

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM408675

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/05/2016

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FRANCIS I ACQUISITION CORP.		12/05/2016	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Lifetime Brands, Inc.
Street Address:	1000 STEWART AVE.
City:	GARDEN CITY
State/Country:	NEW YORK
Postal Code:	11530
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	1422895	HOUSEWORKS
Registration Number:	1899459	PROFESSIONAL PERFORMANCE
Registration Number:	2130599	SITLAX
Registration Number:	2465948	ORANGEX
Registration Number:	2334481	
Registration Number:	2448401	OJEX
Registration Number:	2745904	
Registration Number:	2656368	PEEL-AWAY
Registration Number:	2807174	HOUSEWORKS
Registration Number:	3555041	SLICE SOLUTIONS
Registration Number:	2953147	ADVANCED PERFORMANCE
Registration Number:	2953674	HOUSEWORKS
Registration Number:	3011216	RUB·A·WAY
Registration Number:	3236009	
Registration Number:	3126623	SWING-A-WAY
Registration Number:	4052872	FILL N' GRILL
Registration Number:	4606620	ARMOR-GLIDE
Registration Number:	4639758	THE BAKING EXPERTS

TRADEMARK

CORRESPONDENCE DATA**Fax Number:** 6318440080

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 6318440080**Email:** john@tb-iplaw.com**Correspondent Name:** John G. Tutunjian**Address Line 1:** 401 Broadhollow Road**Address Line 2:** Suite 402**Address Line 4:** Melville, NEW YORK 11743

NAME OF SUBMITTER:	John G. Tutunjian
---------------------------	-------------------

SIGNATURE:	/j. tutunjian/
-------------------	----------------

DATE SIGNED:	12/13/2016
---------------------	------------

Total Attachments: 3

source=LIFETIME BRANDS INC - DE - Merger#page1.tif

source=LIFETIME BRANDS INC - DE - Merger#page2.tif

source=LIFETIME BRANDS INC - DE - Merger#page3.tif

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"FRANCIS I ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "LIFETIME BRANDS, INC." UNDER THE NAME OF "LIFETIME BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIFTH DAY OF DECEMBER, A.D. 2016, AT 5:26 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

2024122 8100M
SR# 20166916609

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203460160
Date: 12-06-16

TRADEMARK
REEL: 005947 FRAME: 0186

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
FRANCIS I ACQUISITION CORP.
INTO
LIFETIME BRANDS, INC.**

Lifetime Brands, Inc., a Delaware corporation (hereinafter, the "Corporation"), does hereby certify that:

1. The Corporation is a business corporation of the State of Delaware.
2. The Corporation is the record and beneficial owner of all of the issued and outstanding shares of capital stock of Francis I Acquisition Corp., a Delaware corporation (the "Subsidiary").
3. On December 2, 2016, the Board of Directors of the Corporation duly adopted the resolutions attached hereto as Exhibit A by unanimous written consent to merge the Subsidiary with and into the Corporation.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by Jeffrey Siegel, its Chairman and Chief Executive Officer, this 5th day of December, 2016.

LIFETIME BRANDS, INC.

By: _____

Name: Jeffrey Siegel

Title: Chairman and Chief Executive Officer

EXHIBIT A

**RESOLUTIONS OF
THE BOARD OF DIRECTORS OF
LIFETIME BRANDS, INC.**

WHEREAS, Lifetime Brands, Inc., a Delaware corporation (the "Corporation"), is the record and beneficial owner of all of the issued and outstanding shares of capital stock of Francis I Acquisition Corp., a Delaware corporation (the "Subsidiary");

WHEREAS, the Corporation desires to merge the Subsidiary with and into the Corporation, which shall be the surviving corporation pursuant to provisions of Section 253 of the Delaware General Corporation Law.

NOW THEREFORE, BE IT RESOLVED, that the Subsidiary be merged with and into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of the Subsidiary be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were held and enjoyed by the Subsidiary in its name; and it is further

RESOLVED, that upon the effectiveness of the merger of the Subsidiary with and into the Corporation, the Corporation shall assume all of the liabilities and obligations of the Subsidiary, and the Subsidiary shall cease to exist as a separate entity; and it is further

RESOLVED, that the directors, officers, certificate of incorporation and by-laws of the Corporation existing immediately prior to the merger of the Subsidiary with and into the Corporation shall continue in effect after said merger, and all of the shares of capital stock issued by the Subsidiary and outstanding immediately prior to said merger shall be cancelled by virtue of said merger; and it is further

RESOLVED, that the officers of the Corporation, and each of them, are hereby authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver for filing with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger setting forth a copy of these resolutions and containing such other items and matters as may be prescribed by the laws of the State of Delaware, and to execute, file and/or record such other certificates, documents and instruments, and to take all such other and further action, as may be necessary or appropriate to effect the merger of the Subsidiary with and into the Corporation or to otherwise carry out the purpose and intent of these resolutions, the execution, delivery, filing and/or recording of same, or the taking of such action, to be conclusive evidence of the approval thereof; and it is further

RESOLVED, that the officers of the Corporation, and each of them, are hereby authorized, empowered and directed, to execute and deliver all resolutions, written consents, actions and votes, as may be necessary or desirable in the name and on behalf of the Corporation in its capacity as the sole shareholder of the Subsidiary, to effectuate the merger of the Subsidiary into the Corporation.

TRADEMARK