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To the Honorable Commissioner of P

101740254

attached original documents or copy thereof.

1. Name of conveying party(ies):
 HAL M. HIRSCH, in his capacity as Trustee of
 the Chapter 7 Estate of INTERNATIONAL CUTLERY,
 LTD., Debtor

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Bankruptcy Trustee

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Z CUTLERY, INC.
C/O Sherman, Citron & Karasik
 Internal Address: _____ P.C.
152 West 57th Street
 Street Address: _____
 City: New York State: NY ZIP: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 Other _____

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)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: S-24-01

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: JUNE 1 2000

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
75/217,432

B. Trademark Registration No.(s)

<u>1,170,683</u>	<u>2,172,418</u>
<u>1,273,837</u>	<u>2,271,327</u>
<u>1,273,840</u>	<u>1,111,576</u>

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Howard Karasik, Esq.
 Internal Address: Sherman, Citron & Karasik, P.C.
Carnegie Hall Tower
 Street Address: 152 West 57th Street
 City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ _____
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

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.

HOWARD KARASIK
 Name of Person Signing

[Signature]
 Signature

5/24/01
 Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

ASSIGNMENT, made As of June 1, 2000 by Hal M. Hirsch, in his

capacity as Trustee of the Chapter 7 estate of International Cutlery, Ltd., Debtor ("Debtor") Case No. 99 B 44550 (AJG) pending in the United States Bankruptcy Court for the Southern District of New York, One Penn Plaza, New York, New York ("Assignor"), to Z Cutlery, Inc., c/o Sherman, Citron & Karasik, P.C., 152 West 57th Street, New York, New York ("Assignee").

WHEREAS, Debtor adopted and used trademarks together with the goodwill of its business in its business which are registered or for which there is a pending trademark registration application in the United States Patent Office, as follows (collectively, "Trademarks"):

PENDING APPLICATION

INTERNATIONAL CUTLERY 75/217,432

ISSUED REGISTRATIONS

CUTLERY WORLD	1,170,683
CUTLERY WORLD	1,273,837
CUTLERY WORLD	1,273,840
ICL	2,172,418
INTERNATIONAL CUTLERY	2,271,327
SHAVER SHARP	1,111,576

WHEREAS, Debtor adopted and used its trade name "International Cutlery" ("TradeName") in its business together with the goodwill of its business;

WHEREAS, Debtor adopted and used various items of intellectual property, including its good will, telephone numbers, and all of its books and records (collectively, "Intellectual Property").

mmv-128492

Now, therefore, in accordance with the Order of the United States Bankruptcy Court annexed hereto, for valuable consideration, the receipt of which is acknowledged, Assignor hereby assigns the following to Assignee:

(a) Assignor's and Debtor's entire interest in all Trademarks and in the pending applications for the registration thereof: viz.

PENDING APPLICATION

INTERNATIONAL CUTLERY 75/217,432

ISSUED REGISTRATIONS


CUTLERY WORLD	1,170,683
CUTLERY WORLD	1,273,837
CUTLERY WORLD	1,273,840
ICL	2,172,418
INTERNATIONAL CUTLERY	2,271,327
SHAVER SHARP	1,111,576

(b) Assignor's and Debtor's entire interest in the TradeName; and

(c) Assignor's and Debtor's entire interest in the Debtor's Intellectual Property,

together with the goodwill of the Debtor's business in connection therewith.

In witness whereof Assignor has executed this instrument.




Hal M. Hirsch, as Chapter 7 Trustee of the
Estate of International Cutlery, Ltd., Debtor,
Assignor

mmv-128492

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On June 1, 2000, before me personally came HAL M. HIRSCH, in his capacity as Trustee of the Chapter 7 estate of International Cutlery, Ltd., to me known, and know to me to be the individual described in and who executed the foregoing Assignment, and duly acknowledged to me that he executed the same.



