

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/20/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Pfaltzgraff Co.		12/20/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Lifetime Brands, Inc.
Street Address:	One Merrick Avenue
City:	Westbury
State/Country:	NEW YORK
Postal Code:	11590
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1401243	THE TEA ROSE COLLECTION

**CORRESPONDENCE DATA**

Fax Number: (212)704-5987  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2127046125  
 Email: trademarks@troutmansanders.com  
 Correspondent Name: Karl M. Zielaznicki, Esq.  
 Address Line 1: 600 Peachtree Street, NE, Suite 5200  
 Address Line 2: Troutman Sanders LLP c/o TM Docket Clerk  
 Address Line 4: Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:	356464.000524
NAME OF SUBMITTER:	Karl M. Zielaznicki, Esq.
Signature:	/kmz/

OP \$40.00 1401243

Date:

01/11/2007

**Total Attachments: 3**

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# Delaware

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*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 OWNERSHIP, WHICH MERGES:

"LUXURY TABLETOP COLLECTION, INC.", A DELAWARE CORPORATION,  
"M. KAMENSTEIN CORP.", A DELAWARE CORPORATION,  
"THE PFALTZGRAFF CO.", A DELAWARE CORPORATION,  
WITH AND INTO "LIFETIME BRANDS, INC." UNDER THE NAME OF  
"LIFETIME BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING  
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED  
IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2006, AT  
10:23 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

2024122 8100M

061171907



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5309225

DATE: 12-27-06

TRADEMARK  
REEL: 003459 FRAME: 0315

**CERTIFICATE OF OWNERSHIP AND MERGER**

of  
**M. KAMENSTEIN CORP.,  
THE PFALTZGRAFF CO., and  
LUXURY TABLETOP COLLECTION, INC.,**  
into  
**LIFETIME BRANDS, INC.**  
(Pursuant to Section 253 of the General  
Corporation Law of Delaware)

**Lifetime Brands, Inc.**, a Delaware corporation (hereinafter, the "**Corporation**"), does hereby certify that:

1. The Corporation is a business corporation of the State of Delaware.
2. The Corporation is the record and beneficial owner of all of the issued and outstanding shares of capital stock of each of **M. Kamenstein Corp.**, a Delaware corporation ("**Kamenstein**"), **Luxury Tabletop Collection, Inc.**, a Delaware corporation ("**Luxury Tabletop**"), and **The Pfaltzgraff Co.**, a Delaware corporation ("**Pfaltzgraff**" and together with Kamenstein and Luxury Tabletop, the "**Subsidiaries**").
3. On December 14, 2006, the Board of Directors of the Corporation duly adopted the following resolutions by unanimous written consent to merge the Subsidiaries with and into the Corporation:

**WHEREAS**, Lifetime Brands, Inc., a Delaware corporation (the "**Corporation**"), is the record and beneficial owner of all of the issued and outstanding shares of capital stock of each of **M. Kamenstein Corp.**, a Delaware corporation ("**Kamenstein**"), **Luxury Tabletop Collection, Inc.**, a Delaware corporation ("**Luxury Tabletop**"), and **The Pfaltzgraff Co.**, a Delaware corporation ("**Pfaltzgraff**" and together with Kamenstein and Luxury Tabletop, the "**Subsidiaries**").

**WHEREAS**, the Corporation desires to merge each of the Subsidiaries with and into the Corporation, which shall be the surviving corporation pursuant to provisions of Section 253 of the Delaware General Corporation Law.

**NOW THEREFORE, BE IT RESOLVED**, that each of the Subsidiaries be merged with and into the Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of each Subsidiary be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were held and enjoyed by each Subsidiary in its name; and it is further

**RESOLVED**, that upon the effectiveness of the merger of the Subsidiaries with and into the Corporation, the Corporation shall assume all of the liabilities and obligations of the Subsidiaries, and each of the Subsidiaries shall cease to exist as a separate entity; and it is further

**RESOLVED**, that the directors, officers, certificate of incorporation and by-laws of the Corporation existing immediately prior to the merger of the Subsidiaries with and into the Corporation shall continue in effect after said merger, and all of the shares of capital stock issued by the Subsidiaries and outstanding immediately prior to said merger shall be terminated and cancelled by virtue of said merger; and it is further

**RESOLVED**, that the officers of the Corporation, and each of them, are hereby authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver for filing with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger setting forth a copy of these resolutions and containing such other items and matters as may be prescribed by the laws of the State of Delaware, and to execute, file and/or record such other certificates, documents and instruments, and to take all such other and further action, as may be necessary or appropriate to effect the merger of the Subsidiaries with and into the Corporation or to otherwise carry out the purpose and intent of these resolutions, the execution, delivery, filing and/or recording of same, or the taking of such action, to be conclusive evidence of the approval thereof; and it is further

**RESOLVED**, that the officers of the Corporation, and each of them, are hereby authorized, empowered and directed, to execute and deliver all resolutions, written consents, actions and votes, as may be necessary or desirable in the name and on behalf of the Corporation in its capacity as the sole shareholder of each of the Subsidiaries, to effectuate the merger of the Subsidiaries into the Corporation.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed by Jeffrey Siegel, its President and Chief Executive Officer, this 20<sup>th</sup> day of December, 2006.

LIFETIME BRANDS, INC.

By: 

Name: Jeffrey Siegel

Title: President and Chief Executive Officer