     | 154330    | 154330   | Registered | 31-Mar-1969 | 08-Jul-1970 |
| WEAR-EVER                       | Saudi Arabia                 | 130/24    | 130/24   | Registered | 18-Apr-1994 | 18-Apr-1994 |
| MIRRO & DESIGN                  | South Africa                 | 80/7594   | 80/7594  | Registered | 17-Nov-1980 | 17-Nov-1980 |
| WEAR-EVER                       | South Africa                 | 558/38    | 558/38   | Registered | 20-Apr-1996 | 20-Apr-1996 |
| WEAR-EVER                       | Spain                        | 520710    | 520710   | Registered | 11-Feb-1989 | 11-Feb-1989 |
| WEAR-EVER &<br>DESIGN           | Sweden                       | 21703     | 21703    | Registered | 10-Jun-1979 | 10-Jun-1979 |
| WEAR-EVER                       | Taiwan                       | 28412     | 28412    | Registered | 01-Nov-1987 | 01-Nov-1987 |
| AIRBAKE                         | United Kingdom               | 1513041   | 1513041  | Registered | 18-Sep-1992 | 18-Sep-1992 |
| CONCENTRIC-AIR                  | United Kingdom               | 1503609   | 1503609  | Registered | 12-Dec-1991 | 12-Dec-1991 |
| CUSHIONAIRE                     | United Kingdom               | 1504990   | 1504990  | Registered | 30-Jun-1992 | 30-Jun-1992 |
| MIRRO & DESIGN                  | United Kingdom               | 1425008   | 1425008  | Registered | 11-May-1990 | 11-May-1990 |
| WEAR-EVER &<br>DESIGN           | United Kingdom               | 356495    | 356495   | Registered | 19-Nov-1930 | 19-Nov-1930 |
| WEAREVER                        | Uruguay                      | 154286    | 230573   | Registered | 23-Aug-1980 | 31-Jan-1990 |
| WEAR-EVER                       | Venezuela                    | 16392     | 16392    | Registered | 10-Dec-1975 | 10-Dec-1975 |
| MIRRO                           | Viet Nam                     | 14916     | 12341    | Registered | 07-Aug-1993 | 27-Jun-1994 |
| WEAREVER                        | Viet Nam                     | 14917     | 12342    | Registered | 07-Aug-1993 | 27-Jun-1994 |
| WEAREVER                        | Virgin Islands<br>(American) | 5557      | 5557     | Registered | 29-Aug-1985 | 29-Aug-1985 |
| WEAR-EVER                       | Virgin Islands<br>(British)  | 1276      | 1276     | Registered | 20-Jan-1970 | 20-Jan-1970 |

CIN 4126685.3

*Newell Holdings Trademark Assignment*

### **TRADEMARK ASSIGNMENT**

WHEREAS, **NEWELL RUBBERMAID, INC.**, a Delaware corporation ("**Seller**"), and **GLOBAL HOME PRODUCTS LLC**, a Delaware limited liability company ("**Purchaser**") have entered into a Stock and Asset Purchase Agreement dated as of March 12, 2004 (the "**Agreement**"); and

WHEREAS, under the Agreement, Seller agreed to sell its Glass, Frame and Cookware Businesses (as such terms are defined in the Agreement) to Purchaser; and

WHEREAS, in conducting the Cookware Business, Seller's subsidiary **NEWELL HOLDINGS DELAWARE, INC.**, a Delaware corporation ("**Assignor**"), has acquired an interest in certain Purchased Cookware Business Assets (as defined in the Agreement) that are to be transferred to Purchaser's subsidiary **MIRRO OPERATING COMPANY LLC**, Delaware limited liability company ("**Assignee**"); and

WHEREAS, Assignor is the owner of all right, title and interest in and to the United States federal trademark and service mark registrations and applications therefor listed in Schedule A hereto that comprise part of the Purchased Cookware Business Assets (collectively, the "Federal Marks"); and

WHEREAS, Assignor is the owner of all right, title and interest in and to the foreign trademark and service mark registrations and applications therefor listed in Schedule A hereto that comprise part of the Purchased Cookware Business Assets (collectively, the "Foreign Marks"); and

WHEREAS, Assignor is the owner of various right, title and interest in and to various copyrights, trade dress, know-how, common law trademarks, service marks and tradenames, and other similar proprietary rights currently related exclusively to the Cookware Business outside of Canada and Puerto Rico, including complete and in-process finished-product drawings, tooling drawings, product manufacturing drawings and instructions for manufacturing, analysis and notes related to the design of cookware products, and similar works used in the analysis, design and manufacture of cookware products, all of the foregoing to the extent currently used exclusively in the Cookware Business outside of Canada and Puerto Rico (collectively, the "Common Law Assets"); and

WHEREAS, Assignee is desirous of acquiring all of Assignor's right, title and interest in and to all Federal Marks, Foreign Marks and the Common Law Assets (together, the "Assets"), and Seller has promised, in the Agreement, to cause the same to be assigned; and

NOW, THEREFORE, for the consideration set forth in the Agreement, and other valuable and legally sufficient consideration acknowledged by the Assignor to have been received in full:

1. The Assignor does hereby sell, convey, assign and transfer to the Assignee its entire right, title and interest in, to and under all Assets, together with the goodwill of the business symbolized by such Assets, together with all rights and privileges granted and secured thereby, including the full right to sue for past, present or future infringement of such Assets, these rights to be held and enjoyed by the Assignee as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made.

2. The Assignor hereby covenants and agrees that it will execute and deliver, or cause to be executed and delivered, all documents and instruments reasonably required to effect this Assignment, and will take, or cause to be taken, at Assignee's expense, all such further or other actions, as Purchaser or Assignee may reasonably deem

*Newell Holdings Trademark Assignment*

necessary or desirable to enable the Assignee to enjoy, to the fullest extent, the right, title and interest herein conveyed.

3. The terms and covenants of this Assignment shall inure to the benefit of the Assignee, its successors and assigns and other legal representatives, and shall be binding upon the Assignor, its respective heirs, legal representatives and assigns.

4. The Assignor hereby warrants and represents that it has not entered and will not enter into any assignment, contract, or understanding in conflict herewith.

5. The Assignor hereby requests that the appropriate patent, trademark or other government offices record this Assignment and issue a new certificate of registration in the Assignee's name.

IN TESTIMONY WHEREOF, the parties have executed this Assignment this \_\_\_\_ day of April, 2004.

**ASSIGNOR:**

**NEWELL HOLDINGS DELAWARE, INC.**

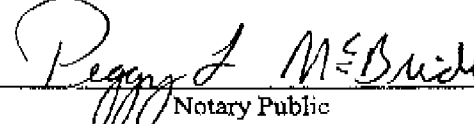
By:   
Name: Stuart I. Graff  
Title: Assistant Secretary

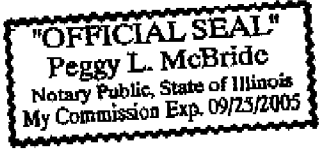
**CERTIFICATE OF ACKNOWLEDGEMENT**

STATE OF Illinois )  
 ) SS  
COUNTY OF Cook )

On this 9th day of April, 2004, Stuart I. Graff, being personally known to me, appeared before me, a Notary Public in and for the County and State aforesaid, and being first duly sworn, said and acknowledged that, as such officer, he signed and delivered the foregoing instrument as the free and voluntary act of said corporation, all pursuant to authority given by the Board of Directors of said corporation.

