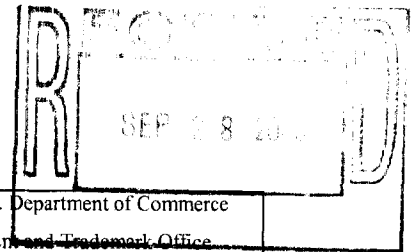


10-20-2000



9-28-00 RECORDED



101493422

U.S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

<p>1. Name and address of conveying party(ies):</p> <p>Name: <u>EKCO Housewares, Inc.</u> Address: <u>9234 W. Belmont Ave</u> <u>Chicago, Ill. 60131</u></p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation, State of <u>Delaware</u> Other: _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>The Lassen Companies, Inc.</u> Address: <u>3345 Michaelson Drive, Suite 250</u> <u>Irvine, California 92612-0650</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation, State of <u>Delaware</u> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) of receiving party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: _____

Execution Date: 9/25/2000

<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application Number(s): _____</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark Registration Number(s):</p> <p><u>2,136,959</u> <u>2,124,550</u> <u>2,124,549</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning this document should be mailed:</p> <p>Name: <u>Barbara Friedman</u></p> <p>Address: <u>McCutchen, Doyle, Brown & Enersen</u> <u>Three Embarcadero Center</u> <u>San Francisco, California 94111</u></p>	<p>6. Total applications and registrations involved: <u>3</u></p> <p>7. Total fee (37 C.F.R. § 3.41) \$40.00 1st mark; \$25 each subsequent mark: <u>\$90.00</u></p> <p><input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account. <input checked="" type="checkbox"/> The Commissioner is authorized to charge underpayment of any fees or credit any overpayment to deposit Account Number 50-0664.</p> <p>8. Deposit Account Number: <u>50-0664</u></p>
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DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Barbara Friedman Barbara Friedman 9-27-00
Name Signature Date

Total number of pages including cover sheet, attachments and document: 5

10/19/2000 DBYRNE 00000068 2136959

01 FC:481
02 FC:482

Mail documents to be recorded by 40.00 OP
required cover sheet information to 50.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

ASSIGNMENT OF TRADEMARKS

WHEREAS, EKCO Housewares, Inc., a Delaware corporation, with a place of business at 9234 W. Belmont Avenue, Franklin Park, Illinois 60131-2808 ("Assignor") is the owner of all right, title, and interest in, and has used the trademarks listed on Schedule A attached hereto and incorporated herein by this reference, (the "Trademarks"); and

WHEREAS, The Lassen Companies, Inc., a Delaware corporation, with a place of business at 3345 Michaelson Drive, Suite 250, Irvine, California 92612-0650 ("Assignee"), is desirous of acquiring any and all rights that Assignor may have in and to the Trademarks, together with the goodwill of the business in connection with which the trademarks are used and which is symbolized by the Trademarks, along with the right to recover for damages and profits for past infringements thereof;

NOW THEREFORE, in consideration of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title, and interest, including all common law rights, in the United States and all other countries and jurisdictions throughout the world, in and to the Trademarks and the registrations and renewals therefore together, with the goodwill of the business in connection with which the Trademarks are used and which is symbolized by the Trademarks along with the right to recover for damages and profits for past infringements thereof;

Assignor agrees to execute and deliver at the request of the Assignee, and/or its designee, or successor in business, all papers, instruments, and assignments, and to perform any other reasonable acts the Assignor may require in order to vest all of Assignor's rights, title, and interest in and to the Trademarks in the Assignee, and to provide evidence to support any of the forgoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of Assignor.

Assignor represents and warrants that it is the owner of the Trademarks, free and clear of any lien or encumbrance, and that there is no present license or grant of the Trademarks to any third party, other than Assignee.

IN WITNESS WHEREOF, Assignor has caused this Assignment of Trademarks to be executed by its duly authorized officer or representative on the date indicated below.

EKCO HOUSEWARES, INC.

Authorized Signatory: *Colleen K. Nissl*
Name: Colleen K. Nissl
Date: 9/25/00

On this 25th day of September, 2000, before me *Sondra J. Shelton*, a Notary Public in and for the State of Ohio, personally appeared *Colleen K. Nissl*, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Sondra J. Shelton
Notary Public
SONDRA J. SHELTON
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES SEPT. 30, 2001

SCHEDULE A

<u>TRADEMARK</u>	<u>COUNTRY</u>	<u>REGISTRATION NO.</u>
POWER SWEEP	United States	2,136,959
JUMBO ROLLER	United States	2,124,550
JUMBO SEALANT TRAY	United States	2,124,549