

TO: OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOS COMPANY: 65 E 55TH STREET

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

03/01/2010
900155829

| | |
|------------------------------|---|
| SUBMISSION TYPE: | CORRECTIVE ASSIGNMENT |
| NATURE OF CONVEYANCE: | Corrective Assignment to correct the state of incorporation of Lenox, Incorporated, previously recorded on Reel 003952 Frame 0682. Assignor(s) hereby confirms the assignment of the entire interest and the goodwill to the Assignee, Lifetime Brands, Inc.. |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------|----------|----------------|-------------------------|
| Lenox, Incorporated | | 12/22/2009 | CORPORATION: NEW JERSEY |

RECEIVING PARTY DATA

| | |
|------------------------|-----------------------|
| Name: | Lifetime Brands, Inc. |
| Street Address: | 1000 Stewart Avenue |
| City: | Garden City |
| State/Country: | NEW YORK |
| Postal Code: | 11530 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 33

| Property Type | Number | Word Mark |
|----------------|----------|----------------|
| Serial Number: | 71175137 | "FAIRFAX" |
| Serial Number: | 71615383 | RONDO |
| Serial Number: | 71615772 | MELROSE |
| Serial Number: | 72158248 | ROSE TIARA |
| Serial Number: | 72186631 | LA SCALA |
| Serial Number: | 73415228 | NEWPORT SCROLL |
| Serial Number: | 73475938 | |
| Serial Number: | 73475951 | |
| Serial Number: | 73475976 | |
| Serial Number: | 73476002 | |
| Serial Number: | 73476013 | |
| Serial Number: | 73476886 | |

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TO: OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOS COMPANY: 65 E 55TH STREET

| | | |
|----------------------|----------|--------------------|
| Serial Number: | 73661699 | BUTTERCUP |
| Serial Number: | 73666748 | |
| Serial Number: | 73666753 | |
| Serial Number: | 73666900 | |
| Serial Number: | 73666901 | |
| Serial Number: | 73666960 | |
| Serial Number: | 73667108 | |
| Serial Number: | 73835774 | STRASBOURG |
| Serial Number: | 73835963 | OLD ENGLISH TIPT |
| Serial Number: | 73836356 | CHANTILLY |
| Serial Number: | 74088195 | CHANTILLY |
| Serial Number: | 74148352 | MYTHOLOGIQUE |
| Serial Number: | 74148430 | OLD FRENCH |
| Serial Number: | 74148434 | OLD ORANGE BLOSSOM |
| Serial Number: | 74148500 | DAUPHIN |
| Serial Number: | 74148525 | EDGEMONT |
| Serial Number: | 74148666 | ROANOKE |
| Serial Number: | 74149008 | TOWNSEND |
| Serial Number: | 74268877 | |
| Serial Number: | 74589712 | BUTTERCUP |
| Registration Number: | 0934498 | |

CORRESPONDENCE DATA

Fax Number: (212)451-2222

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-451-2300

Email: mgrieco@olshanlaw.com

Correspondent Name: Olshan Grundman Frome Rosenzweig & Wolos

Address Line 1: 65 E 55th Street

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:

6888.013

NAME OF SUBMITTER:

Mary L. Grieco

Signature:

/mary grieco/

Date:

03/01/2010

Total Attachments: 11

TRADEMARK

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TRADEMARK ASSIGNMENT

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Stylesheet Version v1.1

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|-----------------------------------|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Lenox, Incorporated | | 07/19/2007 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Lifetime Brands, Inc. | | |
| Street Address: | 1000 Stewart Avenue | | |
| City: | Garden City | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 11530 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 33 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2042632 | BUTTERCUP | |
| Registration Number: | 1507297 | BUTTERCUP | |
| Registration Number: | 1529356 | | |
| Registration | | | |

TRADEMARK

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| Number: | 1468023 | |
| Registration Number: | 1652905 | CHANTILLY |
| Registration Number: | 1663380 | CHANTILLY |
| Registration Number: | 1468022 | |
| Registration Number: | 1533949 | |
| Registration Number: | 1824123 | DAUPHIN |
| Registration Number: | 1668255 | EDGEMONT |
| Registration Number: | 0184012 | "FAIRFAX" |
| Registration Number: | 1483936 | |
| Registration Number: | 1427983 | |
| Registration Number: | 1483935 | |
| Registration Number: | 1427986 | |
| Registration Number: | 0777006 | LA SCALA |
| Registration Number: | 1484837 | |
| Registration Number: | 1740915 | |
| Registration Number: | 1427984 | |
| Registration Number: | 0934498 | |
| Registration Number: | 0561950 | MELROSE |
| Registration Number: | 1669208 | MYTHOLOGIQUE |
| Registration Number: | 1308664 | NEWPORT SCROLL |
| Registration Number: | 1628940 | OLD ENGLISH TIPT |
| Registration | 1670983 | OLD FRENCH |