**SUBSCRIBED and SWORN TO**  
before me this 9th day of April, 2004

  
Notary Public



*Newell Holdings Trademark Assignment*

**ASSIGNEE:**

**MDRRO OPERATING COMPANY LLC**

By:   
Name: Jeff Zappone  
Title: Treasurer and Chief Financial Officer

**CERTIFICATE OF ACKNOWLEDGEMENT**

STATE OF New York )  
COUNTY OF New York ) SS

On this 9<sup>th</sup> day of April, 2004, Jeff Zappone, being personally known to me, appeared before me, a Notary Public in and for the County and State aforesaid, and being first duly sworn, said and acknowledged that, as such officer, he/she signed and delivered the foregoing instrument as the free and voluntary act of said corporation, all pursuant to authority given by the Board of Directors of said corporation.

**SUBSCRIBED and SWORN TO**

before me this 9<sup>th</sup> day of April, 2004

  
Notary Public

SANDEEP SHARMA  
Notary Public, State of New York  
No. 02SH6039224  
Qualified in New York County  
Commission Expires 03/27/06

Newell Holdings Trademark Assignment

**SCHEDULE A**  
( 3 Pages )

**Federal Marks**

| TRADEMARK                          | COUNTRY       | APPL. NO. | REG. NO. | STATUS     | APPL. DATE  | REG. DATE   |
|------------------------------------|---------------|-----------|----------|------------|-------------|-------------|
| AIRBAKE                            | United States | 74/098881 | 1659807  | Registered | 18-Sep-1990 | 08-Oct-1991 |
| AMERICA'S MOST COOKED IN COOKWARE+ | United States | 73/266896 | 1243985  | Registered | 19-Jun-1980 | 28-Jun-1983 |
| BRILLIANCE                         | United States | 74/378815 | 1819956  | Registered | 12-Apr-1993 | 08-Feb-1994 |
| BUSY LIZ                           | United States | 73/373375 | 1259457  | Registered | 06-Jul-1982 | 29-Nov-1983 |
| CHEF'S TOUCH                       | United States | 73/276918 | 1182182  | Registered | 08-Sep-1980 | 15-Dec-1981 |
| COMET                              | United States | 73/379573 | 1257617  | Registered | 12-Aug-1982 | 15-Nov-1983 |
| COMET & DESIGN                     | United States | 73/103861 | 1067727  | Registered | 20-Oct-1976 | 14-Jun-1977 |
| COMET ALUMINUM & DESIGN            | United States | 71/244909 | 229399   | Registered | 26-Feb-1927 | 28-Jun-1927 |
| CROWNBURST                         | United States | 73/373331 | 1255352  | Registered | 06-Jul-1982 | 25-Oct-1983 |
| CUSHIONAIRE                        | United States | 73/656310 | 1464604  | Registered | 20-Apr-1987 | 10-Nov-1987 |
| EARTHGROWN                         | United States | 73/387899 | 1274863  | Registered | 23-Sep-1983 | 24-Apr-1984 |
| ENGLEWOOD                          | United States | 73/698411 | 1496811  | Registered | 01-Dec-1987 | 19-Jul-1988 |
| FOOD MILL                          | United States | 71/532581 | 532648   | Registered | 27-Aug-1947 | 31-Oct-1950 |
| GREAT COOKS                        | United States | 73/650780 | 1470465  | Registered | 24-Mar-1987 | 29-Dec-1987 |
| GREAT COOKS & DESIGN               | United States | 73/814980 | 1617675  | Registered | 26-Jul-1989 | 16-Oct-1990 |
| GREAT COOKS II & DESIGN            | United States | 74/098091 | 1661765  | Registered | 18-Sep-1990 | 22-Oct-1991 |
| INSIGHT                            | United States | 73/626698 | 1445219  | Registered | 24-Oct-1986 | 30-Jun-1987 |
| MASTERBILT                         | United States | 72/071027 | 693391   | Registered | 07-Apr-1959 | 23-Feb-1960 |
| MIRRO                              | United States | 72/040111 | 665622   | Registered | 05-Nov-1957 | 12-Aug-1958 |
| MIRRO & DESIGN                     | United States | 73/212459 | 1145042  | Registered | 20-Apr-1979 | 30-Dec-1980 |
| MIRRO & DESIGN                     | United States | 73/244822 | 1193883  | Registered | 02-Jan-1980 | 20-Apr-1982 |
| MIRRO CRAFT                        | United States | 72/057085 | 679513   | Registered | 12-Aug-1958 | 02-Jun-1959 |
| NO MORE BURNT COOKIES              | United States | 73/816431 | 1596494  | Registered | 31-Jul-1989 | 15-May-1990 |
| NO MORE BURNT MUFFINS              | United States | 73/828905 | 1594280  | Registered | 02-Oct-1989 | 01-May-1990 |
| NO MORE SOGGY CRUST!               | United States | 73/817934 | 1621265  | Registered | 08-Aug-1989 | 06-Nov-1990 |
| PREMIUM PLUS                       | United States | 73/619038 | 1436472  | Registered | 08-Sep-1986 | 14-Apr-1987 |
| PRO-WEAR BY WEAR-EVER              | United States | 74/387062 | 1970293  | Registered | 04-May-1993 | 23-Apr-1996 |
| REMA                               | United States | 74/029839 | 1619955  | Registered | 14-Feb-1990 | 30-Oct-1990 |
| REMA & DESIGN                      | United States | 74/029446 | 1638445  | Registered | 14-Feb-1990 | 19-Mar-1991 |
| RESHAPING THE WAY YOU COOK         | United States | 76/089156 | 2786871  | Registered | 14-Jul-2000 | 25-Nov-2003 |
| ROYAL CHEF                         | United States |           | 1958458  | Registered | 23-Aug-1994 | 27-Feb-1996 |
| SPEED COOKER                       | United States | 74/327641 | 1781480  | Registered | 29-Oct-1992 | 13-Jul-1993 |
| TECHNILON                          | United States | 74/310432 | 1881475  | Registered | 01-Sep-1992 | 28-Feb-1995 |
| THE GREAT COOKS COLLECTION (I)     | United States | 73/251031 | 1177308  | Registered | 21-Feb-1980 | 10-Nov-1981 |
| WEAR-EVER                          | United States | 71/000860 | 45726    | Registered | 08-Apr-1905 | 29-Aug-1905 |
| WEAREVER & DESIGN                  | United States | 74/043557 | 1642839  | Registered | 28-Mar-1990 | 30-Apr-1991 |



