

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Rival Company		05/04/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	The Holmes Group, Inc.
Street Address:	One Holmes Way
City:	Milford
State/Country:	MASSACHUSETTS
Postal Code:	01757
Entity Type:	CORPORATION: MASSACHUSETTS

PROPERTY NUMBERS Total: 65

Property Type	Number	Word Mark
Serial Number:	75907516	ACCU-ROAST
Serial Number:	76194558	ARCTIC ICE
Serial Number:	73383534	AUTO-FRY
Serial Number:	75921110	BAGEL-RIGHT
Serial Number:	73815962	BAR-B-GRILL
Serial Number:	74044938	BIONAIRE
Serial Number:	73343309	BIONAIRE
Serial Number:	76193730	BREEZEBALL
Serial Number:	74107173	CHEF'S FRY
Serial Number:	74344141	CHEF'S FRY
Serial Number:	72294661	CLICK 'N CLEAN
Serial Number:	75436043	CLUB MADURO
Serial Number:	72446044	COOKS ALL DAY-WHILE THE COOK'S AWAY
Serial Number:	73112183	CROCK-ETTE
Serial Number:	72376956	CROCK-POT

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Serial Number:	73135415	CROCK-POT
Serial Number:	78243963	CROCK-POT CLASSICS
Serial Number:	74344395	EASY TOUCH
Serial Number:	74614381	EMERGENCY SCOUT
Serial Number:	73089793	E-Z CUTTER
Serial Number:	76142201	HOME DECORATING SCENTS
Serial Number:	74277102	HOT POT EXPRESS
Serial Number:	72183878	HYDRO JET
Serial Number:	75826765	ICE COOL
Serial Number:	75826309	ICE CREAM PARLOR
Serial Number:	75308673	IRONIZER
Serial Number:	76142203	LID-LOCK
Serial Number:	76036170	LIFE IS FAST. COOK SLOW.
Serial Number:	72203668	MAGIC HOSTESS
Serial Number:	72432280	PATTON
Serial Number:	73073604	PATTON
Serial Number:	73375169	PATTON
Serial Number:	75436351	POTPOUR-EEZE
Serial Number:	73768448	POTPOURRI CROCK
Serial Number:	73837332	POWER HEATER
Serial Number:	75887645	QUIETECH
Serial Number:	73144884	RIVAL
Serial Number:	71362640	RIVAL
Serial Number:	72203688	RIVAL
Serial Number:	74446363	RIVAL SELECT
Serial Number:	72203890	RIVAL
Serial Number:	73723782	SAFE & SOUND
Serial Number:	75466083	SAFETECH
Serial Number:	75264112	SAFETIP
Serial Number:	74513975	SEAL-A-MEAL
Serial Number:	78075927	SEAL-A-MEAL
Serial Number:	75466085	SENSORTOAST
Serial Number:	73485960	SENSYSTEM
Serial Number:	73705059	SHORT ORDER CHEF
Serial Number:	75826573	SMARTPOT

Serial Number:	73364156	SMOKE GRABBER
Serial Number:	73367746	SMOKE GRABBER
Serial Number:	74269133	STOCKER
Serial Number:	75839229	THE RIGHT ANGLE
Serial Number:	75314450	THE TOE TOUCH
Serial Number:	72261411	TITAN
Serial Number:	75839599	TOAST-EXCEL
Serial Number:	76017475	TOUCH SELECT
Serial Number:	75738944	TRAVELER
Serial Number:	76142202	TRIPLEWHIP
Serial Number:	75887728	TWIN HEAT
Serial Number:	74072289	ULTRA BLEND
Serial Number:	74615558	VACU-ROLL
Serial Number:	73423933	WHITE MOUNTAIN
Serial Number:	73423932	WHITE MOUNTAIN ICE CREAM FREEZER

CORRESPONDENCE DATA

Fax Number: (214)981-3400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 214-981-3319
Email: mroberts@sidley.com
Correspondent Name: Elisabeth A. Evert
Address Line 1: 717 North Harwood
Address Line 2: Suite 3400
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	39521-32930
NAME OF SUBMITTER:	Susan Roberts

Total Attachments: 9
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The Commonwealth of Massachusetts

Examiner

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS (General Laws, Chapter 156B, Section 82)

