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FINANCE SECTION

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February 27, 2003

2-27-03

BY EXPRESS MAIL
NO. EV 126283854 US

Director - U.S. Patent and Trademark Office
BOX ASSIGNMENTS
Washington, D.C. 20231

Re: Recordal of Assignment
from WKI Holding Company, Inc.
Matter No. 922000

Sir:

Please record the attached original document or copy thereof.

- Name of conveying party(ies):
WKI Holding Company, Inc.
- Name and address of receiving party(ies):
World Kitchen (GHC), Inc.

Address: Suite 600
11911 Freedom Drive
Reston, VA 20190

Express Mail Certificate

I hereby certify that, on February 27, 2003, this correspondence is being deposited with the United States Postal Service, as Express Mail No. EV 126283854 US, addressed to: Box Assignments, Director-U.S. Patent & Trademark Office, Washington, DC 20231.

Carolyn Wilson

3/03/2003 LUJELLER 00000090 76038281

1 FO:8521
P FO:8522

40.00 OP
75.00 OP

ATLANTA BOSTON CHICAGO HOUSTON LOS ANGELES NEW YORK SAN FRANCISCO WASHINGTON D.C. BRUSSELS

3. Nature of Conveyance: Assignment

Date of execution: February 26, 2003

4. This Assignment is being filed in respect to the following applications for registration:

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
A. GRIND IT	76/038,281	5/1/2000
B. PARADIGM	75/915754	2/11/00
C. CHICAGO CUTLERY PRECEDENT	75/904,285	1/27/00
D. OXO	75/845,814	11/10/1999

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

Harold V. Stotland
Seyfarth Shaw
55 East Monroe Street - Suite 4200
Chicago, Illinois 60603-5803

6. Total number of applications involved: 4.

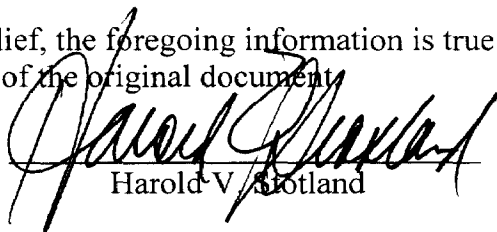
7. Total fee enclosed (37 CFR 1.21(h)): \$ 115.00

8. Please charge any additional fees or credit any overpayment to Deposit Account No. 19-1351.

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.

Date: 2/27/03


Harold V. Stotland

Total Number of Pages Including Cover Sheet, Attachments and Document: 4

ASSIGNMENT

WHEREAS, as of June 1, 2001, WKI Holding Company, Inc., a Delaware corporation, now having its principal place of business at 11911 Freedom Drive, Suite 600, Reston, Virginia 20190, owned the entire right, title and interest in and to the following United States trademarks, the applications for registration thereof and the goodwill associated therewith:

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
GRIND IT	76/038,281	5/1/2000
PARADIGM	75/915754	2/11/00
CHICAGO CUTLERY PRECEDENT	75/904,285	1/27/00
OXO	75/845,814	11/10/1999

WHEREAS, as of June 1, 2001, World Kitchen, (GHC), Inc., a Delaware corporation, now having its principal place of business at 11911 Freedom Drive, Suite 600, Reston, Virginia 20190, acquired the above-identified trademarks, applications and goodwill; and

WHEREAS, World Kitchen, Inc. is the successor to that portion of the business of World Kitchen (GHC), Inc. to which the trademarks pertain, which business is ongoing and existing;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, WKI Holding Company, Inc. sells, assigns, transfers and sets over to World Kitchen (GHC), Inc., *nunc pro tunc*, as of June 1, 2001, the entire right, title and interest in and to the above-identified trademarks, applications and goodwill.

WKI Holding Company, Inc.

By Nancy Dowling
[Signature]

Nancy Dowling
[Name Printed]

Assist. Secretary
[Title]

STATE OF Illinois)
) SS
COUNTY OF Cook)

I, a notary public, in and for said county and state aforesaid, do hereby certify that the above-named person who signed on behalf of WKI Holding Company, Inc. is personally known to me, or proven to me on the basis of satisfactory evidence, to be the person whose name is

described in the foregoing instrument, and that he appeared before me this day in person, and acknowledged that he signed, sealed and delivered said instrument as his free and voluntary act and deed for the use and purposes therein set forth, and acknowledged that he had full authority to act on behalf of WKI Holding Company, Inc.

Dated: 2/26/03

Anita M. Dalphond
Notary Public

