

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/15/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Oneida Ltd.		09/15/2006	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	Oneida Ltd.
Street Address:	163-181 Kenwood Avenue
City:	Oneida
State/Country:	NEW YORK
Postal Code:	13421
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Registration Number:	2513666	TORSADE
Registration Number:	2195521	UNITY
Registration Number:	1158866	VALERIE
Registration Number:	2195520	VECTRA
Registration Number:	0850218	WILL 'O' WISP
Registration Number:	0875082	WILL 'O' WISP
Registration Number:	0857866	WOODMERE

**CORRESPONDENCE DATA**

Fax Number: (315)425-9114  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 315-361-3000  
 Email: bsaltsman@cny-iplaw.com  
 Correspondent Name: Oneida Ltd.

**CH \$190.00 2513666**

Address Line 1: 163-181 Kenwood Avenue  
Address Line 4: Oneida, NEW YORK 13421

ATTORNEY DOCKET NUMBER:

255-608

NAME OF SUBMITTER:

Catherine H. Suttmeier

Signature:

/s/ Catherine H. Suttmeier

Date:

03/04/2008

**Total Attachments: 4**

source=Certificate of Merger#page1.tif

source=Certificate of Merger#page2.tif

source=Certificate of Merger#page3.tif

source=Certificate of Merger#page4.tif

**CERTIFICATE OF MERGER**

of

**ONEIDA LTD., a New York corporation**

into

**ONEIDA LTD., a Delaware corporation**

**Pursuant to Sections 252 and 303 of the  
General Corporation Law of the State of Delaware**

**September 15, 2006**

Oneida Ltd., a New York corporation ("Oneida NY"), and Oneida Ltd., a Delaware corporation ("Oneida DE"), hereby certify as follows:

1. The name and jurisdiction of incorporation of each of the constituent corporations is as follows (collectively, the "Constituent Corporations"):

<u>Name</u>	<u>Jurisdiction of Incorporation</u>
Oneida DE	Delaware
Oneida NY	New York

2. Pursuant to and in accordance with the terms of the Debtors' Joint Pre-negotiated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated March 19, 2006 (as amended on July 7, 2006 and as may be further amended, supplemented or otherwise modified from time to time, the "Plan") of Oneida NY and certain of its direct and indirect domestic subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), and the order of the United States Bankruptcy Court for the Southern District of New York confirming the Plan entered on August 30, 2006 (the "Confirmation Order") in the cases commenced by the Debtors under chapter 11 of title 11 of the United States Code which are procedurally consolidated and jointly administered for procedural purposes only under the caption "Oneida Ltd., et al., Case No. 06-10489 (ALG)", Oneida NY is required to, among other things, reincorporate under the laws of the State of Delaware through a merger. The Plan and Confirmation Order also permit the execution, delivery and filing of appropriate agreements and documents to effectuate such merger.

3. The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations pursuant to Title 8, Sections 252 and 303 of the General Corporate Law of the State of Delaware.

L:NY/2074755.7

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:19 AM 09/15/2006  
FILED 10:13 AM 09/15/2006  
SRV 060852314 - 4217805 FILE

**TRADEMARK**  
**REEL: 003731 FRAME: 0433**

4. The name of the corporation surviving the merger is Oneida DE (the "Surviving Corporation") and the name of the corporation being merged into this Surviving Corporation is Oneida NY.
5. The Certificate of Incorporation of Oneida DE shall be the Certificate of Incorporation of the Surviving Corporation.
6. The executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation, the address of which is 163-181 Kenwood Avenue, Oneida, New York 13421.
7. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.
8. The authorized capital stock of Oneida DE consists of 1,000,000 shares at par value of \$0.01 per share. The authorized capital stock of Oneida NY consists of 48,000,000 shares of common stock at a par value of \$1.00 per share and 95,660 shares of cumulative preferred at a par value of \$25.00 per share.

[Signature page follows.]

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed as of the date first written above.

ONEIDA LTD., a Delaware corporation

By: Catherine H. Suttmeier  
Name: Catherine H. Suttmeier  
Title: Corporate Vice President, Secretary  
and General Counsel

ONEIDA LTD., a New York corporation

By: Catherine H. Suttmeier  
Name: Catherine H. Suttmeier  
Title: Corporate Vice President, Secretary  
and General Counsel

# 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 MERGER, WHICH MERGES:

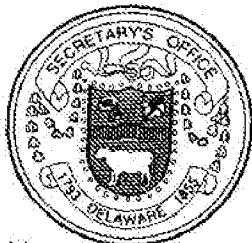
"ONEIDA LTD.", A NEW YORK CORPORATION,

WITH AND INTO "ONEIDA LTD." UNDER THE NAME OF "ONEIDA LTD.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2006, AT 10:13 O'CLOCK A.M.

4217805 8100M

080115469

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6362005

DATE: 02-05-08

TRADEMARK

RECORDED: 03/04/2008

REEL: 003731 FRAME: 0436