

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (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.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- 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 18, 2009

- 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, agent

Internal

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 "SEE ATTACHED" See Attached

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 L. Konrath

Internal Address: Winston & Strawn LLP

35 W. Wacker Drive

Street Address:

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:**

115

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$** 4

- 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 L. Konrath

**9. Signature:**

[Signature]  
Signature

5/21/09  
Date

Name of Person Signing

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 \$115.00 232428 3571934

# CITIZENSHIP OF ITEM 2

UBS AG, STAMFORD BRANCH is the Connecticut-based, capital markets focused arm of UBS AG, a Swiss banking corporation, regulated in the United States by the Federal Reserve. .

**TRADEMARK**

**REEL: 003991 FRAME: 0397**

Continuation Item 7

**Trademark List By Trademark**

Page: 1

Trademark	Client/Matter #/Subcase Country Name	Serial Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
FRESH ESSENTIALS	210499.1456 / United States of America	77491.380 05-Jun-2008	25-Nov-2008	3,571,994 15-Feb-2009	Registered 10-Feb-2019
	Attorney Docket #: 10499-1456US Attorney(s): LAG Client Name: Hamilton Beach Brands, Inc. Owner Name: Hamilton Beach Brands, Inc. Agent Name: Class/Type: 05 Int.				
HAMILTON BEACH & DESIGN	210499.1353 / Mexico	857690 26-May-2007		1078753 14-Jan-2009	Registered 29-May-2017
	Attorney Docket #: REG / LAG Attorney(s): Hamilton Beach Brands, Inc. Client Name: Hamilton Beach Brands, Inc. Owner Name: Hamilton Beach Brands, Inc. Agent Name: OLIVARES & CIA. Class/Type: 21 Int.				
KITCHEN WORKS	210499.0604 / Canada	1021219 (1) 12-Jul-2002		545253 07-Jan-2009	Registered 07-Jan-2024
	Attorney Docket #: 10499-604CA Attorney(s): REG / LAG Client Name: Hamilton Beach Brands, Inc. Owner Name: Hamilton Beach Brands, Inc. Agent Name: Smart & Biggar Class/Type: 00 National				
SMARTTOAST	210499.1448 / United States of America	77481.945 23-May-2008	28-Oct-2008	3,560,409 13-Jan-2009	Registered 13-Jan-2019
	Attorney Docket #: 10499-1448US Attorney(s): REG / LAG Client Name: Hamilton Beach Brands, Inc. Owner Name: Hamilton Beach Brands, Inc. Agent Name: Class/Type: 11 Int.				
STAY OR GO	210499.1467 / United States of America	77551.201 20-Aug-2008	19-Jan-2009	3,568,053 31-Mar-2009	Registered 31-Mar-2019
	Attorney Docket #: 10499-1467US				

<https://cpi.panitchlaw.com/CPIWebTmk/rptTrademarkListComp.asp?sProcessFor=rptTrademarkList&sMainSrc=rptTrademark...> 4/21/2009

1

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TRADEMARK

REEL: 003991 FRAME: 0398

### Trademark List By Trademark

Page: 2

Trademark	Client/Matter #/Subcase Country Name	Serial Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
TESTED, PROVEN	210499.1327 / United States of America	77/182.685 16-May-2007	05-Nov-2007	3,586,518 24-Mar-2009	Registered 24-Mar-2013

**A**

Attorney Docket #:   
 Attorney(s): REG / LAG   
 Client Name: Hamilton Beach Brands, Inc.   
 Owner Name: Hamilton Beach Brands, Inc.   
 Agent Name:   
 Class/Type: 07 Int.; 08 Int.; 11 Int.