*Newell Holdings Trademark Assignment*

| TRADEMARK                   | COUNTRY       | APPL. NO. | REG. NO. | STATUS     | APPL. DATE  | REG. DATE   |
|-----------------------------|---------------|-----------|----------|------------|-------------|-------------|
| WEAR-EVER SELECT (STYLIZED) | United States | 72/191729 | 798012   | Registered | 21-Apr-1964 | 26-Oct-1965 |
| WORTHMORE                   | United States | 71/577853 | 525530   | Registered | 28-Apr-1949 | 23-May-1950 |


**Foreign Marks**

| TRADEMARK      | COUNTRY             | APPL. NO.    | REG. NO.     | STATUS     | APPL. DATE  | REG. DATE   |
|----------------|---------------------|--------------|--------------|------------|-------------|-------------|
| WEAR-EVER      | Antigua and Barbuda | 1502         | 1502         | Registered | 16-Jan-1984 | 16-Jan-1984 |
| WEAR-EVER      | Argentina           | 1620624      | 1722905      | Registered | 19-Oct-1987 | 09-Dec-1988 |
| WEAREVER       | Australia           | 650440       | 650440       | Registered | 11-Jan-1995 | 11-Jan-1995 |
| WEAR-EVER      | Austria             | 89453        | 89453        | Registered | 23-Oct-1978 | 23-Oct-1978 |
| WEAR-EVER      | Benelux             | 62741        | 62741        | Registered | 24-Sep-1988 | 24-Sep-1988 |
| WEAR-EVER      | Brazil              | 6021379      | 6021379      | Registered | 16-Dec-1966 | 25-Dec-1974 |
| WEAR-EVER      | Chile               | 400142       | 504854       | Registered | 19-Feb-1998 | 19-Feb-1998 |
| WEAR-EVER      | China               | 501744       | 501744       | Registered | 20-Oct-1989 | 20-Oct-1989 |
| WEAR-EVER      | Colombia            | 132388       | 132388       | Registered | 15-Nov-1995 | 15-Nov-1995 |
| WEAR-EVER      | Colombia            | 65541        | 65541        | Registered | 08-Sep-1967 | 08-Sep-1967 |
| MIRRO          | Costa Rica          | 52112        | 52112        | Registered | 26-Apr-1977 | 26-Apr-1977 |
| MIRRO & DESIGN | Costa Rica          | 52639        | 59477/1764   | Registered | 04-Feb-1981 | 13-Oct-1981 |
| WEAR-EVER      | Costa Rica          | 9958/18743   | 9958/18743   | Registered | 31-Mar-1987 | 31-Mar-1987 |
| WEAREVER       | Cuba                | 109257       | 109257       | Registered | 01-Oct-1983 | 01-Oct-1983 |
| MIRRO & DESIGN | Dominican Republic  | 31680        | 31680        | Registered | 07-Nov-1980 | 13-Feb-1981 |
| WEAR-EVER      | Dominican Republic  | 17420        | 17420        | Registered | 02-Apr-1969 | 02-Apr-1969 |
| WEAR-EVER      | Ecuador             | 871/67       | 871/67       | Registered | 21-Dec-1991 | 21-Dec-1991 |
| WEAR-EVER      | El Salvador         | 15316        | 15316        | Registered | 13-Sep-1967 | 13-Sep-1967 |
| WEAR-EVER      | France              | 1412097      | 1412097      | Registered | 12-Apr-1977 | 12-Apr-1977 |
| WEAR-EVER      | France              | 1475794      | 1475794      | Registered | 08-Jul-1988 | 08-Jul-1988 |
| WEAR-EVER      | Germany             | W28829/21W Z | 1021357      | Registered | 16-Aug-1978 | 07-Aug-1981 |
| WEAR-EVER      | Greece              | 41459        | 41459        | Registered | 04-Mar-1979 | 04-Mar-1979 |
| WEAR-EVER      | Guam                | 176          | 176          | Registered | 29-Aug-1965 | 29-Aug-1965 |
| MIRRO          | Guatemala           | 36850        | 36850        | Registered | 11-Nov-1976 | 02-May-1979 |
| WEAR-EVER      | Guatemala           | 19156        | 19156/338/53 | Registered | 05-Jan-1968 | 05-Jan-1968 |
| WEAR-EVER      | Guyana              | 2352A        | 2352A        | Registered | 26-Mar-1988 | 26-Mar-1988 |
| WEAR-EVER      | Honduras            | 16410        | 16410        | Registered | 23-Jan-1990 | 23-Jan-1990 |
| WEAR-EVER      | Indonesia           | 213411       | 386085       | Registered | 15-Jan-1987 | 15-Jan-1987 |
| WEAR-EVER      | Israel              | 29865        | 29865        | Registered | 24-Feb-1976 | 24-Feb-1976 |
| WEAR-EVER      | Italy               | 549041       | 549041       | Registered | 10-Jan-1988 | 10-Jan-1988 |
| MIRRO          | Jamaica             | 18466        | 18466        | Registered | 18-Jan-1977 | 18-Jan-1977 |
| CUSHIONAIRE    | Japan               | 38877/1989   | 2435096      | Registered | 03-Apr-1989 | 31-Jul-1992 |
| WEAR-EVER      | Japan               | 956379       | 956379       | Registered | 28-Mar-1992 | 28-Mar-1992 |
| WEAR-EVER      | Korea, Republic of  | 17317        | 17317        | Registered | 17-Apr-1989 | 17-Apr-1999 |
| WEAR-EVER      | Lebanon             | 8241         | 79178        | Registered | 19-Mar-1999 | 19-Mar-1999 |
| AIRBAKE        | Mexico              | 175857       | 446491       | Registered | 19-Aug-1993 | 15-Nov-1993 |
| BRILLIANCE     | Mexico              | 176528       | 445454       | Registered | 26-Aug-1993 | 29-Oct-1993 |
| CHEF'S TOUCH   | Mexico              | 175859       | 446493       | Registered | 19-Aug-1993 | 15-Nov-1993 |
| CONCENTRIC AIR | Mexico              | 142030       | 422206       | Registered | 12-Jun-1992 | 17-Sep-1992 |
| CUSHIONAIRE    | Mexico              | 175858       | 446492       | Registered | 19-Aug-1993 | 15-Nov-1993 |
| FAST PACK      | Mexico              | 177048       | 504565       | Registered | 01-Sep-1993 | 22-Sep-1995 |

