

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/28/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Syratech Acquisition Corporation		12/28/2010
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Lifetime Brands, Inc.		
Street Address:	1000 Stewart Avenue		
City:	Garden City		
State/Country:	NEW YORK		
Postal Code:	11530		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3909345	WALLACE
CORRESPONDENCE DATA			
Fax Number:	2124512222		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	mgrieco@olshanlaw.com		
Correspondent Name:	Mary L. Grieco c/o Olshan		
Address Line 1:	65 E. 55th St.		
Address Line 2:	Park Avenue Tower		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	6886.021		
NAME OF SUBMITTER:	Mary L. Grieco		
Signature:	/marylgrieco/		

CH \$40.00 3909345

Date:

11/20/2013

**Total Attachments: 5**

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# Delaware

PAGE 1

*The First State*

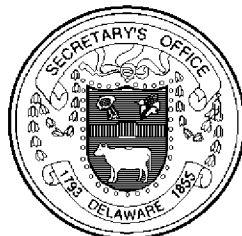
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"OUTLET RETAIL STORES, INC.", A DELAWARE CORPORATION,  
"SYRATECH ACQUISITION CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "LIFETIME BRANDS, INC." UNDER THE NAME OF  
"LIFETIME BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2010, AT  
1:31 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

2024122 8100M

101237937



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8456453

DATE: 12-28-10

TRADEMARK  
REEL: 005158 FRAME: 0096

**CERTIFICATE OF OWNERSHIP AND MERGER**  
of  
**SYRATECH ACQUISITION CORPORATION,**  
and  
**OUTLET RETAIL STORES, INC.,**  
into  
**LIFETIME BRANDS, INC.**  
(Pursuant to Section 253 of the General  
Corporation Law of Delaware)

**Lifetime Brands, Inc.**, a Delaware corporation (hereinafter, the "Corporation"), does hereby certify that:

1. The Corporation is a business corporation of the State of Delaware.
2. The Corporation is the record and beneficial owner of all of the issued and outstanding shares of capital stock of each of **Syratech Acquisition Corporation**, a Delaware corporation ("SAC") and **Outlet Retail Stores, Inc.**, a Delaware corporation ("ORSI") and together with **SAC** and **ORSI**, the "Subsidiaries".
3. On December 15, 2010, the Board of Directors of the Corporation duly adopted the resolutions attached hereto as Exhibit A by unanimous written consent to merge the Subsidiaries with and into the Corporation.

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:37 PM 12/28/2010  
FILED 01:31 PM 12/28/2010  
SRV 101237937 - 2024122 FILE*

**TRADEMARK**  
**REEL: 005158 FRAME: 0097**

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by Jeffrey Siegel, its President and Chief Executive Officer, this 28<sup>th</sup> day of December, 2010.

LIFETIME BRANDS, INC.

By: 

Name: Jeffrey Siegel

Title: President and Chief Executive Officer

**EXHIBIT A**

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
LIFETIME BRANDS, INC.**

**WHEREAS**, Lifetime Brands, Inc., a Delaware corporation (the "Corporation"), is the record and beneficial owner of all of the issued and outstanding shares of capital stock of each of Syratech Acquisition Corporation, a Delaware corporation ("SAC") and Outlet Retail Stores, Inc., a Delaware corporation ("ORSI" and together with SAC the "Subsidiaries");

**WHEREAS**, the Corporation desires to merge each of the Subsidiaries with and into the Corporation, which shall be the surviving corporation pursuant to provisions of Section 253 of the Delaware General Corporation Law.

**NOW THEREFORE, BE IT RESOLVED**, that each of the Subsidiaries be merged with and into the Corporation, and that all of the estate, property, rights, privileges, powers and franchises of each Subsidiary be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were held and enjoyed by each Subsidiary in its name; and it is further

**RESOLVED**, that upon the effectiveness of the merger of the Subsidiaries with and into the Corporation, the Corporation shall assume all of the liabilities and obligations of the Subsidiaries, and each of the Subsidiaries shall cease to exist as a separate entity; and it is further

**RESOLVED**, that the directors, officers, certificate of incorporation and by-laws of the Corporation existing immediately prior to the merger of the Subsidiaries with and into the Corporation shall continue in effect after said merger, and all of the shares of capital stock issued by the Subsidiaries and outstanding immediately prior to said merger shall be terminated and cancelled by virtue of said merger; and it is further

**RESOLVED**, that the officers of the Corporation, and each of them, are hereby authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver for filing with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger setting forth a copy of these resolutions and containing such other items and matters as may be prescribed by the laws of the State of Delaware, and to execute, file and/or record such other certificates, documents and instruments, and to take all such other and further action, as may be necessary or appropriate to effect the merger of the Subsidiaries with and into the Corporation or to otherwise carry out the purpose and intent of these resolutions, the execution, delivery, filing and/or recording of same, or the taking of such action, to be conclusive evidence of the approval thereof; and it is further

**RESOLVED**, that the officers of the Corporation, and each of them, are hereby authorized, empowered and directed, to execute and deliver all resolutions, written consents, actions and votes, as may be necessary or desirable in the name and on behalf of the Corporation in its capacity as the sole shareholder of each of the Subsidiaries, to effectuate the merger of the Subsidiaries into the Corporation.

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