Client Ref.:

Agent Reference:

<https://cpi.panitchlaw.com/CPiWebTmk/rptTrademarkListComp.asp?sProcessForm=rptTrademarkList&sMainSrc=rptTrademark...> 4/21/2009

## 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 Obligors 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>		

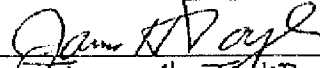
TRADEMARK APPLICATIONS

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

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. TAYLOR  
Title: Vice President, CFO & Treasurer

Acknowledged and Accepted:

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

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

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

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

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

**Trademark List By Trademark**

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FRESH ESSENTIALS	210499-1456 / United States of America Attorney Docket #: 10499-1456US Attorney(s): LAG Client Name: Hamilton Beach Brands, Inc. Owner Name: Hamilton Beach Brands, Inc. Agent Name: Class/Type: 05 Int.	77491,380 05-Jun-2008	25-Nov-2008	3,571,934 10-Feb-2009	Registered 10-Feb-2019
	Client Ref.: 775210232-TM08.018 Agent Reference:				
HAMILTON BEACH & DESIGN	210499-1353 / Mexico Attorney Docket #: REG / LAG Attorney(s): Hamilton Beach Brands, Inc. Client Name: Hamilton Beach Brands, Inc. Owner Name: Hamilton Beach Brands, Inc. Agent Name: OLIVARES & CIA. Class/Type: 21 Int.	857690 29-May-2007		1078733 14-Jan-2009	Registered 29-May-2017
	Client Ref.: 775210232-TM07.038 Agent Reference:				
KITCHEN WORKS	210499-0804 / 1 Canada Attorney Docket #: 10499-604CA Attorney(s): REG / LAG Client Name: Hamilton Beach Brands, Inc. Owner Name: Hamilton Beach Brands, Inc. Agent Name: Smart & Biggar Class/Type: 08 National	1021219 (1) 12-Jul-2002		545293 07-Jan-2009	Registered 07-Jan-2024
	Client Ref.: 433944-TM02.031 Agent Reference:				
SMARTTOAST	210499-1448 / United States of America Attorney Docket #: 10499-1448US Attorney(s): REG / LAG Client Name: Hamilton Beach Brands, Inc. Owner Name: Hamilton Beach Brands, Inc. Agent Name: Class/Type: 11 Int.	77481,945 23-May-2008	28-Oct-2008	3,560,409 13-Jan-2009	Registered 13-Jan-2019
	Client Ref.: 775210232-TM08.014 Agent Reference:				
STAY OR GO	210499-1467 / United States of America Attorney Docket #: 10499-1467US	77551,201 20-Aug-2008	13-Jan-2009	3,588,063 31-Mar-2009	Registered 31-Mar-2019

<https://cpi.panitchlaw.com/CPIWebTmk/rptTrademarkListComp.asp?sProcessFor=rptTrademarkList&sMainSrc=rptTrademark...> 4/21/2009



CPI Trademark System Web Access Module | Panitch Schwarze Belisario & Nadel, LLP - Trademark List Report

Attorney(s): REG / LAG  
Client Name: Hamilton Beach Brands, Inc.  
Owner Name: Hamilton Beach Brands, Inc.  
Agent Name:  
Class/Type: 07 Int.; 11 Int.  
Client Ref.: 775210232-TM03.021  
Agent Reference:

<http://www.panitchlaw.com/CPIWebTrmlrmlTrademarkList.htm?ProcessForm=tmTrademarkList&sMainSite=tmTrademark> 4/20/2009

### Trademark List By Trademark

Page: 2

Trademark	Client/Matter #/Subcase Country Name	Serial Number/Date	Publication Number/Date	Registration Number/Date	Status Next Renewal
TESTED, PROVEN	210498.1327 / United States of America	77/182,885 16-May-2007	06-Nov-2007	3,566,519 24-Mar-2009	Registered 24-Mar-2019

Attorney Docket #:   
 Attorney(s): REG / LAG   
 Client Name: Hamilton Beach Brands, Inc.   
 Owner Name: Hamilton Beach Brands, Inc.   
 Agent Name:   
 Class/Type: 07 Int; 08 Int; 11 Int.

Client Ref.:   
 Agent Reference:

<https://cpi.panitchlaw.com/CPIWebTmk/rptTrademarkListComp.asp?sProcessFor=rptTrademarkList&sMainSrc=rptTrademark...> 4/21/2009