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|-----------------------------|---------|--------------------|
| Number: | | |
| Registration Number: | 1674819 | OLD ORANGE BLOSSOM |
| Registration Number: | 1667363 | ROANOKE |
| Registration Number: | 0561943 | RONDO |
| Registration Number: | 0774108 | ROSE TIARA |
| Registration Number: | 1636681 | STRASBOURG |
| Registration Number: | 1468021 | |
| Registration Number: | 1531672 | |
| Registration Number: | 1739260 | TOWNSEND |

| | |
|--|--|
| CORRESPONDENCE DATA | |
| Fax Number: | (212)451-2222 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | 212-451-2300 |
| Email: | mgrieco@olshanlaw.com |
| Correspondent Name: | Steven R. Gurksy |
| Address Line 1: | 65 E 55th Street |
| Address Line 2: | Olshan Grundman Frome Rosenzweig & Wolos |
| Address Line 4: | New York, NEW YORK 10022 |

| | |
|--------------------------------|----------------|
| ATTORNEY DOCKET NUMBER: | 06886.013 |
| NAME OF SUBMITTER: | Mary L. Grieco |
| Signature: | /mary grieco/ |
| Date: | 03/16/2009 |

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RECEIPT INFORMATION

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TRADEMARK

AMENDED ASSIGNMENT OF PROPRIETARY RIGHTS

This Amended Assignment (the "*Amended Assignment*") is made and entered into as of July 19, 2007, by and between Lenox, Incorporated, a New Jersey corporation ("*Assignor*"), and Lifetime Brands, Inc., a Delaware corporation ("*Assignee*").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement among Lenox Group, Inc., Assignor, and Assignee, dated July 19, 2007 (the "*Agreement*"); and

WHEREAS, pursuant to the terms and conditions of the Agreement, Assignor desires to assign to Assignee the trademarks and copyrights for the sterling silver products listed on Schedule 1.1(iii)(a) of the Agreement (collectively, the "*Marks*"), along with all other Proprietary Rights (as such term is defined in Section 1.1(iii) of the Agreement), if any, as set forth in Section 1.1(iii) of the Agreement.

NOW, THEREFORE, for good and valuable consideration received by Assignor from Assignee, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignor hereby sells, assigns, transfers and conveys to Assignee all rights, title and interest in and to the Marks, and any applications and registrations therefor, together with that part of the good will of the business associated with the use of and symbolized by the Marks, to be held and enjoyed by Assignee as fully and entirely as said interest could have been held and enjoyed by Assignor if this sale, assignment and transfer had not been made.
2. Assignor hereby sells, assigns, transfers and conveys to Assignee, to the extent transferable by Assignor, its entire right title and interest in, to and under the other Proprietary Rights, if any.

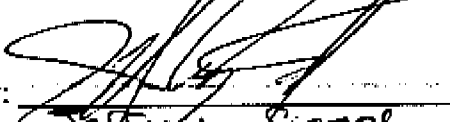
[signature page follows]

IN WITNESS WHEREOF, the parties herein have executed this Amended Assignment and Assumption Agreement as of the date set forth in the first paragraph.

Lenox, Incorporated

By:  12/22/09
Name: Carl Landeck
Title: Chief Liquidating Officer

Lifetime Brands, Inc.

