

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
INTERNATIONAL SILVER COMPANY		12/31/2003	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	WALLACE INTERNATIONAL SILVERSMITHS, INC.
Street Address:	175 McClellan Highway
City:	East Boston
State/Country:	MASSACHUSETTS
Postal Code:	02128-9114
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 71**

Property Type	Number	Word Mark
Registration Number:	2930180	TABLETOP MEMORIES
Registration Number:	2884007	SPRING FLOWER
Registration Number:	2699729	ELEMENTS
Registration Number:	2527391	TRANQUIL FALLS
Registration Number:	2475780	CHARMAINE
Registration Number:	2445201	NEWBURY
Registration Number:	2198767	ASPIRATION
Registration Number:	2202090	SPRING CHARM
Registration Number:	2209466	FRENCH ROSE
Registration Number:	2027209	INTERNATIONAL JEWELRY CLEANER
Registration Number:	2164377	ISIS
Registration Number:	2017763	WILD ROSE

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Registration Number:	2224881	CANFIELD
Registration Number:	2015700	1810
Registration Number:	2141309	ANNA
Registration Number:	2084778	VOGUE
Registration Number:	1829357	LADY MARGARET
Registration Number:	1889623	BARCELONA
Registration Number:	2130943	ROYALE PLUME
Registration Number:	2088110	ENCHANTED ROSE
Registration Number:	1945408	GRAN ROYAL
Registration Number:	1989513	HOLIDAY WORKSHOP
Registration Number:	1938188	THEMA
Registration Number:	2022356	HOLMES & EDWARDS
Registration Number:	1788769	VICTORIAN ROSE
Registration Number:	1723639	LANCASTER ROSE
Registration Number:	0999571	LA STRADA
Registration Number:	1295769	SERENITY
Registration Number:	1342080	ALLURE
Registration Number:	1072552	IS
Registration Number:	1061261	INTERNATIONAL
Registration Number:	1004297	INTERNATIONAL
Registration Number:	1011312	INTERNATIONAL
Registration Number:	1030597	INTERNATIONAL PEWTER
Registration Number:	0314264	I.S.CO.
Registration Number:	0881693	VALENCIA
Registration Number:	0860479	NAVAHO
Registration Number:	0844988	ESPERANTO
Registration Number:	0716841	HERITANCE
Registration Number:	0686272	ANGELIQUE
Registration Number:	0662563	RHAPSODY
Registration Number:	0662559	JOAN OF ARC
Registration Number:	0662223	PRELUDE
Registration Number:	0625342	SILVER RHYTHM
Registration Number:	0503061	1847 ROGERS BROS.
Registration Number:	0502078	ANNIVERSARY
Registration Number:	0438838	WM ROGERS & SONS

Registration Number:	0431981	CENTENNIAL
Registration Number:	0329753	WM. ROGERS MFG. CO.
Registration Number:	0329754	WM. ROGERS & SON
Registration Number:	0329755	WM ROGERS
Registration Number:	0329756	ROGERS CUTLERY CO.
Registration Number:	0329757	1865 WM. ROGERS MFG. CO.
Registration Number:	0329758	1847 ROGERS BROS
Registration Number:	0284922	IS
Registration Number:	0147780	ROGERS & BRO.
Registration Number:	0390994	ETERNALLY YOURS
Registration Number:	0732477	VISION
Registration Number:	0675971	SOPHISTICATE
Registration Number:	0630429	DEEPSILVER
Registration Number:	0627336	INTERNATIONAL
Registration Number:	0390987	SPRING GLORY
Registration Number:	0359960	FIRST LOVE
Registration Number:	0334515	FASCINATION
Registration Number:	0299410	INTERNATIONAL
Serial Number:	76555850	BOURBON STREET
Serial Number:	76128102	INTERNATIONAL BAZAAR
Serial Number:	76525779	DICE-ISIONS
Serial Number:	76525778	SET FOR LIFE
Serial Number:	78421444	BAR IN A BUCKET
Serial Number:	75273906	MILLENNIUM

