FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

12-19-2001

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101921577

12-19-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- [X] New 12-19-01
- [ ] Resubmission (Non-Recordation) Document ID #
- [ ] Correction of PTO Error Reel # Frame #
- [ ] Corrective Document Reel # Frame #

Conveyance Type

- [ ] Assignment
- [ ] License
- [ ] Security Agreement
- [ ] Nunc Pro Tunc Assignment
- [ ] Merger
- Effective Date Month Day Year
- [ ] Change of Name
- [X] Other GRANT OF SECURITY INTEREST (TRADEMARKS)

Conveying Party

[X] Mark if additional names of conveying parties attached

Execution Date Month Day Year: 11 08 01

Name: LIFETIME HOAN CORPORATION

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [X] Corporation [ ] Association

[ ] Other

[X] Citizenship/State of Incorporation/Organization: DELAWARE

Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: THE BANK OF NEW YORK, as Administrative Agent

DBA/AKA/TA:

Composed of:

Address (line 1): ONE WALL STREET

Address (line 2):

Address (line 3): NEW YORK (City) NEW YORK (State/Country) 10286 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] Corporation [ ] Association

[ ] Other

[ ] If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. *(Designation must be a separate document from Assignment.)*

[X] Citizenship/State of Incorporation/Organization: NEW YORK

12/19/2001 JJALLAH2 00000019 75450350

01 FC:481 40.00 OP
02 FC:482 1025.00 OP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (212) 238-3244

Name EMMET, MARVIN & MARTIN, LLP

Address (line 1) JANELLE TELESFORD, LEGAL ASSISTANT

Address (line 2) 120 BROADWAY

Address (line 3) NEW YORK, NY 10271

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 4

Trademark Application Number(s) or Registration Number(s)

[X] Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
75/450350			SEE ATTACHED		

Number of Properties

Enter the total number of properties involved. # 42

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): $ 1,065

Method of Payment: Enclosed [X] Deposit Account [ ]

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes [ ] No [X]

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. Charges to deposit account are authorized, as indicated herein.

LORI POTTS	Lori Potts	12/15/01
Name of Person Signing	Signature	Date Signed

ADDITIONAL CONVEYING PARTIES

1. OUTLET RETAIL STORES, INC. - Corporation - Delaware
2. ROSHCO, INC. - Corporation - Illinois
3. M. KAMENSTEIN CORP. - Corporation - Delaware

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of November 8, 2001

MARK	REGISTRATION NO.	DATE ISSUED
Kamenstein	1644381	May 14, 1991
Kamenstein	1551016	August 8, 1989
Miscellaneous Design (Desk Organizer)	1663396	November 5, 1991
Miscellaneous Design (Gadget Organizer)	1597472	May 22, 1990
Novelteas	1639374	March 26, 1991
Party Hands	2273031	August 24, 1999
Taste Tings (Stylized)	2041874	March 4, 1997
Teacattle	1848211	August 2, 1994
World of Motion	2273087	August 24, 1999
Armstrong Forge	1554417	
Bar-tech	1885833	
Hoan Wave	1589744	
Healthworks	1985102	
Hoffritz Name	0733057	
Hoffritz Top of the Line	1150248	
Hoffritz International	1297064	
Hoffritz	1351378	
Hoffritz for Cutlery	1369528	
Hoffritz Platinum Series	2338919	
Lifdetime Cutlery	1715072	
Master Grips	1857127	
Never a Dull Moment	2037596	
Old Homestead	1727077	

Paris Splendor	1410179	
Smart Choice (1)	1884980	
Smart Choice (2)	2026241	
Stainless Soft Grips	2299058	
Tristar (Principal)	1730673	
Tristar & Design	1483098	
Thermo Geneve	1901631	
Ultra Edge	1928634	
Ultrapro	2040952	
Ultrasharp Pro	2396205	

ROSHCO:

Roshco	1972638	
Roshco	2079735	
Baker's Advantage	1346258	
Baker's Advantage	1279006	
Baker's Delight	2448150	
Tileware	2039133	
La Maison La Cuisine Belle Et Bonne	2104223	
Garden Varieteas	1871935	January 3, 1995

PENDING:

Hoffritz (IC 021)	serial 75/450350	filing date: March 16, 1998

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, **LIFETIME HOAN CORPORATION**, a Delaware corporation (the "*Grantor*"), is obligated to **THE BANK OF NEW YORK**, as Administrative Agent (in such capacity, the "*Secured Party*") and the lenders from time to time party to the Credit Agreement, dated as of November 8, 2001 (as amended, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), by and among the Grantor, such lenders and the Secured Party, and pursuant to which the Grantor has entered into the Security Agreement, dated as of November 8, 2001 (as amended, supplemented or otherwise modified from time to time, the "*Security Agreement*"), by and between the Grantor, the subsidiaries of Grantor from time to time party thereto and the Secured Party.

Pursuant to the Security Agreement, the Grantor has granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "*Trademarks*"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "*Collateral*"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Secured Party, and grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is: One Wall Street, New York, New York 10286.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 8th day of November 2001.

LIFETIME HOAN CORPORATION

By: Robert McNally

Name: Robert McNally
Title: Vice President

lifetime hoan trademark grant.doc
91002.3528

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

On the 8th day of November in the year 2001 before me, the undersigned, personally appeared Robert McNally personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

My Commission Expires:

WILLIAM CORNACHIO
Notary Public, State of New York
No. 03-4668287
Qualified in Nassau County
Commission Expires Nov 30, ~~10~~ 2002

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