By: 
Name: Jeffrey Siegel
Title: CEO + President

Schedule 1.1(iii)(a)1. GORHAM STERLING FLATWARE PATTERNS

| PATTERN NAME | REGISTERED TRADEMARK |
|-----------------------|--|
| ADAM | No - Common law only. |
| BEAD | No - Common law only. |
| BUTTERCUP | Yes. Also, TM registrations for "Design of Buttercup Knife" and "Design of Buttercup Fork & Spoon Handle". |
| CAMELLIA | No - Common law only. |
| CHANTILLY | Yes. Also, TM registrations for "Design of Chantilly Spoon & Fork" and "Design of Chantilly Knife Handle". |
| CHANTILLY GOLD | Chantilly - Yes. |
| CHRYSANTHEMUM | No - Common law only. |
| CLUNY | No - Common law only. |
| COLFAX | No - Common law only. |
| DAUPHIN | Yes. |
| EDGEMONT | Yes. |
| EDGEMONT GOLD | Edgemont - Yes. |
| EGLANTINE | No - Common law only. |
| FAIRFAX | No. TM registration for "Design of Fairfax Knife Handle". (TM Registration of "Fairfax (Stylized)" expired.) |
| FOUNTAINBLEAU | No - Common law only. |
| GORHAM STERLING SHELL | No - Common law only. |
| IRIS | No - Common law only. |
| KING CHARLES | No - Common law only. |

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| PATTERN NAME | REGISTERED TRADEMARK |
|--|--|
| KING EDWARD | No. TM Registration for "Design of King Edward Knife". |
| KING EDWARD WHITING | No - Common law only. |
| LA SCALA | Yes. Also, "Design of La Scala Knife" and "Design of La Scala Spoon & Fork". |
| LANCASTER ROSE | No - Common law only. |
| LILY | No - Common law only. |
| MASTERPIECE (Collection name for Adam, Bead, Colfax, Dauphin, Lily, Mythologique, New Mothers, Old Orange Blossom & Roanoke patterns.) | No - Common law only. |
| MEDICI | Yes. |
| MEDICI GOLD | Medici - Yes. |
| MELROSE | Yes. Also, "Design of Melrose Knife Handle". |
| MILLENNIUM ARCHIVE | No - Common law only. |
| MYTHOLOGIQUE | Yes. |
| NEW MOTHERS | No - Common law only. |
| NEWPORT SCROLL | Yes. |
| OLD ENGLISH TIPT | Yes. |
| OLD FRENCH | Yes. |
| OLD MEDICI | No - Common law only. |
| OLD ORANGE BLOSSOM | Yes. |
| ROANOKE | Yes. |
| ROCOCO | No - Common law only. |
| RONDO | Yes. |
| ROSE TIARA | Yes. |
| SEA SCULPTURE | No - Common law only. |

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| PATTERN NAME | REGISTERED TRADEMARK |
|----------------------------|--|
| ST. CLOUD | No - Common law only. |
| STRASBOURG | Yes. Also, "Design of Strasbourg Fork & Spoon Handle" and "Design of Strasbourg Knife Handle". |
| TOWNSEND | Yes. |
| WHITING LILY | No - Common law only. |
| WHITING LILY OF THE VALLEY | No - Common law only. |

2. GORHAM STERLING GIFTWARE

| PATTERN NAME | REGISTERED TRADEMARK | GIFTWARE GOODS |
|--------------|---|---|
| BUTTERCUP | Yes - for Baby & Child's Flatware. Other Goods: Common law only. | Baby & Child's Flatware, Letter Opener, Bell, Magnifying Glass, Tea Strainer, Bar Knife with Opener. |
| CHANTILLY | Yes - for Baby & Child's Flatware. Other Goods: Common law only. | Baby & Child's Flatware, Baby Cup, Dresser Set, Letter Opener, Bell, Tea Strainer, Bar Knife with Opener, Coffee Pot. |
| COLFAX | No - Common law only. | Letter Opener, Bell, Tea Strainer. |
| DAUPHIN | No - Common law only. | Letter Opener, Bell, Tea Strainer. |
| EDGEMONT | No - Common law only. | Letter Opener. |
| FAIRFAX | No - Common law only. | Baby & Child's Flatware, Letter Opener, Bell, Tea Strainer, Bar Knife with Opener. |