## Newell Holdings Trademark Assignment

| TRADEMARK                       | COUNTRY                      | APP. NO. | REG. NO. | STATUS     | APP. DATE   | REG. DATE   |
|---------------------------------|------------------------------|----------|----------|------------|-------------|-------------|
| GREAT COOKS                     | Mexico                       | 175856   | 446490   | Registered | 19-Aug-1993 | 15-Nov-1993 |
| HEIRLOOM                        | Mexico                       | 176529   | 567821   | Registered | 26-Aug-1993 | 07-Jan-1998 |
| LIMITED EDITION<br>BY WEAREVER  | Mexico                       | 211286   | 481853   | Registered | 07-Sep-1994 | 07-Dec-1994 |
| MIRRO                           | Mexico                       | 175854   | 446488   | Registered | 19-Aug-1993 | 15-Nov-1993 |
| PIZZA<br>PANDEMONIUM            | Mexico                       | 186827   | 456367   | Registered | 17-Dec-1993 | 07-Apr-1994 |
| REMA                            | Mexico                       | 175855   | 446489   | Registered | 19-Aug-1993 | 15-Nov-1993 |
| ROYAL CHEF                      | Mexico                       | 225421   | 489586   | Registered | 23-Feb-1995 | 26-Apr-1995 |
| SPEED COOKER                    | Mexico                       | 166494   | 454113   | Registered | 29-Apr-1993 | 11-Mar-1994 |
| TECHNI-BASE                     | Mexico                       | 175744   | 445451   | Registered | 18-Aug-1993 | 29-Oct-1993 |
| WEAR-EVER &<br>DESIGN (PIE & +) | New Zealand                  | 11431    | 11431    | Registered | 16-Aug-1983 | 16-Aug-1983 |
| MIRRO & DESIGN                  | Panama                       | 16392    | 28126    | Registered | 02-Mar-1982 | 02-Mar-1982 |
| WEAREVER                        | Panama                       | 14806    | 14806    | Registered | 19-Aug-1991 | 19-Aug-1991 |
| MIRRO                           | Peru                         | 270961   | 18383    | Registered | 06-Jun-1995 | 15-Aug-1995 |
| MIRRO                           | Philippines                  | R3285    | R-2277   | Registered | 30-Mar-1979 | 30-Jul-1959 |
| MIRRO & DESIGN                  | Philippines                  | 43469    | 34172    | Registered | 16-Dec-1980 | 20-Mar-1985 |
| WEAR-EVER                       | Philippines                  | 685      | 685      | Registered | 18-Jun-1988 | 18-Jun-1988 |
| WEAREVER                        | Portugal                     | 154330   | 154330   | Registered | 31-Mar-1969 | 08-Jul-1970 |
| WEAR-EVER                       | Saudi Arabia                 | 130/24   | 130/24   | Registered | 18-Apr-1994 | 18-Apr-1994 |
| MIRRO & DESIGN                  | South Africa                 | 80/7594  | 80/7594  | Registered | 17-Nov-1980 | 17-Nov-1980 |
| WEAR-EVER                       | South Africa                 | 558/38   | 558/38   | Registered | 20-Apr-1996 | 20-Apr-1996 |
| WEAR-EVER                       | Spain                        | 520710   | 520710   | Registered | 11-Feb-1989 | 11-Feb-1989 |
| WEAR-EVER &<br>DESIGN           | Sweden                       | 21703    | 21703    | Registered | 10-Jun-1979 | 10-Jun-1979 |
| WEAR-EVER                       | Taiwan                       | 28412    | 28412    | Registered | 01-Nov-1987 | 01-Nov-1987 |
| AIRBAKE                         | United Kingdom               | 1513041  | 1513041  | Registered | 18-Sep-1992 | 18-Sep-1992 |
| CONCENTRIC-AIR                  | United Kingdom               | 1503609  | 1503609  | Registered | 12-Dec-1991 | 12-Dec-1991 |
| CUSHIONAIRE                     | United Kingdom               | 1504990  | 1504990  | Registered | 30-Jun-1992 | 30-Jun-1992 |
| MIRRO & DESIGN                  | United Kingdom               | 1425008  | 1425008  | Registered | 11-May-1990 | 11-May-1990 |
| WEAR-EVER &<br>DESIGN           | United Kingdom               | 356495   | 356495   | Registered | 19-Nov-1930 | 19-Nov-1930 |
| WEAREVER                        | Uruguay                      | 154286   | 230573   | Registered | 23-Aug-1980 | 31-Jan-1990 |
| WEAR-EVER                       | Venezuela                    | 16392    | 16392    | Registered | 10-Dec-1975 | 10-Dec-1975 |
| MIRRO                           | Viet Nam                     | 14916    | 12341    | Registered | 07-Aug-1993 | 27-Jun-1994 |
| WEAREVER                        | Viet Nam                     | 14917    | 12342    | Registered | 07-Aug-1993 | 27-Jun-1994 |
| WEAREVER                        | Virgin Islands<br>(American) | 5557     | 5557     | Registered | 29-Aug-1985 | 29-Aug-1985 |
| WEAR-EVER                       | Virgin Islands<br>(British)  | 1276     | 1276     | Registered | 20-Jan-1970 | 20-Jan-1970 |

CINN 4128685.3

|  |  |  |  |   |  |
|--|--|--|--|---|--|
| Form TPO-1574<br>(Rev. 03/01)<br>QMB No. 0651-0027 (exp. 5/31/2002)  |  | <b>RECORDATION FORM COVER SHEET</b><br><b>TRADEMARKS ONLY</b>  |  | U.S. DEPARTMENT OF COMMERCE<br>U.S. Patent and Trademark Office   |  |
| To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.  |  |  |  |   |  |
| 1. Name of conveying party(ies):<br><b>Newell Rubbermaid Inc.</b>  |  | 2. Name and address of receiving party(ies)<br><b>Name: Global Home Products, LLC c/o Gerbasi Capital Management, L.P.</b><br><b>Address: 299 Park Avenue</b><br><b>Street Address:</b><br><b>City: New York State: NY Zip: 10171</b>  |  |   |  |
| <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association<br><input checked="" type="checkbox"/> Corporation - <u>Delaware</u><br><input type="checkbox"/> Other   |  | <input type="checkbox"/> Individual(s) citizenship _____<br><input type="checkbox"/> Association _____<br><input type="checkbox"/> General Partnership _____<br><input type="checkbox"/> Limited Partnership _____<br><input checked="" type="checkbox"/> Corporation - <u>Delaware Limited Liability Company</u><br><input type="checkbox"/> Other: _____ |  |   |  |
| Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |  | If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(Designation may be a separate document from assignment)<br>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No    |  |   |  |
| 3. Nature of conveyance:<br><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger<br><input type="checkbox"/> Security Agreement<br><input type="checkbox"/> Change of Name<br><input type="checkbox"/> Other |  | Execution Date: <u>March 12, 2004</u>  |  |   |  |
| 4. Application number(s) or registration number(s):<br>A. Trademark Application No.(s)<br>See attached schedule  |  | B. Trademark Registration No.(s)<br>See attached schedule  |  |   |  |
| Additional number(s) attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No   |  |  |  |   |  |
| 5. Name and address of party to whom correspondence concerning document should be mailed:<br><b>Name: Reine H. Glanz, Esq.</b><br><b>Internal Address: Schulte Roth &amp; Zabel LLP</b>  |  | 6. Total number of applications and registrations involved: <u>334</u>   |  | 7. Total fee (37 CFR 3.41) ..... \$ <u>965.00</u><br><input type="checkbox"/> Inclosed<br><input checked="" type="checkbox"/> Authorized to be charged to deposit account |  |
| <b>Street Address: 919 Third Avenue</b><br><br><b>City: New York State: N.Y. Zip: 10022</b>  |  | 8. Deposit account number:<br><u>200675 - Schulte Roth &amp; Zabel LLP</u><br>(Attach duplicate copy of this page if paying by deposit account)  |  |   |  |
| <b>DO NOT USE THIS SPACE</b>   |  |  |  |   |  |
| 9. Statement and signature:<br>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.  |  | <br><b>Reine H. Glanz, Esq.</b><br>Name of Person Signing                      Signature  |  |   |  |
| Total number of pages including cover sheet, attachments and documents: <u>5</u>   |  |  |  |   |  |