We, Peter J. Martin, *President / ~~XXXXXX~~

and Paul A. Izzo, *Clerk / ~~XXXXXX~~

of The Holmes Group, Inc.
(Exact name of corporation)

organized under the laws of Massachusetts and herein called the parent corporation,
certify as follows:

1. That the subsidiary corporation(s) to be merged into the parent corporation is/are:

NAME	STATE OF ORGANIZATION	DATE OF ORGANIZATION
Holmes Manufacturing Corp.	Massachusetts	May 12, 1993
Holmes Air Taiwan Corp.	Massachusetts	January 6, 1986
The Rival Company	Delaware	June 22, 1992

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COMMONWEALTHS DIVISION

2. The parent corporation, at the date of the vote, owned not less than ninety percent (90%) of the outstanding shares of each class of stock of the subsidiary corporation or corporations with which it has voted to merge.

Item 3 below may be deleted if all the corporations are organized under the laws of Massachusetts and if General Laws, Chapter 156B is applicable to them.

3. That in the case of each of the above named corporations, the laws of the state of its organization, if other than Massachusetts, permit the merger herein described, and that all action required under the laws of each such state in connection with this merger has been duly taken.

P.C.

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

4. That at a meeting of the directors of the parent corporation, the following vote, pursuant to General Laws, Chapter 156B, Section 82, Subsection (a) was duly adopted:

See attached

Notes: Votes, for which the space provided above is not sufficient, should be listed on additional sheets to be numbered 4A, 4B, etc. Additional sheets must be 8 1/2 x 11 and have a left hand margin of 1 inch. Only one side should be used.

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Merger of Rival and Other Subsidiaries into Holmes

VOTED: That, in order to simplify the Corporation's corporate structure, the Corporation enter into an Agreement and Plan of Merger with each of The Rival Company, a Delaware corporation, Holmes Manufacturing Corp., a Massachusetts corporation, and Holmes Air (Taiwan) Corp., a Massachusetts corporation (collectively, the "Merger Agreements"), in substantially the form presented to the Board of Directors, in order to merge such subsidiary corporations with and into the Corporation; and that the Merger Agreements be and hereby are approved and adopted in all respects with such changes and modifications as to terms and provisions as the officers of the Corporation, in their sole discretion, shall approve or deem to be necessary or appropriate; and that the officers of the Corporation be, and they hereby are, authorized and empowered to execute, deliver and file any and all documents and agreements and to perform all acts and deeds necessary to consummate the Merger Agreements and the transactions contemplated thereby, including, but not limited to executing the Articles of Merger for filing with the Secretary of the Commonwealth of Massachusetts and the Certificate of Merger for filing with the Secretary of State of Delaware and to pay all fees due in connection therewith.

VOTED: That The Rival Company, Holmes Manufacturing Corp. and Holmes Air (Taiwan) Corp. each be merged into the Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of each be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by each such corporation in its name; and that the Corporation assume all of the obligations of each such corporation.

VOTED: That the Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the Commonwealth of Massachusetts, by the laws of the State of Delaware, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of such corporations and of the Corporation and in any other appropriate jurisdiction.

VOTED: That the effective date of the Articles of Merger setting forth a copy of these resolutions shall be the date of the filing of such Articles, and that, insofar as the Massachusetts General Laws and the General Corporation Law of the State of Delaware shall govern the same, said date shall be the effective merger date.

VOTED: That any additional votes or resolutions of the Board of Directors necessary or desirable in order to effectuate the mergers described above are hereby ratified, confirmed and adopted, and shall be attached to this consent and deemed to be incorporated by reference as though set forth in full herein.

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5. The effective date of the merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date, which shall not be more than *thirty days* after the date of filing:

Section 6 below may be deleted if the parent corporation is organized under the laws of Massachusetts.

6. The parent corporation hereby agrees that it may be sued in the Commonwealth of Massachusetts for any prior obligation of any corporation organized under the laws of Massachusetts with which it has merged, and any obligation hereafter incurred by the parent corporation, including the obligation created by General Laws, Chapter 156B, Section 82, Subsection (c), so long as any liability remains outstanding against the parent corporation in the Commonwealth of Massachusetts, and it hereby irrevocably appoints the Secretary of the Commonwealth as its agent to accept service of process in any action for the enforcement of any such obligations, including taxes, in the same manner as provided in Chapter 181.

