

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Bill of Sale and Assignment		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gemco Ware, Inc.		11/26/2003	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Lifetime Hoan Corporation		
Street Address:	One Merrick Road		
City:	Westbury		
State/Country:	NEW YORK		
Postal Code:	11590		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2038354	G GEMCO	
Registration Number:	1217333	GEMCO	
Registration Number:	0739978	GEMCO	
Registration Number:	0739864	GEMCO	
Registration Number:	0769345	VILLAWARE	
CORRESPONDENCE DATA			
Fax Number:	(404)885-3900		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	4048853000		
Email:	trademarks@troutmansanders.com		
Correspondent Name:	Karl M. Zielaznicki		
Address Line 1:	600 Peachtree Street, NE		
Address Line 2:	Troutman Sanders LLP.		
Address Line 4:	Atlanta, GEORGIA 30308-2216		
NAME OF SUBMITTER:	Karl M. Zielaznicki		

OP \$140.00 2038354

Signature:

/karl m. zielaznicki/

Date:

06/06/2005

Total Attachments: 6

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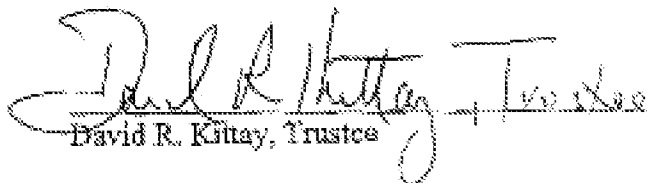
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BILL OF SALE AND ASSIGNMENT dated this 26th day of November, 2003 (the "Bill of Sale") from David R. Kitay, Esq. ("Seller" or "Trustee") solely in his capacity as the Chapter 7 Trustee of the estate of Gemco Ware Inc. (the "Debtor"), to Lifetimes Hoan Corporation ("Buyer").

This Bill of Sale is delivered by Trustee to Buyer in connection with the auction sale (the "Sale") by Trustee of all of Trustee's right, title and interest in all of the listed assets (the "Assets") of Gemco Ware, Inc., excluding all causes of action owned by the Estate other than to collect upon or enforce the assets as follows: (1) all Inventory, including Raw Material, Work-In-Process and Finished Goods, (including Finished Goods in Containers on the Water and/or In Port); (2) all Accounts Receivable and Open Purchase Orders from Customers; (3) Trademarks, Tradenames, All Intellectual Property and Tooling and (4) all Office Furniture and Office Equipment and (5) all Warehouse Furniture and Equipment provided, however, that the Assets shall include funds which LaSalle Bank, N.A. asserts is its cash collateral being held by LaSalle Bank, N.A. in a lock box account at LaSalle Bank, N.A. and which funds represent the proceeds of accounts receivable as of November 26, 2003; and further provided that Buyer shall provide the Trustee or his professionals access to the Debtor's books and records upon the Trustee's request, pursuant to an order dated November 26, 2003 (the "Order") of the United States Bankruptcy Court (S.D.N.Y.) (the "Court") in Chapter 7 Case No.03-17206 (PCB) approving the sale of the Assets.

NOW, THEREFORE, for and in consideration of the cash payment to the Trustee by Buyer of \$2,260,000, the receipt and sufficiency of which are hereby acknowledged by Trustee, Trustee does hereby sell, convey, assign, transfer and deliver to Buyer, on an "as is" - "where is" basis, all of Trustee's right, title and interest in and to all of the Assets. The sale expressly excludes any causes of action owned by the Estate other than causes of action to collect upon or enforce the Assets.

IN WITNESS THEREOF, Trustee has executed this Bill of Sale as of the day and year first above written.


David R. Kitay, Trustee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Chapter 7

In re

Case No. 03-17208 (PCB)

GEMCO WARE, INC.

Debtor

**ORDER APPROVING CHAPTER 7
TRUSTEE'S SALE OF HIS RIGHT, TITLE AND
INTEREST IN ASSETS AND RECEIVABLES**

The Trustee having been appointed on November 14, 2003, and having been informed shortly after his appointment by numerous parties that the assets of the Debtor were of a wasting nature in light of the requirements of major customers of the Debtor, and the Trustee having intensively marketed the assets after receiving an initial offer, and the Trustee having determined to sell his right, title and interest in all of the assets with the consent of LaSalle Bank, a secured party, set forth in the letter of Lifetime Hoan Corporation ("Lifetime") to John Cronin of GEM Auction Corp. (the Trustee's auctioneer) dated November 24, 2003 (the "Assets"), excluding all causes of action owned by the Estate other than causes of action to collect upon or enforce the Assets as follows: (1) all inventory, including Raw Material, Work-In-Process and Finished Goods, (including Finished Goods in Containers on the Water and/or In Port), (2) all Accounts Receivable and Open Purchase Orders from Customers, (3) Trademarks, Tradenames, All Intellectual Property and Tooling and (4) all Office Furniture and Office Equipment and (5) all Warehouse Furniture and Equipment; and Lifetime having made an offer (the "Offer") to purchase all of the Assets for the sum \$2.24 million; and the Trustee having determined to conduct the auction of the assets on November 26, 2003 so as not to lose the Offer which was conditioned on

