

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lifestyle Brands Corporation		11/06/2006	company under the laws of Province of Nova Scotia: CANADA
RECEIVING PARTY DATA			
Name:	Premise Holdings LLC		
Street Address:	38 Gansevoort Street		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10014		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78818726	PREMISE	
CORRESPONDENCE DATA			
Fax Number:	(212)684-3999		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	212 684 3900		
Email:	efiling@grr.com		
Correspondent Name:	Amy B. Goldsmith		
Address Line 1:	270 Madison Avenue, 8th floor		
Address Line 4:	New York, NEW YORK 10016		
ATTORNEY DOCKET NUMBER:	5293/1		
NAME OF SUBMITTER:	Amy B. Goldsmith		
Signature:	/abgoldsmith/		

OP \$40.00 78818726

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TRADEMARK
REEL: 003460 FRAME: 0092

Date:

01/12/2007

Total Attachments: 4

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ASSIGNMENT OF TRADEMARKS

WHEREAS, Lifestyle Brands Corporation, a Nova Scotia Corporation, having a place of business at 633 Sheppard Avenue West, Toronto, Ontario, CANADA M3H 2S3 (hereinafter "Assignor"), is the owner of trademark PREMISE in Canada under Application No. 1,290,545 and in the United States under Serial No. 78-818,726 (hereinafter referred to as the "Trademarks");

WHEREAS, Premise Holdings LLC, a limited liability company of the State of Delaware, having a place of business at 1114 Avenue of the Americas, New York, New York 10036 (hereinafter "Assignee"), desires to acquire all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks; and

WHEREAS, Assignor and Assignee are desirous of making this Assignment a matter of record.

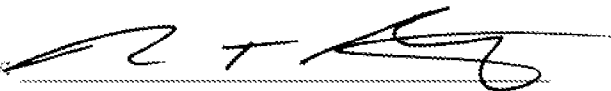
NOW, THEREFORE, for good and valuable consideration in the amount of \$1.00 provided by the Assignee to the Assignor, the full receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Assignor hereby sells, assigns, transfers and conveys unto Assignee all of its right, title, and interest in and to the aforesaid Trademarks, together with the goodwill of the business symbolized by the Trademarks and the right to sue and recover for past infringement thereof.

FURTHER, Assignor hereby covenants, agrees and undertakes to execute all confirmatory assignments, lawful oaths, and any other papers which Assignee may reasonably deem necessary or desirable for securing to Assignee or for maintaining for Assignee the Trademarks hereby assigned, all without further compensation to Assignor. Assignee is responsible for all other costs associated with maintenance of the Trademarks and the recordation of title changes.

FURTHER, this Assignment constitutes a legal, valid and binding assignment to Assignor, enforceable against Assignor in accordance with its terms and the laws of the State of New York.

This Assignment is hereby effective as of the 6th day of October, 2006.

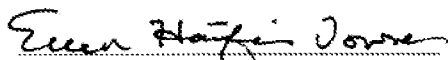
ASSIGNOR: LIFESTYLE BRANDS CORPORATION

By: 

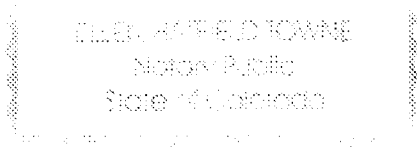
Name: Bruce T. Pettet

Title: President and Chief Executive Officer

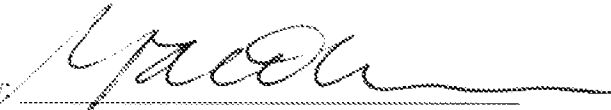
Subscribed and Sworn before me this 6th day of November, 2006.


Notary Public

My Commission Expires: 6.24.2007



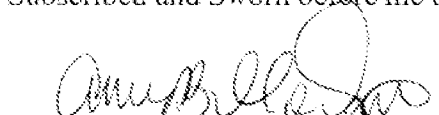
ASSIGNEE: PREMISE HOLDINGS LLC

By: 

Name: Yoram Arieven

Title: Chief Financial Officer

Subscribed and Sworn before me this 14th day of December, 2006.


Notary Public

My Commission Expires: 12-19-06

AMY B. GOLDSMITH
NOTARY PUBLIC, State of New York
No. 02G05037285
Qualified in Westchester County
Commission Expires December 12.19.2006

EXHIBIT "A"

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WHEREAS, Assignor and Assignee are desirous of making this Assignment a matter of record.

NOW, THEREFORE, for good and valuable consideration in the amount of \$1.00 provided by the Assignee to the Assignor, the full receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Assignor hereby sells, assigns, transfers and conveys unto Assignee all of its right, title, and interest in and to the aforesaid Trademarks, together with the goodwill of the business symbolized by the Trademarks and the right to sue and recover for past infringement thereof.

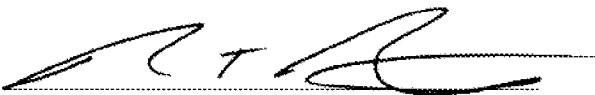
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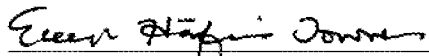
This Assignment is hereby effective as of the 6th day of October, 2006.

ASSIGNOR: LIFESTYLE BRANDS CORPORATION

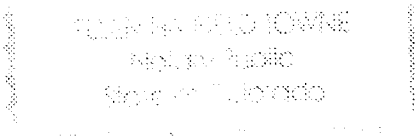
By: 

Name: Bruce T. Pettet
Title: President and Chief Executive Officer

Subscribed and Sworn before me this 6th day of November, 2006.


Notary Public

My Commission Expires: 6.24.2007



ASSIGNEE: PREMISE HOLDINGS LLC

By: 

Name: Yoram Arieven
Title: Chief Financial Officer

Subscribed and Sworn before me this 14th day of December, 2006.


Notary Public

My Commission Expires: Dec 19, 2006

AMY B. GOLDSMITH
NOTARY PUBLIC, State of New York
No. 02GO5037285
Qualified in Westchester County
Commission Expires December 19, 2006