Mail documents to be stamped with required cover sheet information to Commissioner of Patents & Trademarks, P.O. Building Washington, D.C. 20513

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TRADEMARK REEL: 002849 FRAME: 0083

TRADEMARK REEL: 002905 FRAME: 0610

| TRADEMARK                         | COUNTRY       | APPL. NUM. | REG. NUM. | STATUS     | APPL. DATE  | REG. DATE   |
|-----------------------------------|---------------|------------|-----------|------------|-------------|-------------|
| AIRBAKE                           | United States | 74/098881  | 1659807   | Registered | 18-Sep-1990 | 08-Oct-1991 |
| AMERICA'S MOST COOKED IN COOKWARE | United States | 73/266896  | 1243985   | Registered | 19-Jun-1980 | 28-Jun-1983 |
| BRILLIANCE                        | United States | 74/378813  | 1539956   | Registered | 12-Apr-1993 | 08-Feb-1994 |
| BUSY LIZ                          | United States | 73/373375  | 1259457   | Registered | 06-Jul-1982 | 29-Nov-1983 |
| CHEF'S TOUCH                      | United States | 73/226918  | 1182182   | Registered | 08-Sep-1980 | 15-Dec-1981 |
| COMET                             | United States | 73/379575  | 1259617   | Registered | 12-Aug-1982 | 15-Nov-1983 |
| COMET & DESIGN                    | United States | 73/103861  | 1067727   | Registered | 20-Oct-1976 | 14-Jun-1977 |
| COMET ALUMINUM & DESIGN           | United States | 73/244909  | 229300    | Registered | 26-Feb-1977 | 28-Jun-1977 |
| CROWNBURST                        | United States | 73/373331  | 1259352   | Registered | 06-Jul-1982 | 28-Oct-1983 |
| CUSHIONAIRE                       | United States | 73/656310  | 1366604   | Registered | 20-Apr-1987 | 10-Nov-1987 |
| EARTHGROWN                        | United States | 73/387899  | 1274863   | Registered | 25-Sep-1983 | 24-Apr-1984 |
| ENGLEWOOD                         | United States | 73/698411  | 1498811   | Registered | 01-Dec-1987 | 19-Jul-1988 |
| FOOD MILL                         | United States | 71/532581  | 532648    | Registered | 27-Aug-1947 | 11-Oct-1950 |
| GREAT COOKS                       | United States | 73/650780  | 1470465   | Registered | 24-Mar-1987 | 29-Dec-1987 |
| GREAT COOKS & DESIGN              | United States | 73/814980  | 1617675   | Registered | 26-Jul-1989 | 16-Oct-1990 |
| GREAT COOKS II & DESIGN           | United States | 74/098091  | 1861765   | Registered | 18-Sep-1990 | 22-Oct-1991 |
| INSIGHT                           | United States | 73/626898  | 1345219   | Registered | 24-Oct-1986 | 30-Jun-1987 |
| MASTERBILT                        | United States | 72/071027  | 691391    | Registered | 07-Apr-1959 | 23-Feb-1960 |
| MIRRO                             | United States | 72/040173  | 665622    | Registered | 05-Nov-1957 | 12-Aug-1958 |
| MIRRO & DESIGN                    | United States | 73/212339  | 1143042   | Registered | 20-Apr-1979 | 30-Dec-1980 |
| MIRRO & DESIGN                    | United States | 73/244822  | 1193833   | Registered | 02-Jan-1980 | 20-Apr-1982 |
| MIRRO CRAFT                       | United States | 72/057085  | 695518    | Registered | 12-Aug-1958 | 02-Jun-1959 |
| NO MORE BURNT COOKIES             | United States | 73/816431  | 1390494   | Registered | 31-Jul-1989 | 15-May-1990 |
| NO MORE BURNT MUFFINS             | United States | 73/628905  | 1394280   | Registered | 02-Oct-1989 | 01-May-1990 |
| NO MORE SOGGY CRUST!              | United States | 73/817934  | 1621265   | Registered | 08-Aug-1989 | 06-Nov-1990 |
| PREMIUM PLUS                      | United States | 73/619038  | 1336472   | Registered | 08-Sep-1986 | 14-Apr-1987 |
| PRO-WEAR BY WEAR-EVER             | United States | 74/387062  | 1970293   | Registered | 04-May-1993 | 23-Apr-1996 |
| REMA                              | United States | 74/029839  | 1619955   | Registered | 14-Feb-1990 | 30-Oct-1990 |
| REMA & DESIGN                     | United States | 74/029446  | 1638485   | Registered | 14-Feb-1990 | 19-Mar-1991 |
| RESHAPING THE WAY YOU COOK        | United States | 76/089156  | 3786871   | Registered | 14-Jul-2000 | 25-Nov-2003 |
| ROYAL CHEF                        | United States |            | 1958458   | Registered | 23-Aug-1994 | 27-Feb-1996 |
| SPEED COOKER                      | United States | 74/327641  | 1781480   | Registered | 29-Oct-1992 | 13-Jul-1993 |
| TECHNILON                         | United States | 74/310452  | 1861475   | Registered | 01-Sep-1992 | 28-Feb-1993 |
| THE GREAT COOKS COLLECTION (+)    | United States | 73/251031  | 1177308   | Registered | 21-Feb-1980 | 10-Nov-1981 |
| WEAR-EVER                         | United States | 71/090860  | 45726     | Registered | 08-Apr-1905 | 29-Aug-1905 |
| WEAR-EVER & DESIGN                | United States | 74/043557  | 1642839   | Registered | 28-Mar-1990 | 30-Apr-1991 |
| WEAR-EVER SELECT (STYLIZED)       | United States | 72/191729  | 798012    | Registered | 21-Apr-1964 | 26-Oct-1965 |
| WORTHMORE                         | United States | 71/577853  | 525530    | Registered | 28-Apr-1949 | 23-May-1950 |

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TRADEMARK  
REEL: 002849 FRAME: 0084

TRADEMARK  
REEL: 002905 FRAME: 0611

*Newell Holdings Trademark Assignment*

### **TRADEMARK ASSIGNMENT**

WHEREAS, NEWELL RUBBERMAID, INC., a Delaware corporation ("Seller"), and GLOBAL HOME PRODUCTS LLC, a Delaware limited liability company ("Purchaser") have entered into a Stock and Asset Purchase Agreement dated as of March 12, 2004 (the "Agreement"); and

