

Form PTO-1594 (Rev. 07/05)
OMB Collection 0351-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

83507-33

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Hamilton Beach Brands, Inc.
(f/k/a Hamilton Beach/Proctor-Silex, Inc.)

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) May 9, 2008

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: UBS AG, Stamford Branch, as agent

Internal Address: _____

Address: _____

Street Address: 677 Washington Blvd.

City: Stamford

State: CT

Country: USA Zip: 06901

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No (s) _____

B. Trademark Registration No.(s) _____

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn LLP

Street Address: 35 W. Wacker Dr.

City: Chicago

State: IL Zip: 60601

Phone Number: 312-558-6352

Fax Number: 312-558-5700

Email Address: lkonrath@winston.com

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 165

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

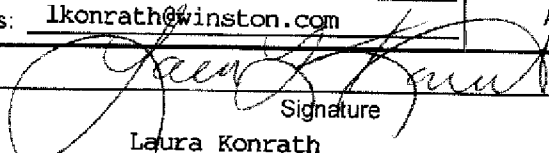
8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 232428

Authorized User Name Laura Konrath

9. Signature:



Signature

Laura Konrath

Name of Person Signing

5/13/08
Date

Total number of pages including cover sheet, attachments, and document: _____

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$165.00 232428 3373655

Continuation Item 4

Monday, April 28, 2008

Trademark List

Page: 1

Client/Matter #/Subcase Trademark	Status	Application Class(es)	Registration Number/Date	Number/Date
1 DRY IT FASTER. WEAR IT SOONER	210499.1286/ United States of America	Registered 11 Int.	77/086,245 19-Jan-2007	3,373,655 22-Jan-2008
2 ECLECTRICS	210499.1370/ United States of America	Registered 07 Int., 11 Int.	77/211,537 21-Jun-2007	3,372,708 22-Jan-2008
3 LIQUID BLU	210499.1285/ United States of America	Registered 07 Int.	77/082,867 15-Jan-2007	3,373,650 22-Jan-2008
4 SMOOTH TOUCH	210499.1296/ United States of America	Registered 07 Int.	77/097,678 02-Feb-2007	3,386,097 19-Feb-2008
5 SOFT GRIP	210499.1369/ United States of America	Registered 09 Int.	77/215,269 26-Jun-2007	3,372,729 22-Jan-2008
6 TESTED IN OUR LAB. PROVEN IN YOUR HOME	210499.1189/ United States of America	Registered 07 Int., 09 Int., 11 Int.	78/852,922 03-Apr-2006	3,370,650 15-Jan-2008

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement, dated as of May 31, 2007 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement"), by and among Hamilton Beach Brands, Inc. (f/k/a Hamilton Beach/Proctor-Silex, Inc.), the other Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and UBS AG, STAMFORD BRANCH, as administrative agent (the "Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
See attached		

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
See attached		

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

HAMILTON BEACH BRANDS, INC.
(f/k/a Hamilton Beach/Proctor-Silex, Inc.)

By: *James H. Taylor*
Name: JAMES H. TAYLOR
Title: VP, CFO & TREASURER

Acknowledged and Accepted:

UBS AG, STAMFORD BRANCH,
as Agent

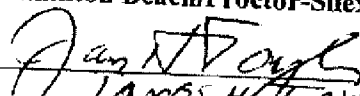
By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

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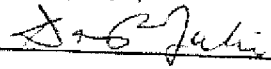
HAMILTON BEACH BRANDS, INC.
(f/k/a Hamilton Beach/Proctor-Silex, Inc.)

By: 
Name: JAMES H. TAYLOR
Title: VP, CFO & TREASURER

Acknowledged and Accepted:

UBS AG, STAMFORD BRANCH,
as Agent

By: 
Name: Richard L. Tavrow
Title: Director
Banking Products
Services, US

By: 
Name: David B. Julie
Title: Associate Director
Banking Products
Services, US

Monday, April 28, 2008

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