

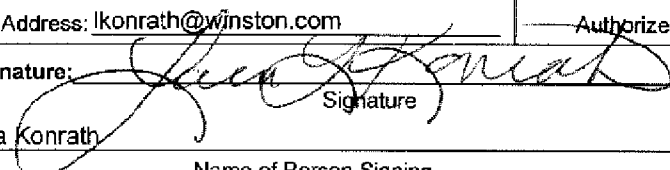
Form PTO-1594 (Rev. 11/08)  
OMB Collection 0651-0027 (exp. 12/31/2008)

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

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY 83507-33 ①

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

<b>1. Name of conveying party(ies):</b> Hamilton Beach Brands Inc.  <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation- State: _____ <input type="checkbox"/> Other _____ Citizenship (see guidelines) _____ Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<b>2. Name and address of receiving party(ies)</b> <input type="checkbox"/> Yes Additional names, addresses, or citizenship attached? <input checked="" type="checkbox"/> No  Name: <u>UBS AG, Stamford Branch, as agent</u> Internal Address: _____ Street Address: <u>677 Washington Blvd.</u> City: <u>Stamford</u> State: <u>CT</u> Country: <u>USA</u> Zip: <u>06901</u> <input type="checkbox"/> Association      Citizenship _____ <input type="checkbox"/> General Partnership      Citizenship _____ <input type="checkbox"/> Limited Partnership      Citizenship _____ <input type="checkbox"/> Corporation      Citizenship _____ <input type="checkbox"/> Other _____      Citizenship _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)	
<b>3. Nature of conveyance /Execution Date(s) :</b> Execution Date(s) <u>November 18, 2008</u> <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Notice of Grant of Security Interest in Trademarks</u>		<b>4. Application number(s) or registration number(s) and identification or description of the Trademark.</b> A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>3,481,397</u>  Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
<b>C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):</b>  			
<b>5. Name &amp; address of party to whom correspondence concerning document should be mailed:</b> Name: <u>Laura Konrath</u> Internal Address: <u>Winston &amp; Strawn LLP</u> Street Address: <u>35 W. Wacker Dr.</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60601</u> Phone Number: <u>312-558-6352</u> Fax Number: <u>312-558-5700</u> Email Address: <u>lkonrath@winston.com</u>		<b>6. Total number of applications and registrations involved:</b> <span style="border: 1px solid black; padding: 2px 10px;">1</span>	
<b>7. Total fee (37 CFR 2.6(b)(6) &amp; 3.41 )</b> \$ <u>40.00</u> <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed		<b>8. Payment Information</b>  b. Deposit Account Number <u>232428</u> Authorized User Name <u>Laura Konrath</u>	
<b>9. Signature:</b>  Signature Date <u>12/10/08</u> Name of Person Signing <u>Laura Konrath</u>		Total number of pages including cover sheet, attachments, and document: <span style="border: 1px solid black; padding: 2px 10px;"> </span>	

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

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**EXECUTION**

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>
<b>See attached</b>		

TRADEMARK APPLICATIONS

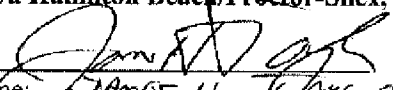
<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
<b>See attached</b>		

NY:1207714.2

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:   
Name: JAMES H. CALKINS  
Title: VP, CFO & LEGAL COUNSEL

Acknowledged and Accepted:

**UBS AG, STAMFORD BRANCH,**  
as Agent

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

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

Dated as of November 18, 2008

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.

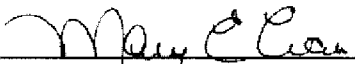
Very truly yours,

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

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

Acknowledged and Accepted:

**UBS AG, STAMFORD BRANCH,**  
as Agent

By:   
Name: Mary E. Evans  
Title: Associate Director

By:   
Name: Iria R. Otsa  
Title: Associate Director

Dated as of November 18, 2008

September 30, 2008

**Trademark List**

Page: 1

<b>Client/Matter #/Subcase</b>	<b>Status</b>	<b>Application Number/Date</b>	<b>Class(es)</b>	<b>Registration Number/Date</b>
<b>THE PERFECT ICE BREAKER</b>	Registered United States of America	77/113,653 22-Feb-2007	07 Int.	3,481,397 5-Aug-2008