

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lifetime Brands, Inc.		06/07/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	HSBC Bank USA, National Association
Street Address:	534 Broadhollow Road
City:	Melville
State/Country:	NEW YORK
Postal Code:	11747
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 105

Property Type	Number	Word Mark
Serial Number:	78965966	THE PERFECT FRAME
Serial Number:	78902404	CREATE N CELEBRATE
Serial Number:	78886900	PRO TOSS
Serial Number:	78571736	PFZ
Serial Number:	78823055	SHEARTOKU
Registration Number:	3031753	PERFECT PIE PLATE
Serial Number:	78417179	SMOKELESS TABLETOP GRILLER
Registration Number:	2937954	THE WHISTLER
Registration Number:	3022974	S'MORES MAKER
Registration Number:	3174844	CANDLEGLOW
Registration Number:	3121599	WINE VINE
Serial Number:	78332157	PRO FORGED
Registration Number:	3093950	THE PURITY OF GLASS
Registration Number:	3061131	STACK RACK

OP \$2640.00 78965966

Serial Number:	78402522	:BATHABLES
Registration Number:	3061105	WET NETS
Serial Number:	77106304	GARDEN FRESH
Serial Number:	76523794	KITCHEN BAZAAR
Registration Number:	2904233	PERFECT TEAR
Registration Number:	2860909	LET'S EAT
Registration Number:	2836983	BAKER'S ADVANTAGE
Registration Number:	2723639	PFALTZGRAFF
Registration Number:	2712719	BY REQUEST
Registration Number:	2660396	RETRONEU SIGNATURE
Registration Number:	2652510	RETRONEU LUXURY
Registration Number:	3159302	CASAMODA
Registration Number:	2960343	EZ OUT
Registration Number:	2987752	KNIFE VAULT
Registration Number:	2448150	BAKER'S DELIGHT
Registration Number:	2502921	
Registration Number:	2326912	JUNIPER
Registration Number:	2483125	CUISINE DE FRANCE
Registration Number:	2483036	RETRONEU HOTELWARE
Registration Number:	2478409	RETRONEU HOTELWARE
Registration Number:	2520640	GLASSTICS
Registration Number:	2372156	GRAND CHEF
Registration Number:	2368044	
Registration Number:	2540923	SPICE CHEF CAROUSEL
Registration Number:	2199995	RETRONEU
Registration Number:	2220366	NATUREWOOD
Registration Number:	2388262	CIRCA
Registration Number:	2273087	WORLD OF MOTION
Registration Number:	2041874	TASTE TINGS
Registration Number:	2396205	ULTRASHARP PRO
Registration Number:	2150526	
Registration Number:	2338919	PLATINUM SERIES
Registration Number:	2299058	STAINLESS SOFT GRIPS
Registration Number:	1663396	
Registration Number:	2038354	G GEMCO

Registration Number:	2219156	:USE TOOLS FOR CIVILIZATION
Registration Number:	2177074	:USE
Registration Number:	2003641	ASHCROFT
Registration Number:	2005141	KENILWORTH
Registration Number:	1937524	BONNIE BRAE
Registration Number:	1919285	PFALTZGRAFF
Registration Number:	1772385	NORTHWINDS
Registration Number:	1777233	MEADOW LANE
Registration Number:	1701122	WINTERBERRY
Registration Number:	1709365	MIDNIGHT SUN
Registration Number:	1773639	FILIGREE
Registration Number:	1675560	GRAPEVINE
Registration Number:	1848211	TEACATTLE
Registration Number:	1644381	KAMENSTEIN
Registration Number:	1730673	TRISTAR
Registration Number:	1438093	TROUSSEAU
Registration Number:	1597472	
Registration Number:	1474213	PFALTZGRAFF COLLECTOR'S SERIES
Registration Number:	1191557	L.C. GERMAIN
Registration Number:	1401243	THE TEA ROSE COLLECTION
Registration Number:	1643384	CUISINE DE FRANCE
Registration Number:	1511003	SARATOGA
Registration Number:	1507231	INNOCENCE
Registration Number:	1502253	ALEXANDRA
Registration Number:	1502252	PATINA
Registration Number:	1502251	HAMPTON
Registration Number:	1488505	SKY STONEWARE BY PFALTZGRAFF
Registration Number:	1476562	RETRONEU
Registration Number:	1472331	BROOKLINE
Registration Number:	1452199	CHANSON
Registration Number:	1444195	MAYER
Registration Number:	1408563	WYNDHAM
Registration Number:	1408562	BLUEBERRY
Registration Number:	1408561	GARDEN PARTY
Registration Number:	1406774	ACADIA

Registration Number:	1361985	POETRY
Registration Number:	1340799	REMEMBRANCE
Registration Number:	1334344	PFALTZGRAFF
Registration Number:	1448544	THE MINI GREAT PLATE
Registration Number:	1322216	GAZEBO
Registration Number:	1217333	GEMCO
Registration Number:	1169763	FOLK ART
Registration Number:	1122402	HERITAGE BY PFALTZGRAFF
Registration Number:	1597481	SASAKI CRYSTAL
Registration Number:	1597480	SASAKI
Registration Number:	1551016	KAMENSTEIN
Registration Number:	1475530	GOODSPICE
Registration Number:	1137417	HOAN HOUSEWARES OF ALL NATIONS
Registration Number:	0769345	VILLAWARE
Registration Number:	0739978	GEMCO
Registration Number:	0739864	GEMCO
Registration Number:	0799307	SASAKI GLASS
Registration Number:	0752528	BLOCK
Registration Number:	0752522	BLOCK
Registration Number:	0823349	LC
Registration Number:	1445220	AURA