the sale of the Assets closing no later than 5:00 PM EST on Wednesday, November 26, 2003 and other parties having expressed the intention to bid at the auction; and notice of a pending auction sale having been posted on the websites of GEM Auction Corp. and the National Association of Bankruptcy Trustees on November 21, 2003; and the Trustee, his attorneys Kistay & Gersbfield, P.C. and his auctioneer GEM Auction Corp. ("GEM") having answered inquiries about the sale of the assets from no less than twelve interested entities; and the Trustee and his professionals having endeavored to work with potential purchasers and their respective counsel in identifying the universe of assets available for sale and, to the extent available, having provided interested purchasers with lists of physical inventory and accounts receivable; and the Trustee and his professionals having arranged for interested purchasers to speak with the Debtor's President concerning the nature and quantity of the assets and their worth; and further notice (the "Supplemental Notice") of the auction sale having been filed electronically with the Clerk of the Court stating that the auction would be conducted at 11:00 a.m. on Wednesday, November 26, 2003 at the Trustee's office at 100 White Plains Road, Tarrytown, New York 10591 and that interested purchasers could also participate telephonically by phoning a toll free number; and the Supplemental Notice having been provided either electronically or by facsimile to each entity which expressed to the Trustee's professionals an interest in purchasing the Assets prior to 2:00 p.m. on November 25, 2003 and to the Office of the United States Trustee as set forth in the Certificate of Service (the "Certificate of Service") filed with the Clerk of the Court; and Lifetime having made the Offer to purchase the Assets, subject to higher and better offers; and the Auction having been held at the Office of the Trustee, 100 White Plains Road, Tarrytown, New York 10591 and telephonically commencing at 11:00 a.m. on Wednesday, November 26, 2003, and no party other than Lifetime having made a bid, and the Trustee having determined that the Offer of

Lifetime to purchase the Assets for \$1.26 million ("Purchase Price") was the highest and best offer (the "Highest and Best Bidder"); and Lifetime having provided the Trustee with a deposit in the amount of \$50,000 (the "Deposit"); and LaSalle Bank, N.A. (the "Bank"), which asserts a first priority security interest in all of the Debtor's Assets having consented to the sale of the Assets as set forth in the letter annexed hereto as Exhibit A; and the Court having determined that the sale of the Assets to Purchaser is in the best interest of the Debtor, its estate and creditors; it is now hereby

ORDERED, that the Court has jurisdiction to hear and determine all matters herein pursuant to 28 U.S.C. §§ 1334 and 157 and the Standing Order of Referral of Cases to Bankruptcy Judges of the United States District Court for the Southern District of New York, dated December 10, 1984 (Ward, Acting C.J.). Venue of this matter in this district is proper pursuant to 28 U.S.C. § 1408. Consideration of the issues presented herein constitute a core matter pursuant to 28 U.S.C. § 157(b)(2)(A), (B), (N) and (D); and it is further

ORDERED, that the consummation of the transaction contemplated by and under this Order is in the best interests of the Debtor, its estate and creditors; and it is further

ORDERED, that the Trustee is authorized to proceed with the sale of the Assets; and it is further

ORDERED, that service of the Supplemental Notice on the parties set forth in the Certificate of Service Order in the manner described therein and by publication of notice of the auction of the website of G.B.M. Auction Corp. and the National Association of Bankruptcy Trustees on November 21, 2003 be and it hereby is deemed good and sufficient notice of sale of the Assets; and it is further

ORDERED, that the offer of Purchaser to purchase the Assets for the Purchase Price is

the highest and best offer and represents a fair value of the assets being sold; and it is further

ORDERED that the sale of the Assets includes what the Bank asserts is its cash collateral being held by the Bank in a lock box account and which money represents the proceeds of accounts receivable collected as of November 26, 2003; and it is further

ORDERED, that Lifetime shall allow the Trustee or his professionals access to the Debtor's books and records upon the Trustee's request; and it is further

ORDERED, that Lifetime, the entity that made an offer of \$2.25 million, as Highest and Best Bidder be, and hereby is, confirmed as purchaser of the Assets, free and clear of all liens, claims, interests and encumbrances (with such liens, claims, interests and encumbrances to attach to the proceeds of the sale to the same effect, extent and priority as such liens attach to the Assets); and it is further

ORDERED, that the provisions of Rules 6004(g) and 6005(u) of the Bankruptcy Rules saying the effectiveness of this Order for ten days are hereby waived for good cause, and this Order shall be effective, and the parties may consummate the transaction contemplated hereby, immediately upon entry of this Order; and it is further

ORDERED, that in the event Purchaser breaches his obligations under the Agreement, the Trustee's sole remedy shall be that the Deposit plus interest accrued thereon shall be retained by the estate as liquidated damages to be distributed as may be ordered by this Court; and it is further

ORDERED, that in the event the Trustee breaches its obligations under the Agreement, Purchaser's sole remedy shall be the return of the Deposit plus interest accrued thereon shall be returned to Purchaser as liquidated damages to be distributed as may be ordered by this Court; and it is further

ORDERED, that G.E.M. Auction Corp. shall be entitled to reasonable compensation

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subject to payment out of proceeds of sale only after it is finally retained and after approval of the Court and of the United States Trustee upon the submission of an application for compensation or reimbursement in accordance with 11 U.S.C. §§ 330 and 331 and Local Bankruptcy Rules 2016-1 and 2016-2, and it is further

ORDERED, that the Trustee shall be entitled to receive reasonable commission subject to payment out of proceeds of sale only after making application to the Court on appropriate notice; and it is further

ORDERED, that the Purchaser shall remain in the Debtor's premises at 600 Old Willow Path, Hauppauge, New York, 11788 (the "Premises"), subject to the Purchaser paying the current monthly rent payments to the landlord of the Premises for the period for which it is in possession.

Dated: New York, New York
November 25, 2005

/s/ Prudence Carter Beatty

United States Bankruptcy Judge

APPROVED AS TO FORM:

/s/ Adam L. Rosen

Adam L. Rosen (A.D. 3664)

Scarcella Rosen & Stone LLP

Attorneys for LaSalle Bank, N.A.