

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/21)

03-19-2007

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office



ET

To the Director of the U. S. Patent and

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documents or the new address(es) below.

3.15.07

1. Name of conveying party(ies):

Oneida Ltd. a corporation of
New York

- Individual(s)
- General Partnership
- Corporation- State: New York
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance / Execution Date(s) :

Execution Date(s) 09/11/06

- Assignment
- Security Agreement
- Other Change State of Incorporation
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Oneida Ltd. a corporation of
Internal Delaware

Address: Legal Department

Street Address: 163-181 Kenwood Avenue

City: Oneida

State: New York

Country: USA Zip: 13421

- Association Citizenship _____
- General Partnership Citizenship Delaware
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No (s)

B. Trademark Registration No.(s) Reg. 2,095,127 -
Reg. 2,606,501 and Reg. 631,265

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Catherine H. Suttmeier

Internal Address: Legal Department

Street Address: 163-181 Kenwood Avenue

City: Oneida

State: New York Zip: 13421

Phone Number: 315 361-3636

Fax Number: 315 361-3700

Email Address: csuttmei@oneida.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 501876
Authorized User Name Oneida Ltd.

9. Signature:

Catherine H. Suttmeier
Signature

3-8-07
Date

Catherine H. Suttmeier

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be taxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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ONEIDA LTD

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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 INCORPORATION OF "ONEIDA LTD.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF SEPTEMBER, A.D. 2006, AT 5:40 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

4217805 8100

060838904

AUTHENTICATION: 5033346

DATE: 09-12-06

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REEL: 003514 FRAME: 0160

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:26 PM 09/11/2006
FILED 05:40 PM 09/11/2006
SRV 060838904 - 4217805 FILE

CERTIFICATE OF INCORPORATION

OF

ONEIDA LTD.

The undersigned incorporator, for the purpose of incorporating or organizing a corporation under the General Corporation Law of the State of Delaware, certifies:

FIRST: The name of the Corporation is

ONEIDA LTD.

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is one million (1,000,000) shares of Common Stock, and the par value of each such share is One Cent (\$.01). To the extent required by applicable law, the Corporation is prohibited from issuing any non-voting equity securities.

FIFTH: The name and mailing address of the incorporator is Catherine H. Suttmeier, Esq., Oneida Ltd., 163-181 Kenwood Avenue, Oneida, New York 13421.

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SIXTH: Elections of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

SEVENTH: The Board of Directors of the Corporation may make By-Laws and from time to time may alter, amend or repeal By-Laws.

EIGHTH: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

NINTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which

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the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

IN WITNESS WHEREOF, I have signed this Certificate this 11th day of September, 2006.

Catherine H. Suttmeier

Catherine H. Suttmeier, Esq.
Incorporator

1-NY/20053345