WHEREAS, under the Agreement, Seller agreed to sell its Glass, Frame and Cookware Businesses (as such terms are defined in the Agreement) to Purchaser; and

WHEREAS, in conducting the Cookware Business, Seller's subsidiary NEWELL HOLDINGS DELAWARE, INC., a Delaware corporation ("Assignor"), has acquired an interest in certain Purchased Cookware Business Assets (as defined in the Agreement) that are to be transferred to Purchaser's subsidiary MIRROR OPERATING COMPANY LLC, Delaware limited liability company ("Assignee"); and

WHEREAS, Assignor is the owner of all right, title and interest in and to the United States federal trademark and service mark registrations and applications therefor listed in Schedule A hereto that comprise part of the Purchased Cookware Business Assets (collectively, the "Federal Marks"); and

WHEREAS, Assignor is the owner of all right, title and interest in and to the foreign trademark and service mark registrations and applications therefor listed in Schedule A hereto that comprise part of the Purchased Cookware Business Assets (collectively, the "Foreign Marks"); and

WHEREAS, Assignor is the owner of various right, title and interest in and to various copyrights, trade dress, know-how, common law trademarks, service marks and tradenames, and other similar proprietary rights currently related exclusively to the Cookware Business outside of Canada and Puerto Rico, including complete and in-process finished-product drawings, tooling drawings, product manufacturing drawings and instructions for manufacturing, analysis and notes related to the design of cookware products, and similar works used in the analysis, design and manufacture of cookware products, all of the foregoing to the extent currently used exclusively in the Cookware Business outside of Canada and Puerto Rico (collectively, the "Common Law Assets"); and

WHEREAS, Assignee is desirous of acquiring all of Assignor's right, title and interest in and to all Federal Marks, Foreign Marks and the Common Law Assets (together, the "Assets"), and Seller has promised, in the Agreement, to cause the same to be assigned; and

NOW, THEREFORE, for the consideration set forth in the Agreement, and other valuable and legally sufficient consideration acknowledged by the Assignor to have been received in full:

1. The Assignor does hereby sell, convey, assign and transfer to the Assignee its entire right, title and interest in, to and under all Assets, together with the goodwill of the business symbolized by such Assets, together with all rights and privileges granted and secured thereby, including the full right to sue for past, present or future infringement of such Assets, these rights to be held and enjoyed by the Assignee as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made.

2. The Assignor hereby covenants and agrees that it will execute and deliver, or cause to be executed and delivered, all documents and instruments reasonably required to effect this Assignment, and will take, or cause to be taken, at Assignee's expense, all such further or other actions, as Purchaser or Assignee may reasonably deem



OM 12125935955 SCHULTE ROTH & ZABEL LLP  
ROM 12125935955 SCHULTE ROTH & ZABEL LLP

(THU) 5. 6' 04 19:13/ST. 19:11/NO. 4861207622 P 6  
(WED) 4. 7' 04 19:42/ST. 19:30/NO. 4861207296 P 27

*Newell Holdings Trademark Assignment*

**ASSIGNEE:**

**MIRRO OPERATING COMPANY LLC**

By: [Signature]  
Name: Jeff Zappone  
Title: Treasurer and Chief Financial Officer

**CERTIFICATE OF ACKNOWLEDGMENT**

STATE OF New York )  
COUNTY OF New York ) SS

On this 7th day of April, 2004, Jeff Zappone, being personally known to me, appeared before me, a Notary Public in and for the County and State aforesaid, and being first duly sworn, said and acknowledged that, as such officer, he/she signed and delivered the foregoing instrument as the free and voluntary act of said corporation, all pursuant to authority given by the Board of Directors of said corporation.

**SUBSCRIBED and SWORN TO**  
before me this 7th day of April, 2004

[Signature]  
Notary Public

**SANDEEP SHARMA**  
Notary Public, State of New York  
No. 029H6036224  
Qualified in New York County  
Commission Expires 03/27/06

**TRADEMARK**  
**REEL: 002849 FRAME: 0087**

**TRADEMARK**  
**REEL: 002905 FRAME: 0614**

Newell Holdings Trademark Assignment

**SCHEDULE A**  
( 3 Pages )

**Federal Marks**

| MARK NAME                          | COUNTRY       | REG. NO.  | REG. NO. | STATUS     | REG. DATE   | REG. DATE   |
|------------------------------------|---------------|-----------|----------|------------|-------------|-------------|
| AIRBAKE                            | United States | 74/098881 | 1459807  | Registered | 18-Sep-1990 | 08-Oct-1991 |
| AMERICA'S MOST COOKED IN COOKWARE+ | United States | 73/246896 | 1243985  | Registered | 19-Jun-1980 | 28-Jun-1983 |
| BRILLIANCE                         | United States | 74/378815 | 1819956  | Registered | 12-Apr-1993 | 08-Feb-1994 |
| BUSY LIZ                           | United States | 73/373375 | 1259457  | Registered | 06-Jul-1982 | 29-Nov-1983 |
| CHEF'S TOUCH                       | United States | 73/276918 | 1182182  | Registered | 08-Sep-1980 | 15-Dec-1981 |
| COMET                              | United States | 73/378573 | 1257617  | Registered | 12-Aug-1982 | 15-Nov-1983 |
| COMET & DESIGN                     | United States | 73/103861 | 1967727  | Registered | 20-Oct-1976 | 14-Jun-1977 |
| COMET ALUMINUM & DESIGN            | United States | 71/244909 | 229399   | Registered | 26-Feb-1977 | 28-Jun-1977 |
| CROWNBURST                         | United States | 73/373331 | 1255352  | Registered | 06-Jul-1982 | 25-Oct-1983 |
| CUSHIONAIRE                        | United States | 73/652610 | 1464804  | Registered | 20-Apr-1987 | 10-Nov-1987 |
| BARTHCROWN                         | United States | 73/387809 | 1274863  | Registered | 23-Sep-1983 | 24-Apr-1984 |
| ENGLEWOOD                          | United States | 73/692411 | 1496811  | Registered | 01-Dec-1987 | 19-Jul-1988 |
| FOOD MILL                          | United States | 71/522581 | 332648   | Registered | 27-Aug-1947 | 31-Oct-1950 |
| GREAT COOKS                        | United States | 73/650780 | 1470463  | Registered | 24-Mar-1987 | 29-Dec-1987 |
| GREAT COOKS & DESIGN               | United States | 73/814980 | 1617673  | Registered | 26-Jul-1989 | 16-Oct-1990 |
| GREAT COOKS II & DESIGN            | United States | 74/094091 | 1661765  | Registered | 18-Sep-1990 | 22-Oct-1991 |
| INSIGHT                            | United States | 73/626698 | 1445219  | Registered | 24-Oct-1986 | 30-Jun-1987 |
| MASTERBILT                         | United States | 72/071027 | 693391   | Registered | 07-Apr-1959 | 23-Feb-1960 |
| MIRRO                              | United States | 72/040111 | 665622   | Registered | 05-Nov-1957 | 12-Aug-1958 |
| MIRRO & DESIGN                     | United States | 73/212459 | 1145042  | Registered | 20-Apr-1979 | 30-Dec-1980 |
| MIRRO & DESIGN                     | United States | 73/244822 | 1193883  | Registered | 02-Jun-1980 | 20-Apr-1982 |
| MIRRO CRAFT                        | United States | 72/057065 | 679513   | Registered | 12-Aug-1958 | 02-Jun-1959 |
| NO MORE BURNT COOKIES              | United States | 73/816431 | 1596494  | Registered | 31-Jul-1989 | 15-May-1990 |
| NO MORE BURNT MUFFINS              | United States | 73/828905 | 1594280  | Registered | 02-Oct-1989 | 01-May-1990 |
| NO MORE SOGGY CRUST!               | United States | 73/817934 | 1621265  | Registered | 08-Aug-1989 | 06-Nov-1990 |
| PREMIUM PLUS                       | United States | 73/619038 | 1434472  | Registered | 08-Sep-1986 | 14-Apr-1987 |
| PRO-WEAR BY WEAR-EVER              | United States | 74/387062 | 1970293  | Registered | 04-May-1993 | 23-Apr-1996 |
| REMA                               | United States | 74/029839 | 1619955  | Registered | 14-Feb-1990 | 30-Oct-1990 |
| REMA & DESIGN                      | United States | 74/029446 | 1618443  | Registered | 14-Feb-1990 | 19-Mar-1991 |
| RESHAPING THE WAY YOU COOK         | United States | 76/089156 | 3786871  | Registered | 14-Jul-2000 | 25-Nov-2003 |
| ROYAL CHEF                         | United States |           | 1958458  | Registered | 23-Aug-1994 | 27-Feb-1996 |
| SPEBO COOKER                       | United States | 74/327641 | 1781480  | Registered | 29-Oct-1992 | 13-Jul-1993 |
| TECHNILON                          | United States | 74/310432 | 1881475  | Registered | 01-Sep-1992 | 28-Feb-1995 |
| THE GREAT COOKS COLLECTION (+)     | United States | 73/231031 | 1177308  | Registered | 21-Feb-1980 | 10-Nov-1981 |
| WEAR-EVER                          | United States | 71/000840 | 45726    | Registered | 08-Apr-1905 | 29-Aug-1905 |
| WEAREVER & DESIGN                  | United States | 74/043557 | 1642839  | Registered | 28-Mar-1990 | 30-Apr-1991 |