Notary Public

ALLEN G. KADISH
NOTARY PUBLIC, State of New York
No. 31-4846891
Qualified in New York County
Commission Exp. February 6, 2001

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Assistant Commission for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

**REVOCATION OF POWER OF ATTORNEY
AND APPOINTMENT OF NEW POWER OF ATTORNEY**

Registrant/Applicant: InternationalCutlery.com, Inc. ("International Cutlery")
a New York Corporation

Business Address: c/o Sherman, Citron & Karasik, P.C.
152 West 57th Street, 35th Floor
New York, New York 10019

InternationalCutlery, hereby revokes any and all prior Powers of Attorney issued with respect to the following U.S. trademark application and registrations:

Pending Application

INTERNATIONAL CUTLERY	75/217,432
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Issued Registrations

CUTLERY WORLD	1,170,683
CUTLERY WORLD	1,273,837
CUTLERY WORLD	1,273,840
ICL	2,172,418
INTERNATIONAL CUTLERY	2,271,327
SHAVER SHARP	1,111,576

InternationalCutlery hereby appoints the following individuals as its attorney to transact all business in the Patent and Trademark Office connected therewith and as domestic representatives on whom may be served notices or process in proceedings affecting these marks:

Howard Karasik, Robert Kolodney, Michael Wexelbaum
c/o Sherman, Citron & Karasik, P.C.
Carnegie Hall Tower
152 West 57th Street, 35th Floor
New York, New York 10019

GAINSBURG & HIRSCH LLP
Counsel for Hal M. Hirsch,
Chapter 7 Trustee
One Penn Plaza - 35th Floor
New York, New York 10119
(212) 736-3636
Hal M. Hirsch (HMH/0417)
Allen G. Kadish (AGK/8655)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re: Chapter 7
INTERNATIONAL CUTLERY LTD., Case No. 99 B 44550 (AJG)
Debtor.

-----X

**ORDER (i) AUTHORIZING TRUSTEE TO SELL
ASSETS OF THE ESTATE, AND (ii) APPROVING
CARVE-OUT AGREEMENT WITH SECURED LENDERS**

Upon the Motion (the "Motion") of Hal M. Hirsch, Chapter 7 Trustee (the "Trustee"), by his attorneys, Gainsburg & Hirsch, LLP, for an Order of this Court (i) authorizing the Trustee to sell property of the estate as set forth therein, (ii) authorizing the Trustee to assume and assign the estate's rights in and to two leases of non-residential real property, namely the fifth floor office/warehouse, 127 West 25th Street, New York, New York, and the Debtor's former premises at the Roosevelt Field Mall, Garden City, New York (the "Leases"), (iii) approving a "carve out" agreement between the Trustee, Melaroba Corp. and Sharp of Florida, Inc. as secured lenders, substantially in the form annexed to the Motion, and (iv) granting other relief; and this Court having issued and entered an Order to Show Cause with respect to the relief requested in the

Motion; and in the Order to Show Cause, *inter alia*, extended and maintained in effect the time for the Trustee to assume and assign the Leases pending conclusion of a hearing thereon; and in accordance with the Order to Show Cause, the Trustee having provided good and sufficient notice and service of the Order to Show Cause, the Motion and its exhibits; and a hearing having come on before this Court in accordance with the terms of the Order to Show Cause on April 27, 2000 (the "April 27th Hearing"); and at the April 27th Hearing, the Trustee having announced settlements with the two lessors; and this Court having scheduled an auction sale with respect to the inventory and the balance of the property described in the Motion; and such hearing having come on before the Court on May 2, 2000 (the "May 2nd Hearing"); and at the May 2nd Hearing, Sainsburg & Hirsch LLP having appeared on behalf of the Trustee; and at the May 2nd hearing all other interested parties who sought to be heard having been heard; and good and sufficient cause appearing; and it appearing that the relief requested is in the best interests of the estate; it is

ORDERED, that the Trustee be, and hereby is, authorized and directed to sell, and Z Cutlery, Inc., as purchaser, be, and hereby is, directed to buy the inventory, intellectual property, telephone numbers, books and records, certain furniture and equipment of the Debtor's estate (but excluding kiosks and causes of action arising under the Bankruptcy Code) for the sum of \$115,000.00 less the credit bid of the Jaroba Corp. claim in the amount of \$38,000.00; and it is further