CORRESPONDENCE DATA

Fax Number: (212)704-5987
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-704-6125
Email: trademarks@troutmansanders.com
Correspondent Name: Karl M. Zielaznicki, Esq.
Address Line 1: Troutman Sanders LLP
Address Line 2: 600 Peachtree Street, NE, Suite 5200
Address Line 4: Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:	356464.1
NAME OF SUBMITTER:	Karl M. Zielaznicki, Esq.
Signature:	/kmz/
Date:	06/14/2007

Total Attachments: 5

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GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, **LIFETIME BRANDS, INC.**, a Delaware corporation (the "Grantor"), is obligated to **HSBC BANK USA, NATIONAL ASSOCIATION**, as Administrative Agent (in such capacity, the "Secured Party") and the lenders from time to time party to the Second Amended and Restated Credit Agreement, dated as of October 31, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), by and among the Grantor, such lenders and the Secured Party, and pursuant to which the Grantor has entered into the Amended and Restated Security Agreement, dated as of October 31, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), by and between the Grantor, the subsidiaries of Grantor from time to time party thereto and the Secured Party.

Pursuant to the Security Agreement, the Grantor has granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is: 534 Broadhollow Road, Melville, New York 11747.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 1st day of ~~May~~ June 2007.

LIFETIME BRANDS, INC.

By: 

Name: Ronald Shiffan
Title: Vice Chairman & COO

Schedule 1
to
Grant of Security Interest (Trademarks)
by Lifetime Brands, Inc.
Dated as of May 7, 2007

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REGISTRATION NO.</u>
The Perfect Frame	78965966	
Create N Celebrate	78902404	
Pro Toss	78886900	
PFZ	78571736	
Sheartoku	78823055	
Perfect Pie Plate	78460915	3031753
Smokeless Tabletop Griller	78417179	
The Whistler	78350108	2937954
S'Mores Maker	78332851	3022974
Candleglow	78378357	3174844
Wine Vine	78402604	3121599
Pro Forged	78332157	
The Purity of Glass	78364097	3093950
Stack Rack	78402887	3061131
Bathables	78402522	
Wet Nets	78393465	3061105
Garden Fresh	77106304	
Kitchen Bazaar	76523794	
Perfect Tear	76503052	2904233
Let's Eat	76414481	2860909
Baker's Advantage	76392317	2836983
Pfaltzgraff	76385695	2723639
By Request	76254770	2712719
Retroneu Signature	76158238	2660396
Retroneu Luxury	76158237	2652510

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REGISTRATION NO.</u>
Casamoda	76441105	3159302
EZ Out	76514488	2960343
Knife Vault	76426915	2987752
Baker's Delight	75541484	2448150
	75855663	2502921
Juniper	75732478	2326912
Cuisine de France	75668354	2483125
Retroneu Hotelware	75636682	2483036
Retroneu Hotelware	75636679	2478409
Glasstics	75623453	2520640
Grand Chef	75577576	2372156
	75644598	2368044
Spice Chef Carousel	75608375	2540923
Retroneu	75418390	2199995
Naturewood	75385684	2220366
Circa	75445378	2388262
World of Motion	75445377	2273087
Taste Tings	75064123	2041874
Ultrasharp Pro	75408825	2396205
	75229383	2150526
Platinum Series	75051661	2338919
Stainless Soft Grips	75229375	2299058
	74053976	1663396
G Gemco	74730039	2038354
:Use Tools for Civilization	74700220	2219156
:Use	74671829	2177074
Ashcroft	74619870	2003641
Kenilworth	74619869	2005141
Bonnie Brae	74512716	1937524
Pfaltzgraff	74512427	1919285
Northwinds	74269348	1772385

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REGISTRATION NO.</u>
Meadow Lane	74269347	1777233
Winterberry	74121297	1701122
Midnight Sun	74109753	1709365
Filigree	74084995	1773639
Grapevine	74065072	1675560
Teacattle	74294546	1848211
Kamenstein	74043558	1644381
Tristar	74200777	1730673
Trousseau	73619968	1438093
	73743573	1597472
Pfaltzgraff Collector's Series	73627041	1474213
L.C. Germain	73276275	1191557
The Tea Rose Collection	73571488	1401243
Cuisine de France	73827534	1643384
Saratoga	73718094	1511003
Innocence	73718093	1507231
Alexandra	73708846	1502253
Patina	73708845	1502252
Hampton	73708844	1502251
Sky Stoneware by Pfaltzgraff	73679586	1488505
Retroneu	73668698	1476562
Brookline	73668523	1472331
Chanson	73628269	1452199
Aura	73627040	1445520
Mayer	73605125	1444195
Wyndham	73578869	1408563
Blueberry	73578868	1408562
Garden Party	73578867	1408561
Acadia	73578864	1406774
Poetry	73528852	1361985
Remembrance	73506755	1340799

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REGISTRATION NO.</u>
Pfaltzgraff	73482119	1334344
The Mini Great Plate	73477235	1448544
Gazebo	73463809	1322216
Gemco	73296006	1217333
Folk Art	73261545	1169763
Heritage by Pfaltzgraff	73125557	1122402
Sasaki Crystal	73813636	1597481
Sasaki	73813635	1597480
Kamenstein	73730895	1551016
Goodspice	73634851	1475530
Hoan Housewares of All Nations	73171456	1137417
Villaware	72173033	0769345
Gemco	72132666	0739978
Gemco	72132665	0739864
Sasaki Glass	72209199	0799307
Block	72161468	0752528
Block	72161467	0752522
LC	72222389	0823349