

**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
The Bank Of New York		10/31/2006	CORPORATION: NEW YORK
Lifetime Hoan Corporation		10/31/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	HSBC Bank, National Association
Street Address:	534 Broadhollow Road
City:	Melville
State/Country:	NEW YORK
Postal Code:	11747
Entity Type:	National Banking Association: UNITED STATES

**PROPERTY NUMBERS Total: 42**

Property Type	Number	Word Mark
Registration Number:	1644381	KAMENSTEIN
Registration Number:	1551016	KAMENSTEIN
Registration Number:	1663396	
Registration Number:	1597472	
Registration Number:	1639374	NOVELTEAS
Registration Number:	2273031	PARTY HANDS
Registration Number:	2041874	TASTE TINGS
Registration Number:	1848211	TEACATTLE
Registration Number:	2273087	WORLD OF MOTION
Registration Number:	1554417	ARMSTRONG FORGE
Registration Number:	1885833	BAR-TECH
Registration Number:	1589744	
Registration Number:	1985102	HEALTHWORKS

OP \$1065.00 1644381

Registration Number:	0733057	HOFFRITZ
Registration Number:	1150248	HOFFRITZ TOP OF THE LINE
Registration Number:	1297064	HOFFRITZ INTERNATIONAL
Registration Number:	1351378	HOFFRITZ
Registration Number:	1369528	HOFFRITZ FOR CUTLERY
Registration Number:	2338919	PLATINUM SERIES
Registration Number:	1715072	LIFETIME CUTLERY
Registration Number:	1857127	MASTER GRIPS
Registration Number:	2037596	NEVER A DULL MOMENT
Registration Number:	1727077	OLD HOMESTEAD
Registration Number:	1410179	PARIS SPLENDOR
Registration Number:	1884980	SMART CHOICE
Registration Number:	2026241	SMART CHOICE
Registration Number:	2299058	STAINLESS SOFT GRIPS
Registration Number:	1730673	TRISTAR
Registration Number:	1483098	TRISTAR
Registration Number:	1901631	THERMO GENEVE
Registration Number:	1928634	ULTRA EDGE
Registration Number:	2040952	ULTRAPRO
Registration Number:	2396205	ULTRASHARP PRO
Registration Number:	1972638	ROSHCO
Registration Number:	2079735	ROSHCO
Registration Number:	1346258	BAKER'S ADVANTAGE
Registration Number:	1279006	BAKERS ADVANTAGE
Registration Number:	2448150	BAKER'S DELIGHT
Registration Number:	2039133	TILEWARE
Registration Number:	2104223	LA MAISON LA CUISINE BELLE ET BONNE
Registration Number:	1871935	GARDEN VARIETEAS
Serial Number:	75450350	HOFFRITZ

**CORRESPONDENCE DATA**

Fax Number: (516)357-3333  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 516-357-3193  
Email: edward.mangano@rivkin.com  
Correspondent Name: Edward P. Mangano

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Address Line 2: 10th floor West Tower  
Address Line 4: Uniondale, NEW YORK 11556-0926

ATTORNEY DOCKET NUMBER:	7566-2
NAME OF SUBMITTER:	Edward P. Mangano, Attorney
Signature:	/epm/
Date:	11/29/2006

Total Attachments: 6  
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**ASSIGNMENT OF GRANT OF SECURITY  
INTEREST IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **THE BANK OF NEW YORK**, with an office at One Wall Street, New York, New York 10286, as former administrative agent (in such capacity, the "*Original Grantee*") for certain lenders (the "*Lenders*"), hereby assigns to **HSBC BANK USA, NATIONAL ASSOCIATION**, as successor to the interest of Original Grantee, with an office at 534 Broadhollow Road, Melville, New York 11747 (in such capacity, the "*Successor Grantee*"), all of the Original Grantee's right, title and interest in, to and under that certain Security Agreement (Trademarks), dated as of November 8, 2001 (the "*Granting Agreement*"), by **LIFETIME HOAN CORPORATION** (now know as Lifetime Brands, Inc.), a Delaware corporation with its principal office at One Merrick Avenue, Westbury, New York 11590 (the "*Assignor*"), in favor of Original Grantee, granting a collateral security interest in those trademarks set forth on Schedule A attached hereto and recorded in the United States Patent and Trademark Office on December 19, 2001, Reel/Frame 002411/0324.