ORDERED, that in the event the purchaser named above shall fail to close the purchase directed above, Hudson Salvage, Inc. shall be substituted as purchaser at a purchase price of \$101,000.00; and it is further

ORDERED, that notwithstanding the sale, the purchaser be, and hereby is, directed to provide the Trustee with access to the books, records and documents of the estate, in whatever form, whether written, electronic or otherwise, and shall not dispose of such books, records and documents without the express written permission of the Trustee; and it is further

ORDERED, that the "carve-out" stipulation be, and hereby is, approved in all respects; and it is further

ORDERED, that all parties, including the Trustee, the purchaser, and the parties to the "carve-out" stipulation be, and hereby are, directed to execute such documents and to take such actions as are necessary and appropriate to carry out the terms of this Order.

Dated: New York, New York
May 2, 2000

s/Arthur J. Gonzalez
HONORABLE ARTHUR J. GONZALEZ
UNITED STATES BANKRUPTCY JUDGE

GAINSBURG & HIRSCH LLP
Counsel for Hal M. Hirsch,
Chapter 7 Trustee
One Penn Plaza - 35th Floor
New York, New York 10119
(212) 736-3636
Hal M. Hirsch (HMH/0417)
Allen G. Kadish (AGK/8655)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

INTERNATIONAL CUTLERY LTD.,

Debtor.

Chapter 7

Case No. 99 B 44550 (AJG)

**ORDER (i) AUTHORIZING TRUSTEE TO SELL
ASSETS OF THE ESTATE, AND (ii) APPROVING
CARVE-OUT AGREEMENT WITH SECURED LENDERS**

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Motion; and in the Order to Show Cause, *inter alia*, extended and maintained in effect the time for the Trustee to assume and assign the Leases pending conclusion of a hearing thereon; and in accordance with the Order to Show Cause, the Trustee having provided good and sufficient notice and service of the Order to Show Cause, the Motion and its exhibits; and a hearing having come on before this Court in accordance with the terms of the Order to Show Cause on April 27, 2000 (the "April 27th Hearing"); and at the April 27th Hearing, the Trustee having announced settlements with the two lessors; and this Court having scheduled an auction sale with respect to the inventory and the balance of the property described in the Motion; and such hearing having come on before the Court on May 2, 2000 (the "May 2nd Hearing"); and at the May 2nd Hearing, Gainsburg & Hirsch LLP having appeared on behalf of the Trustee; and at the May 2nd Hearing all other interested parties who sought to be heard having been heard; and good and sufficient cause appearing; and it appearing that the relief requested is in the best interests of the estate; it is

ORDERED, that the Trustee be, and hereby is, authorized and directed to sell, and Z Cutlery, Inc., as purchaser, be, and hereby is, directed to buy the inventory, intellectual property, telephone numbers, books and records, certain furniture and equipment of the Debtor's estate (but excluding kiosks and causes of action arising under the Bankruptcy Code) for the sum of \$115,000.00 less the credit bid of the Melaroba Corp. claim in the amount of \$38,000.00; and it is further

ORDERED, that in the event the purchaser named above shall fail to close the purchase directed above, Hudson Salvage, Inc. shall be substituted as purchaser at a purchase price of \$101,000.00; and it is further

ORDERED, that notwithstanding the sale, the purchaser be, and hereby is, directed to provide the Trustee with access to the books, records and documents of the estate, in whatever form, whether written, electronic or otherwise, and shall not dispose of such books, records and documents without the express written permission of the Trustee; and it is further

ORDERED, that the "carve-out" stipulation be, and hereby is, approved in all respects; and it is further

ORDERED, that all parties, including the Trustee, the purchaser, and the parties to the "carve-out" stipulation be, and hereby are, directed to execute such documents and to take such actions as are necessary and appropriate to carry out the terms of this Order.

Dated: New York, New York
May 2, 2000

s/Arthur J. Gonzalez
HONORABLE ARTHUR J. GONZALEZ
UNITED STATES BANKRUPTCY JUDGE