

01-14-2003



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Hamilton Beach/Proctor-Silex, Inc. 4421 Waterfront Drive Glen Allen, VA 23060 1.9.03 [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State Delaware [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies) Name: Wachovia Bank, N.A., as Agent Internal Address: Street Address: 201 South College Street, CP-08 City: Charlotte State: NC Zip: 28288 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [ ] Corporation-State [x] Other National Banking Association If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [ ] Yes [x] No

3. Nature of conveyance: [ ] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [x] Other Notice of Grant of Security Interest Execution Date: December 17, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 2611623 Additional number(s) attached [x] Yes [ ] No

B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steven D. Thomas Internal Address: Moore & Van Allen, PLLC Street Address: 2200 West Main Street Suite 800 City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 50 7. Total fee (37 CFR 3.41).....\$ 1,265.00 [x] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature. Steven D. Thomas Name of Person Signing [Signature] Signature [January 8, 2003] Date [05] Total number of pages including cover sheet, attachments, and document:

OFFICE OF PUBLIC RECORDS FINANCE SECTION 2003 JAN -8 PM 3:16

01/13/2003 ENVELLER 00000072 2611823 01 FC:8521 02 FC:8522 40.00 DP 1225.00 DP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002644 FRAME: 0243

Schedule A

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
MIXMATE	2611823	8/27/02
FLATBREAD MEAL MAKER	2527072	1/8/02
FLIP 'N FLUFF	2595512	7/16/02
SURE REST	2632717	10/8/02
EASYFILL	2626065	9/24/02
ODORSMART	2598952	7/23/02
SMART PRODUCTS FOR BETTER LIVING	2618734	9/10/02
DESIGN ONLY	2590052	7/2/02
MEAL MAKER EXPRESS	2452205	5/15/01
SOFT GRIP	2560566	4/9/02
HAMILTON BEACH	2562344	4/16/02
ICE SABRE	2559714	4/9/02
POWER ELITE	2548113	3/12/02
AUTO SHIFT	2596604	7/23/02
MIX 'N CHILL	2439644	3/27/01
PROCTORSILEX	2613022	8/27/02
SOFT GRIP	2472488	7/24/01
HEALTHSMART	2325612	3/7/00
IRON GUARD	2443083	4/10/01
HEALTHSMART	2317988	2/15/00
SMART BLENDER	2586700	6/25/02
SET N' FORGET	2369191	7/18/00
INTELLITOAST	2293404	11/16/99
PENGUIN	2243719	5/4/99
SMARTTOAST	2205131	11/24/98
PROCTOR SILEX and Design	2258473	7/6/99
MAKE SOMETHING USE HAMILTON BEACH	2416052	12/26/00
CRYSTAL CRUSH	2135469	2/10/98
BLENDMASTER	2172105	7/14/98
BAGEL SMART	2057983	4/29/97
SMARTTOAST	1971028	4/30/96
STAY PUT	2024812	12/24/96
MORNING MAKER	1839331	6/14/94
PROCTORSILEX	1639655	4/2/91
CAN HANDLER	1552512	8/22/89
POPCORN PUMPER	1494111	6/28/88
SUPER SHOOTER	1462511	10/27/87
PUB SCRUB	1410163	9/23/86
DRINK MASTER Stylized Letters	1250170	9/6/83
HYDRO CLEAN	1187532	1/26/82
MEAL MAKER	1104277	10/17/78
BREW FOR TWO	1083395	1/24/78
BLENDER PLUS + Stylized Letters	1036620	3/30/76
THE CROCK WATCHER	1025701	11/25/75

Mark	Registration No.	Registration Date
SUPER/STEAM	1025977	11/25/75
HAMILTON BEACH	930463	3/7/72
HAMILTON BEACH	943562	9/26/72
PROCTOR-SILEX	902528	11/17/70
PROCTOR	803788	2/15/66
MAGICKOTE	737007	9/4/62

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 December 17, 2002 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, 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>	Description of <u>Trademark</u>	<u>Date of Trademark</u>
	See Schedule A attached hereto.	

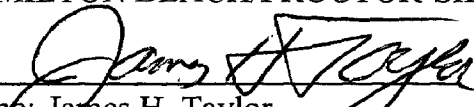
TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	<u>Date of Trademark</u> <u>Application</u>
	See Schedule A attached hereto.	

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/PROCTOR-SILEX, INC.

By:   
Name: James H. Taylor  
Title: Vice President and Treasurer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Agent

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/PROCTOR-SILEX, INC.

By: \_\_\_\_\_

Name: James H. Taylor

Title: Vice President and Treasurer

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Agent

By: 

Name: Steven D. Haas

Title: Director

Schedule A

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