SIGNED UNDER THE PENALTIES OF PERJURY, this 4th day of May, 20 04.

Peter J. Martin  , *President / ~~OFFICER~~

Paul A. Izzo  , *Clerk / ~~ASSISTANT CLERK~~

**Delete the inapplicable words. In case the parent corporation is organized under the laws of a state other than Massachusetts, these articles are to be signed by officers having corresponding powers and duties.*

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF MERGER OF PARENT AND SUBSIDIARY CORPORATIONS

(General Laws, Chapter 156B, Section 82)

I hereby approve the within Articles of Merger of Parent and Subsidiary Corporations and, the filing fee in the amount of \$ _____, having been paid, said articles are deemed to have been filed with me this _____ day of _____, 20 _____.

Effective date: _____

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Photocopy of document to be sent to:

Karen Corinna, Paralegal

Posternak Blankstein & Lund LLP

Prudential Tower, 800 Boylston Street, Boston, MA 02199

Telephone: 617-973-6100

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TRADEMARK

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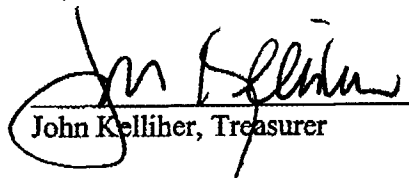
IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Declaration in Support of Merger Recordation

I, John Kelliher, declare as follows:

1. All statements made herein of my own knowledge are true and all statements made on information and belief are believed to be true.
2. I am aware that willful false statements are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of this Declaration and this application.
3. I am the Treasurer of The Holmes Group, Inc. a Massachusetts corporation.
4. On or about May 4, 2004, The Rival Company, a Delaware corporation officially merged into The Holmes Group, Inc.
5. I have attached to this affidavit a certified copy of the Articles of Merger from the Massachusetts Secretary of State as proof of the merger.

Signed under the pains and penalties of perjury:



John Kelliher, Treasurer

Dated: May __, 2004

Schedule A - Trademarks - Merger

Mark	Serial No.	Date Filed	Reg. No.	Date Registered	Owner
ACCU-ROAST	75-907,516	20000201	2,515,799	20011204	Rival Company, The
ARCTIC ICE	76-194,558	20010116	2,722,081	20030603	Rival Company, The
AUTO-FRY	73-383,534	19820903	1,259,352	19831129	Rival Company, The
BAGEL-RIGHT	75-921,110	20000216	2,643,594	20021029	Rival Company, The
BAR-B-GRILL	73-815,962	19890731	1,585,506	19900306	Rival Company, The
BIONAIRE	74-044,938	19900402	1,797,566	19931012	Rival Company, The
BIONAIRE (STYLIZED)	73-343,309	19820108	1,253,660	19831011	Rival Company, The
BREEZEBALL	76-193,730	20010116	2,669,962	20021231	Rival Company, The
CHEF'S FRY	74-107,173	19901019	1,681,102	19920331	Rival Company, The
CHEF'S FRY	74-344,141	19921229	1,873,234	19950110	Rival Company, The
CLICK 'N CLEAN	72-294,661	19680401	868,938	19690506	Rival Company, The
CLUB MADURO	75-436,043	19980218	2,383,738	20000905	Rival Company, The
COOKS ALL DAY-WHILE THE COOK'S AWAY	72-446,044	19730115	1,002,186	19750121	Rival Company, The
CROCK-ETTE	73-112,183	19770112	1,075,450	19771018	Rival Company, The
CROCK-POT	72-376,956	19701123	928,614	19720208	Rival Company, The
CROCK-POT (STYLIZED)	73-135,415	19770727	1,085,448	19780214	Rival Company, The
CROCK-POT CLASSICS	78-243,963	20030430	NA	NA	The Rival Company
EASY TOUCH	74-344,395	19921230	1,820,447	19940208	Rival Company, The
EMERGENCY SCOUT	74-614,381	19941222	2,093,421	19970902	Rival Company, The
E-Z CUTTER	73-089,793	19760609	1,062,651	19770405	Rival Company, The
HOME DECORATING SCENTS	76-142,201	20001005	NA	NA	The Rival Company
HOT POT EXPRESS	74-277,102	19920519	1,781,281	19930713	The Rival Company
HYDRO JET & Design	72-183,878	19640102	785,297	19650216	Rival Company, The
ICE COOL	75-826,765	19991019	2,528,253	20020108	Rival Company, The
ICE CREAM PARLOR	75-826,309	19991019	2,541,260	20020219	Rival Company, The
IRONIZER	75-308,673	19970613	2,219,687	19990119	Rival Company, The
LID-LOCK	76-142,203	20001005	NA	NA	The Rival Company
LIFE IS FAST. COOK SLOW.	76-036,170	20000427	2,684,222	20030204	Rival Company, The
MAGIC HOSTESS	72-203,668	19641009	795,095	19650831	Rival Company, The
PATTON	72-432,280	19720809	972,256	19731106	Rival Company, The
PATTON & Design	73-073,604	19760107	1,048,062	19760914	Rival Company, The
PATTON & Design	73-375,169	19820719	1,246,979	19830802	The Rival Company

