

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
WEKI Holding Company, Inc.		09/22/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	American Culinary Corporation		
<b>Street Address:</b>	2903 Cricket Lane		
<b>City:</b>	Willoughby Hills		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	44092		
<b>Entity Type:</b>	CORPORATION: OHIO		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2749390	WAGNER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)861-2200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	312-861-2000		
<b>Email:</b>	ccasey@kirkland.com		
<b>Correspondent Name:</b>	Lisa M. Holubar		
<b>Address Line 1:</b>	200 East Randolph Drive		
<b>Address Line 2:</b>	Suite 4800		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60601		
<b>ATTORNEY DOCKET NUMBER:</b>	36230-8		
<b>NAME OF SUBMITTER:</b>	Lisa M. Holubar		
<b>Signature:</b>	/Lisa M. Holubar/		
<b>Date:</b>	10/19/2005		

**CH \$40.00 2749390**

Total Attachments: 3

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**ASSIGNMENT OF REGISTERED TRADEMARKS**

WHEREAS, WKI Holding Company, Inc., a Delaware corporation, located and doing business at 11911 Freedom Drive, Suite 600, Reston, Virginia 20190, is the owner of record of the trademark "WAGNER," which is registered in the United States Patent and Trademark Office under Registration No. 2749390, on August 12, 2003 for use in connection with Cookware, namely, sauce pans, Dutch ovens, roasters, casseroles, fry pans, stockpots, fryers, skillets, sauce pan covers; and

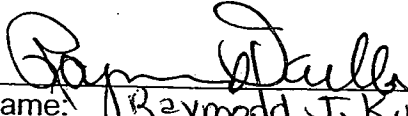
WHEREAS, WKI Holding Co., Inc. was also the owner of record of United States Trademark Registration No. 1,131,821 for WAGNERWARE and the goodwill associated therewith; and

WHEREAS, WKI Holding Co., Inc. was also the owner of record of cancelled United States Trademark Registration No. 1,875,297 for WAGNER'S and the good associated therewith; and

WHEREAS, American Culinary Corporation, an Ohio corporation, located and doing business at 2903 Cricket Lane, Willoughby Hills, Ohio 44092, wishes to acquire title to said mark and its corresponding registration:

NOW, THEREFORE, in consideration of and in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, WKI Holding Company, Inc. does sell, assign, transfer, and set over unto American Culinary Corporation, its entire right, title and interest in, to and under said trademark and its corresponding Registration No. 2749390, together with the good will of the business in connection with which the said mark is used.

Date: September 22, 2005

By   
Name: Raymond J. Kulla  
Title: VP, General Counsel

STATE OF VIRGINIA

COUNTY OF FAIRFAX

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) ss  
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On the 22nd day of September personally appeared before me Raymond J. Kulla who stated that he is VP, General Counsel of WKI Holding Company, Inc., a Delaware corporation, and acknowledged that he executed the above instrument as the act and deed of \_\_\_\_\_ for the purposes therein set forth.

E. Katherine Pardo-Toribio  
Notary Public

My Commission Expires 1/14/09