*Newell Holdings Trademark Assignment*

| TRADEMARK                   | COUNTRY       | APPL. NO. | REG. NO. | STATUS     | REG. DATE   | EXPIRES     |
|-----------------------------|---------------|-----------|----------|------------|-------------|-------------|
| WEAR-EVER SELECT (STYLIZED) | United States | 72/191729 | 798012   | Registered | 21-Apr-1964 | 26-Oct-1965 |
| WORTHMORE                   | United States | 71/577853 | 525530   | Registered | 28-Apr-1969 | 23-May-1990 |

Foreign Marks

| TRADEMARK      | COUNTRY             | APPL. NO.    | REG. NO.     | STATUS     | REG. DATE   | EXPIRES     |
|----------------|---------------------|--------------|--------------|------------|-------------|-------------|
| WEAR-EVER      | Antigua and Barbuda | 1502         | 1502         | Registered | 16-Jan-1984 | 16-Jan-1984 |
| WEAR-EVER      | Argentina           | 1620624      | 1722905      | Registered | 19-Oct-1987 | 09-Dec-1988 |
| WEAREVER       | Australia           | 650446       | 650446       | Registered | 11-Jan-1995 | 11-Jan-1995 |
| WEAR-EVER      | Austria             | 89453        | 89453        | Registered | 23-Oct-1978 | 23-Oct-1978 |
| WEAR-EVER      | Belgium             | 82741        | 82741        | Registered | 24-Sep-1988 | 24-Sep-1988 |
| WEAR-EVER      | Brazil              | 6021379      | 6021379      | Registered | 16-Dec-1966 | 25-Dec-1974 |
| WEAR-EVER      | Chile               | 400142       | 304854       | Registered | 19-Feb-1998 | 19-Feb-1998 |
| WEAR-EVER      | China               | 501744       | 501744       | Registered | 20-Oct-1989 | 20-Oct-1989 |
| WEAR-EVER      | Colombia            | 133388       | 132388       | Registered | 15-Nov-1995 | 15-Nov-1995 |
| WEAR-EVER      | Colombia            | 65541        | 65541        | Registered | 08-Sep-1967 | 08-Sep-1967 |
| MIRRO          | Costa Rica          | 52112        | 52112        | Registered | 26-Apr-1977 | 26-Apr-1977 |
| MIRRO & DESIGN | Costa Rica          | 92839        | 59477/1764   | Registered | 04-Feb-1981 | 13-Oct-1981 |
| WEAR-EVER      | Costa Rica          | 9958/18743   | 9958/18743   | Registered | 31-Mar-1987 | 31-Mar-1987 |
| WEAREVER       | Cuba                | 109257       | 109257       | Registered | 01-Oct-1983 | 01-Oct-1983 |
| MIRRO & DESIGN | Dominican Republic  | 31680        | 31680        | Registered | 07-Nov-1980 | 13-Feb-1981 |
| WEAR-EVER      | Dominican Republic  | 17420        | 17420        | Registered | 02-Apr-1969 | 02-Apr-1969 |
| WEAR-EVER      | Ecuador             | 87167        | 87167        | Registered | 21-Dec-1991 | 21-Dec-1991 |
| WEAR-EVER      | El Salvador         | 15316        | 15316        | Registered | 13-Sep-1967 | 13-Sep-1967 |
| WEAR-EVER      | France              | 1412097      | 1412097      | Registered | 12-Apr-1977 | 12-Apr-1977 |
| WEAR-EVER      | France              | 1475794      | 1475794      | Registered | 08-Jul-1988 | 08-Jul-1988 |
| WEAR-EVER      | Germany             | W28829/21W Z | 1021357      | Registered | 16-Aug-1978 | 07-Aug-1981 |
| WEAR-EVER      | Greece              | 41459        | 41459        | Registered | 04-Mar-1979 | 04-Mar-1979 |
| WEAR-EVER      | Guam                | 176          | 176          | Registered | 29-Aug-1965 | 29-Aug-1965 |
| MIRRO          | Guatemala           | 36850        | 36850        | Registered | 11-Nov-1976 | 02-May-1979 |
| WEAR-EVER      | Guatemala           | 19156        | 19156/338/33 | Registered | 05-Jan-1968 | 05-Jan-1968 |
| WEAR-EVER      | Guyana              | 2352A        | 2352A        | Registered | 26-Mar-1988 | 26-Mar-1988 |
| WEAR-EVER      | Honduras            | 16410        | 16410        | Registered | 23-Jan-1990 | 23-Jan-1990 |
| WEAR-EVER      | Indonesia           | 213411       | 386085       | Registered | 15-Jan-1987 | 15-Jan-1987 |
| WEAR-EVER      | Israel              | 29865        | 29865        | Registered | 24-Feb-1976 | 24-Feb-1976 |
| WEAR-EVER      | Italy               | 549041       | 549041       | Registered | 10-Jan-1988 | 10-Jan-1988 |
| MIRRO          | Jamaica             | 18466        | 18466        | Registered | 18-Jan-1977 | 18-Jan-1977 |
| CUSHIONAIRE    | Japan               | 38877/1989   | 2435096      | Registered | 05-Apr-1989 | 31-Jul-1992 |
| WEAR-EVER      | Japan               | 956379       | 956379       | Registered | 28-Mar-1992 | 28-Mar-1992 |
| WEAR-EVER      | Korea, Republic of  | 17317        | 17317        | Registered | 17-Apr-1989 | 17-Apr-1989 |
| WEAR-EVER      | Lebanon             | 8261         | 79178        | Registered | 19-Mar-1999 | 19-Mar-1999 |
| AIRBAKE        | Mexico              | 175857       | 446492       | Registered | 19-Aug-1993 | 13-Nov-1993 |
| BRILLIANCE     | Mexico              | 176528       | 445454       | Registered | 26-Aug-1993 | 20-Oct-1993 |
| CHILD'S TOUCH  | Mexico              | 175859       | 446493       | Registered | 19-Aug-1993 | 15-Nov-1993 |
| CONCENTRIC AIR | Mexico              | 143080       | 422396       | Registered | 12-Jul-1992 | 17-Sep-1992 |
| CUSHIONAIRE    | Mexico              | 175858       | 446492       | Registered | 19-Aug-1993 | 15-Nov-1993 |
| FAST PACK      | Mexico              | 177048       | 504565       | Registered | 01-Sep-1993 | 22-Sep-1995 |