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| PATTERN NAME | REGISTERED TRADEMARK | GIFTWARE GOODS |
|---|---|--|
| GORHAM ANNUAL STERLING SNOWFLAKE ORNAMENT | "Gorham" registered for Christmas tree ornaments. | Christmas Ornaments. |
| GORHAM STERLING MINT JULEP | "Gorham" registered for sterling cups & goblets. | Mint Julep Cup. |
| GORHAM STERLING TEAPOT WITH LID | "Gorham" registered for sterling tea sets. | Teapot. |
| LA SCALA | No - Common law only. | Letter Opener. |
| LILY | No - Common law only. | Letter Opener. |
| MASTERPIECE (Collection name for Colfax, Dauphin, Lily & Old Orange Blossom patterns.) | No - Common law only. | Letter Openers, Bells, Magnifying Glasses, Tea Strainers. |
| MELROSE | Yes - for Holloware. | Letter Opener, Bell, Magnifying Glass, Tea Strainer. |
| OLD ENGLISH TIPT | No - Common law only. | Letter Opener, Magnifying Glass. |
| OLD ORANGE BLOSSOM | No - Common law only. | Letter Opener, Bell, Magnifying Glass, Tea Strainer. |
| PLYMOUTH | No - Common law only. | Tea Pot. |
| PURITAN | No - Common law only. | Goblet. |
| ROSE TIARA | No - Common law only. | Letter Opener. |
| STRASBOURG | Yes - for Baby & Child's Flatware. Other Goods: Common law only. | Baby & Child's Flatware, Letter Opener, Magnifying Glass, Bell, Bar Knife with Opener, Tea Strainer, Candlesticks. |
| VICTORIAN | No - Common law only. | Coffee Pot, Creamer. |
| WHITING LILY | No - Common law only. | Bell, Tea Strainer. |

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3. KIRK STIEFF STERLING FLATWARE PATTERNS

| PATTERN NAME | REGISTERED TRADEMARK |
|-------------------------|--|
| DANCING SURF | No - Common law only. |
| GOLDEN SELENE | No - Common law only. |
| GOLDEN WINSLOW | No - Common law only. |
| KIRK KING | No - Common law only. |
| LADY CLAIRE | No - Common law only. <i>(TM Registration of "Lady Claire" expired.)</i> |
| MAYFLOWER | No - Common law only. |
| OLD MARYLAND ENGRAVED | No - Common law only. |
| OLD MARYLAND PLAIN | No - Common law only. |
| PARAMOUNT | No - Common law only. |
| REPOUSSE | No - Common law only. |
| SELENE | No - Common law only. |
| STIEFF ROSE | No - Common law only. |
| VERANDA | No - Common law only. |
| WILLIAMSBURG QUEEN ANNE | No. License Agreement with Colonial Williamsburg Foundation. |
| WILLIAMSBURG SHELL | No. License Agreement with Colonial Williamsburg Foundation. |
| WINSLOW | No - Common law only. |
| WORTHINGTON | No - Common law only. |
| WORTHINGTON GOLD | No - Common law only. |

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4. **KIRK STIEFF STERLING GIFTWARE**

| PATTERN NAME | REGISTERED TRADEMARK | GIFTWARE GOODS |
|------------------------------|--|--|
| HEART BON BON SPOON | No - Common law only. | Sterling bon bon spoon. |
| KIRK STIEFF STERLING TUMBLER | No - Common law only. | Sterling tumbler. |
| OLD MARYLAND ENGRAVED | No - Common law only. | Baby & Child's Flatware, Bell, Tea Strainer, Letter Opener. |
| OLD MARYLAND PLAIN | No - Common law only. | Baby & Child's Flatware, Letter Opener, Magnifying Glass. |
| REPOUSSE | No - Common law only. | Baby & Child's Flatware, Bell, Tea Strainer, Bar Knife with Opener, Letter Opener, Magnifying Glass. |
| SMITHSONIAN FLATWARE SPOON | No. License Agreement with Smithsonian Institute. | Sterling spoon. |
| STIEFF ROSE | No - Common law only. | Baby & Child's Flatware, Letter Opener. |
| WILLIAMSBURG QUEEN ANNE | No. License Agreement with Colonial Williamsburg Foundation. | Baby Flatware. |
| WILLIAMSBURG SHELL | No. License Agreement with Colonial Williamsburg Foundation. | Baby Flatware. |

5. The following design patents were found in Seller's archival materials, which were secured by Gorham prior to Seller's acquisition of Gorham. Seller makes no representation as to its ownership, or the transferability, of the patents listed below.

| Design Patent | Country/Pat. No. | Pat. Date |
|---|------------------|------------|
| Trilogy Fork or Spoon Handle Design | U.S. 287,804 | 1/20/1987 |
| Classic Key Fork or Spoon Handle Design | U.S. 271,838 | 12/20/1983 |
| Melon Bud Fork or Spoon Handle Design | U.S. 271,738 | 12/13/1983 |
| Jar Cap Design | U.S. 271,750 | 12/13/1983 |
| Valcourt Flatware Design | Japan 665,412 | 8/19/1985 |
| Classic Key Flatware Design | Japan 686,978 | 5/29/1986 |
| Melon Bud Flatware Design | Japan 660,167 | 6/17/1985 |

07/19/07