**CORRESPONDENCE DATA**

Fax Number: (415)984-8300  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 415-984-8287  
Email: jbegler@nixonpeabody.com  
Correspondent Name: JAY BEGLER  
Address Line 1: 2 Embarcadero Center  
Address Line 2: Nixon Peabody LLP 27th Floor  
Address Line 4: San Francisco, CALIFORNIA 94111

NAME OF SUBMITTER:	Jay Begler
Signature:	/Jay Begler/

Date:

03/14/2005

**Total Attachments: 5**

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# Delaware

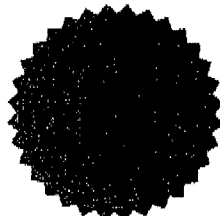
PAGE 1

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"INTERNATIONAL SILVER COMPANY", A DELAWARE CORPORATION,  
WITH AND INTO "WALLACE INTERNATIONAL SILVERSMITHS, INC."  
UNDER THE NAME OF "WALLACE INTERNATIONAL SILVERSMITHS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2003, AT 3:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2003.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

2103720 8100M

AUTHENTICATION: 2857772

040013328

DATE: 01-08-04

**TRADEMARK**  
**REEL: 003045 FRAME: 0952**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:12 PM 12/30/2003  
FILED 03:01 PM 12/30/2003  
SRV 030843162 - 2103720 FILE

AGREEMENT OF MERGER

OF

INTERNATIONAL SILVER COMPANY

(a Delaware corporation)

AND

WALLACE INTERNATIONAL SILVERSMITHS, INC.

(a Delaware corporation)

AGREEMENT OF MERGER approved on October 22, 2003 by International Silver Company, a business corporation of the State of Delaware (hereinafter "International"), and by resolution adopted by its Board of Directors on said date, and approved on October 22, 2003 by Wallace International Silversmiths, Inc. a business corporation of the State of Delaware (hereinafter "Wallace"), and by resolution adopted by its Board of Directors on said date.

WHEREAS International is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS at the time of its incorporation, the total number of shares of stock which International has authority to issue is One Thousand (1,000), all of which are of one class and of a par value of Ten Dollars (\$10.00) each; and

WHEREAS Wallace is a business corporation of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS at the time of its incorporation, the total number of shares of stock which Wallace has authority to issue is One Thousand (1,000), all of which are of one class and of a par value of One Dollar (\$1.00) each; and

WHEREAS International and Wallace and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge International with and into Wallace pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of International and duly approved by a resolution adopted by the Board of Directors Wallace, the Agreement of Merger and the terms and conditions thereof and the mode of carrying

TRADEMARK

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the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. International and Wallace shall, pursuant to the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Wallace, which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware.

The separate existence of International, which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said effective time in accordance with the provisions of said General Corporation Law of the State of Delaware.

2. The Certificate of Incorporation of the surviving corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said surviving corporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one (1) share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective time of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Agreement of Merger shall have been fully adopted upon behalf of the terminating corporation and of the surviving corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Delaware and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and

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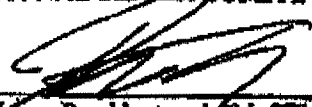
documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

8. The effective time of the Agreement of Merger, and the time when the merger therein agreed upon shall become effective, shall be as of December 31, 2003.

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated:

INTERNATIONAL SILVER COMPANY

By:   
Robert Meers, President and Chief Executive Officer

Dated:

WALLACE INTERNATIONAL SILVERSMITHS, INC.

By:   
Gregory W. Hunt, Vice President and Chief Financial Officer

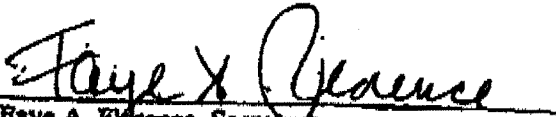


1.

**CERTIFICATE OF SECRETARY OF INTERNATIONAL SILVER COMPANY**

The undersigned, being the Secretary of International Silver Company, does hereby certify that written consent has been given to the adoption of the foregoing Agreement of Merger by the holders of all of the outstanding stock of said corporation, in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

Dated:

  
Faye A. Florence, Secretary  
International Silver Company