

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
LIFETIME BRANDS, INC.		01/21/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	USE BATH FIXTURES, L.L.C.		
Street Address:	203 Redding Ridge		
City:	Peachtree City		
State/Country:	GEORGIA		
Postal Code:	30269		
Entity Type:	LIMITED LIABILITY COMPANY: GEORGIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2219156	:USE TOOLS FOR CIVILIZATION	
Registration Number:	2177074	:USE	
CORRESPONDENCE DATA			
Fax Number:	(212)451-2222		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-451-2300		
Email:	mgrieco@olshanlaw.com		
Correspondent Name:	Olshan Grundman Frome Rosenzweig & Wolos		
Address Line 1:	65 East 55th Street		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	06886.015 - LIFETIME		
NAME OF SUBMITTER:	Mary L. Grieco		
Signature:	/mary grieco/		
Date:	02/02/2009		

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Total Attachments: 4

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ASSIGNMENT OF TRADEMARKS AND ACCOMPANYING GOODWILL

WHEREAS, LIFETIME BRANDS, INC., a Delaware corporation (hereinafter referred to as the "Assignor"), has used and is the owner of various registered trademarks set forth on the attached Schedule A, and all rights applicable thereto, including, but not limited to, all common law rights, causes of action, and the right to recover for past infringement, dilution or other misappropriation (hereinafter collectively the "Trademarks");

WHEREAS, USE BATH FIXTURES, L.L.C., a Georgia limited liability company (hereinafter referred to as the "Assignee"), is desirous of acquiring the Trademarks, together with the goodwill associated therewith;

WHEREAS, in accordance with the terms of the Asset Purchase Agreement dated as of December 15, 2008 among Assignee, Assignor and Michael J. Velsmid, Jr., Assignee desires to obtain an assignment of Assignor's rights in the Trademarks and Assignor desires to assign its rights in the Trademarks to Assignee; and

WHEREAS, Assignee is the successor-in-interest to that portion of Assignor's business which pertains to the Trademarks;

NOW, THEREFORE, in consideration of the sum of One Hundred Dollars (\$100.00) and for other good and valuable consideration, the receipt and sufficiency of which Assignor acknowledges by its execution below:

1. Assignor hereby assigns to Assignee all of its rights, title and interest, in and to the Trademarks, in each case together with the goodwill of the business connected with the use of and symbolized by the Trademarks

2. Assignor agrees to perform all reasonable and proper additional acts and to execute any additional documents at the request and expense of Assignee which Assignee may require in order to vest all of Assignor's rights, title and interest in and to the Trademarks in Assignee, its successors or assigns.

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SIGNATURE PAGE FOLLOWS

We have hereto set our hand(s) and seal(s) as of this 21st January day of ~~December~~, 2008

LIFETIME BRANDS, INC.

By: 

Jeffrey Siegel

Chairman of the Board, President and
Chief Executive Officer

USE BATH FIXTURES, L.L.C.

By: 

Michael J. Velsmid, Jr
President

STATE OF NEW YORK
COUNTY OF NASSAU
UNITED STATES OF AMERICA

I, Sara Shindel, a Notary Public of the aforesaid County and State, do hereby certify that JEFFREY SIEGEL personally appeared before me this day and acknowledged that he is the Chairman of the Board, President and Chief Executive Officer of LIFETIME BRANDS, INC., a corporation organized and existing pursuant to the laws of the State of Delaware, and that by authority duly given and as an act of the corporation, the foregoing instrument was signed in its name by him as its Chairman of the Board, President and Chief Executive Officer, as the free act and deed of the corporation.

WITNESS MY HAND AND NOTARIAL SEAL this 19th day of December, 2008.

Sara Shindel
Notary Public

My Commission Expires:

SARA A. SHINDEL
Notary Public, State of New York
No. 01SH5001085
Qualified in Nassau County
Commission Expires Aug. 31, 2010

STATE OF NEW YORK
COUNTY OF NASSAU
UNITED STATES OF AMERICA

I, Beth Ben-Ezra, a Notary Public of the aforesaid County and State, do hereby certify that MICHAEL J. VELSMID, JR. personally appeared before me this day and acknowledged that he is the President of USE BATH FIXTURES, L L C, a limited liability company organized and existing pursuant to the laws of the State of Georgia, and that by authority duly given and as an act of the limited liability company, the foregoing instrument was signed in its name by him as a Manager, as the free act and deed of the limited liability company

WITNESS MY HAND AND NOTARIAL SEAL this 19th day of December, 2008.

Beth Ben-Ezra
Notary Public

My Commission Expires:

BETH I. BEN-EZRA
Notary Public, State of New York
Registration #02BE5051456
Qualified in Nassau County
My Commission Expires Nov. 6, 2009

SCHEDULE A

TRADEMARKS

<u>Registered Trademark</u>	<u>Registration Number</u>
1 :USE – Tools for Civilization	2219156
2 :USE (Registration was abandoned)	2177074