Schedule A - Trademarks - Merger

Mark	Serial No.	Date Filed	Reg. No.	Date Registered	Owner
POTPOUR-EEZE	75-436,351	19980218	2,414,375	20001219	Rival Company, The
POTPOURRI CROCK	73-768,448	19881209	1,566,614	19891114	Rival Company, The
POWER HEATER	73-837,332	19891109	1,637,276	19910305	Rival Company, The
QUIETECH	75-887,645	20000105	2,601,906	20020730	Rival Company, The
RIVAL	73-144,884	19771017	1,093,188	19780613	Rival Company, The
RIVAL	71-362,640	19350316	325,973	19350709	Rival Company, The
RIVAL and Design	72-203,688	19641009	795,096	19650831	Rival Company, The
RIVAL SELECT	74-446,363	19931012	1,977,074	19960528	Rival Company, The
RIVAL stylized	72-203,890	19641013	792,176	19650706	Rival Company, The
SAFE & SOUND	73-723,782	19880421	1,515,290	19881206	Rival Company, The
SAFETECH	75-466,083	19980410	2,406,759	20001121	Rival Company, The
SAFETIP	75-264,112	19970324	2,289,770	19991102	Rival Company, The
SEAL-A-MEAL	74-513,975	19940418	1,896,184	19950530	Rival Company, The
SEAL-A-MEAL	78-075,927	20010726	2,656,641	20021203	Rival Company, The
SENSORTOAST & Design	75-466,085	19980410	2,562,111	20020416	Rival Company, The
SENSYSTEM	73-485,960	19840619	1,334,092	19850507	Rival Company, The
SHORT ORDER CHEF	73-705,059	19880111	1,501,236	19880823	Rival Company, The
SMARTPOT	75-826,573	19991019	NA	NA	The Rival Company
SMOKE GRABBER	73-364,156	19820512	1,312,203	19850101	The Rival Company
SMOKE GRABBER	73-367,746	19820603	1,312,204	19850101	The Rival Company
STOCKER	74-269,133	19920427	1,784,824	19930727	Rival Company, The
THE RIGHT ANGLE	75-839,229	19991103	2,592,270	20020709	Rival Company, The
THE TOE TOUCH	75-314,450	19970625	2,302,525	19991221	Rival Company, The
TITAN	72-261,411	19661223	849,817	19680528	Rival Company, The
TOAST-EXCEL	75-839,599	19991103	2,464,593	20010626	Rival Company, The
TOUCH SELECT	76-017,475	20000404	NA	NA	The Rival Company
TRAVELER	75-738,944	19990629	2,585,847	20020625	Rival Company, The
TRIPLEWHIP	76-142,202	20001005	NA	NA	The Rival Company
TWIN HEAT	75-887,728	20000105	NA	NA	The Rival Company
ULTRA BLEND	74-072,289	19900625	1,671,452	19920107	Rival Company, The
VACU-ROLL	74-615,558	19941227	1,941,046	19951212	Rival Company, The
WHITE MOUNTAIN	73-423,933	19830502	1,332,863	19850430	Rival Company, The

Schedule A - Trademarks - Merger

Mark	Serial No.	Date Filed	Reg.No.	Date Registered	Owner
WHITE MOUNTAIN ICE CREAM FREEZER and Design	73-423,932	19830502	1,328,361	19850402	Rival Company, The