

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Lenox, Incorporated		07/19/2007	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Lifetime Brands, Inc.
<b>Street Address:</b>	1000 Stewart Avenue
<b>City:</b>	Garden City
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	11530
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 33**

Property Type	Number	Word Mark
Registration Number:	2042632	BUTTERCUP
Registration Number:	1507297	BUTTERCUP
Registration Number:	1529356	
Registration 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	

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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 Number:	1670983	OLD FRENCH
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  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
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

Total Attachments: 9  
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## ASSIGNMENT OF PROPRIETARY RIGHTS

This Assignment (the "*Assignment*") is made and entered into as of July 19, 2007, by and between Lenox, Incorporated, a Minnesota 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) (a copy of which is attached hereto) 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 Assignment as of the date set forth in the first paragraph.

**Lenox, Incorporated**

By:   
Name: Marc L. Pfeiffer  
Title: CEO

**Lifetime Brands, Inc.**

By: \_\_\_\_\_  
Name: Jeffrey Siegel  
Title: Chief Executive Officer and President

*Signature Page to Assignment*

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

**Lenox, Incorporated**

By: \_\_\_\_\_  
Name: Bret Rattray  
Title: President and Chief Marketing Officer

**Lifetime Brands, Inc.**

By: \_\_\_\_\_  
Name: Jeffrey Siegel  
Title: Chief Executive Officer and President

*Signature Page to Assignment*

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". ( <i>TM Registration of "Fairfax (Stylized)" expired.</i> )
FOUNTAINBLEAU	No -- Common law only.
GORHAM STERLING SHELL	No -- Common law only.
IRIS	No -- Common law only.
KING CHARLES	No -- Common law only.

07/19/07

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.

07/19/07



<b>PATTERN NAME</b>	<b>REGISTERED TRADEMARK</b>
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

<b>PATTERN NAME</b>	<b>REGISTERED TRADEMARK</b>	<b>GIFTWARE GOODS</b>
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.

07/19/07

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 TLARA	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.

07/19/07

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.

07/19/07

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