The Assignor hereby acknowledges and agrees that after giving effect to this Assignment, the security interests and assignments previously granted by Assignor in favor of Original Grantee, in its capacity as administrative agent for the benefit of the Lenders, pursuant to the Granting Agreement shall continue in full force and effect for the benefit of Successor Grantee in its capacity as administrative agent for the benefit of the Lenders, and Assignor hereby reaffirms all of such security interest grants and assignments and its obligations under the Granting Agreement.

*[Remainder of this page intentionally left blank; signature page follows.]*

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Grant of Security Interests in United States Trademarks as of the 31<sup>st</sup> day of October 2006.

ASSIGNOR:

**LIFETIME BRANDS, INC.** (formerly known as Lifetime Hoan Corporation)

By:   
Robert McNally  
Chief Financial Officer

ORIGINAL GRANTEE:

**THE BANK OF NEW YORK**, as former Administrative Agent

By: \_\_\_\_\_  
Name:  
Title:

SUCCESSOR GRANTEE:

**HSBC BANK USA, NATIONAL ASSOCIATION**, as Administrative Agent

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Grant of Security Interests in United States Trademarks as of the 31<sup>st</sup> day of October 2006.

ASSIGNOR:

**LIFETIME BRANDS, INC.** (formerly known as Lifetime Hoan Corporation)

By: \_\_\_\_\_  
Robert McNally  
Chief Financial Officer

ORIGINAL GRANTEE:

**THE BANK OF NEW YORK**, as former Administrative Agent

By: \_\_\_\_\_  
Name: *James B. Fallon*  
Title: *MD*

SUCCESSOR GRANTEE:

**HSBC BANK USA, NATIONAL ASSOCIATION**, as Administrative Agent

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Grant of Security Interests in United States Trademarks as of the 31<sup>st</sup> day of October 2006.

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Chief Financial Officer

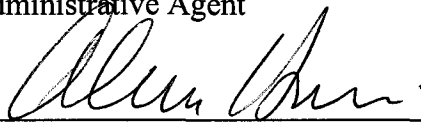
ORIGINAL GRANTEE:

**THE BANK OF NEW YORK**, as former Administrative Agent

By: \_\_\_\_\_  
Name:  
Title:

SUCCESSOR GRANTEE:

**HSBC BANK USA, NATIONAL ASSOCIATION**, as Administrative Agent

By:  \_\_\_\_\_  
Name: ALAN HARRIS  
Title: VICE PRESIDENT

**Schedule A**

**Trademark Collateral**

<b><u>MARK</u></b>	<b>REGISTRATION NO.</b>	<b><u>DATE ISSUED</u></b>
Kamenstein	1644381	May 14, 1991
Kamenstein	1551016	August 8, 1989
Miscellaneous Design (Desk Organizer)	1663396	November 5, 1991
Miscellaneous Design (Gadget Organizer)	1597472	May 22, 1990
Novelteas	1639374	March 26, 1991
Party Hands	2273031	August 24, 1999
Taste Tings (Stylized)	2041874	March 4, 1997
Teacattle	1848211	August 2, 1994
World of Motion	2273087	August 24, 1999
Armstrong Forge	1554417	
Bar-tech	1885833	
Hoan Wave	1589744	
Healthworks	1985102	
Hoffritz Name	0733057	
Hoffritz Top of the Line	1150248	
Hoffritz International	1297064	
Hoffritz	1351378	
Hoffritz for Cutlery	1369528	
Hoffritz Platinum Series	2338919	
Lifetime Cutlery	1715072	
Master Grips	1857127	
Never a Dull Moment	2037596	
Old Homestead	1727077	
Paris Splendor	1410179	
Smart Choice (1)	1884980	
Smart Choice (2)	2026241	
Stainless Soft Grips	2299058	



Tristar (Principal)	1730673
Tristar & Design	1483098
Thermo Geneve	1901631
Ultra Edge	1928634
Ultrapro	2040952
Ultrasharp Pro	2396205

**ROSHCO:**

Roshco	1972638
Roshco	2079735
Baker's Advantage	1346258
Baker's Advantage	1279006
Baker's Delight	2448150
Tileware	2039133
La Maison La Cuisine Belle Et Bonne	2104223

Garden Varieteas	1871935
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January 3, 1995

**PENDING:**

Hoffritz (IC 021)	serial 75/450350
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filing date: March 16, 1998