*News/ Holdings Trademark Assignment*

| TRADEMARK                    | COUNTRY                   | REG. NO. | CLASS   | STATUS     | REG. DATE   | ASSIGNMENT DATE |
|------------------------------|---------------------------|----------|---------|------------|-------------|-----------------|
| GREAT COOKS                  | Mexico                    | 175856   | 446490  | Registered | 19-Aug-1993 | 15-Nov-1993     |
| HERBLOOM                     | Mexico                    | 176529   | 367821  | Registered | 26-Aug-1993 | 07-Jan-1998     |
| LIMITED EDITION BY WEAREVER  | Mexico                    | 211286   | 481853  | Registered | 07-Sep-1994 | 07-Dec-1994     |
| MIRRO                        | Mexico                    | 175854   | 446488  | Registered | 19-Aug-1993 | 15-Nov-1993     |
| PIZZA PANDEMONIUM            | Mexico                    | 186827   | 456367  | Registered | 17-Dec-1993 | 07-Apr-1994     |
| REMA                         | Mexico                    | 175855   | 446489  | Registered | 19-Aug-1993 | 15-Nov-1993     |
| ROYAL CHEF                   | Mexico                    | 225421   | 489586  | Registered | 23-Feb-1995 | 26-Apr-1995     |
| SPEED COOKER                 | Mexico                    | 166404   | 454113  | Registered | 29-Apr-1995 | 11-Mar-1994     |
| TECHNI-BASE                  | Mexico                    | 175744   | 445451  | Registered | 18-Aug-1993 | 29-Oct-1993     |
| WEAR-EVER & DESIGN (PIE & +) | New Zealand               | 11431    | 11431   | Registered | 16-Aug-1983 | 16-Aug-1983     |
| MIRRO & DESIGN               | Panama                    | 16392    | 21126   | Registered | 02-Mar-1982 | 02-Mar-1982     |
| WEAREVER                     | Panama                    | 14806    | 14806   | Registered | 19-Aug-1991 | 19-Aug-1991     |
| MIRRO                        | Peru                      | 270861   | 18383   | Registered | 06-Jun-1995 | 15-Aug-1995     |
| MIRRO                        | Philippines               | 83285    | R-2277  | Registered | 30-Mar-1979 | 30-Jul-1959     |
| MIRRO & DESIGN               | Philippines               | 43469    | 34172   | Registered | 16-Dec-1980 | 20-Mar-1985     |
| WEAR-EVER                    | Philippines               | 685      | 685     | Registered | 18-Jun-1988 | 18-Jun-1988     |
| WEAREVER                     | Portugal                  | 154330   | 154330  | Registered | 31-Mar-1969 | 08-Jul-1970     |
| WEAR-EVER                    | Saudi Arabia              | 13024    | 13024   | Registered | 16-Apr-1994 | 18-Apr-1994     |
| MIRRO & DESIGN               | South Africa              | 807594   | 807594  | Registered | 17-Nov-1980 | 17-Nov-1980     |
| WEAR-EVER                    | South Africa              | 55838    | 55838   | Registered | 20-Apr-1996 | 20-Apr-1996     |
| WEAR-EVER                    | Spain                     | 520710   | 320710  | Registered | 11-Feb-1989 | 11-Feb-1989     |
| WEAR-EVER & DESIGN           | Sweden                    | 21705    | 21705   | Registered | 10-Jun-1979 | 10-Jun-1979     |
| WEAR-EVER                    | Taiwan                    | 28412    | 28412   | Registered | 01-Nov-1987 | 01-Nov-1987     |
| AIRBAKE                      | United Kingdom            | 1513061  | 1513061 | Registered | 18-Sep-1992 | 18-Sep-1992     |
| CONCENTRIC-AIR               | United Kingdom            | 1503609  | 1503609 | Registered | 12-Dec-1991 | 12-Dec-1991     |
| CUSHIONAIRE                  | United Kingdom            | 1504990  | 1504990 | Registered | 30-Jun-1992 | 30-Jun-1992     |
| MIRRO & DESIGN               | United Kingdom            | 1425008  | 1425008 | Registered | 11-May-1990 | 11-May-1990     |
| WEAR-EVER & DESIGN           | United Kingdom            | 356495   | 356495  | Registered | 19-Nov-1930 | 19-Nov-1930     |
| WEAREVER                     | Uruguay                   | 154286   | 230573  | Registered | 23-Aug-1980 | 31-Jan-1990     |
| WEAR-EVER                    | Venezuela                 | 16392    | 16392   | Registered | 10-Dec-1975 | 10-Dec-1975     |
| MIRRO                        | Viet Nam                  | 14916    | 12341   | Registered | 07-Aug-1993 | 27-Jun-1994     |
| WEAREVER                     | Viet Nam                  | 14917    | 12342   | Registered | 07-Aug-1993 | 27-Jun-1994     |
| WEAREVER                     | Virgin Islands (American) | 5557     | 5557    | Registered | 29-Aug-1985 | 29-Aug-1985     |
| WEAR-EVER                    | Virgin Islands (British)  | 1276     | 1276    | Registered | 20-Jan-1970 | 20-Jan-1970     |

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