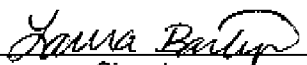


Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼		RECORDATION FORM COVER SHEET PATENTS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): Selkirk, Inc.		2. Name and address of receiving party(ies) Name: Selkirk L.L.C. Internal Address: _____ _____ _____ Street Address: 14801 Quorum Drive _____ _____ City: Dallas State: Texas Zip: 75254 Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: June 24, 2002					
4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the application is: _____ A. Patent Application No.(s) B. Patent No.(s) 5476419 5718094 6076862 5328213 5393260 4462618 Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Laura Bailyn, Esq. Internal Address: _____ Skadden, Arps, Slate, Meagher & Flom LLP _____ Street Address: Four Times Square _____ City: New York State: NY Zip: 10036-6522		6. Total number of applications and patents involved: 5 7. Total fee (37 CFR 3.41).....\$ 240.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 19-2385 [Our Ref: 548800-21] (Attach duplicate copy of this page if paying by deposit account)			
DO NOT USE THIS SPACE					
9. Statement and signature. <i>To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.</i> Laura Bailyn  July 2, 2002 _____ Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and documents: 5					

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

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PATENT
REEL: 012852 FRAME: 0055

PATENT ASSIGNMENT

WHEREAS, Selkirk, Inc., a Delaware corporation with offices at 14801 Quorum Drive, Dallas, Texas 75254 (hereinafter, "Assignor") is the owner of rights in certain patents and/or patent applications listed in the attached Schedule A, and the inventions disclosed and claimed therein (the "Patents");

WHEREAS, Selkirk L.L.C., a Delaware limited liability corporation with offices at 14801 Quorum Drive, Dallas, Texas 75254 (hereinafter, "Assignee"), desires to acquire the entire right, title, and interest in and to the Patents; and

WHEREAS, Assignor and Assignee have entered into a Stock and Asset Purchase Agreement dated as of May 17, 2002 (the "Purchase Agreement"), by and among U.S. Industries, Inc., Eljer Plumbingware, Inc., Selkirk, Inc., Selkirk Canada USA, Inc., Selkirk Canada, Inc., Selkirk Acquisition Partners and Tinicum Capital Partners, L.P., pursuant to which Assignor agreed to sell, convey, transfer and assign, or cause to be sold, conveyed, transferred and assigned to Assignee all its right, title, and interest in certain proprietary technology, including the Patents, to Assignee.

NOW THEREFORE, effective immediately by this document, and for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign and transfer to Assignee, and its successors and assigns, its entire right, title, and interest, in the United States and all foreign countries, in the Patents, and all continuations, continuations-in-part, divisions, extensions, reexaminations, reissues, and substitutes thereof, rights of priority under the International Convention for the Protection of Industrial Property, the Inter-American Convention Relating to Patents, Designs and Industrial Models, and any other international agreements to which the United States adheres, and in and to all income, royalties, damages, claims, and payments now or hereafter due or payable with respect thereto, and in and to all causes of action (either in law or in equity) and the right to sue, counterclaim, and recover for past, present, and future infringement of the rights assigned to Assignee hereunder.

Assignor hereby agrees to execute any papers and to perform such other proper acts as Assignee or its successors or assigns may deem reasonably necessary to secure to Assignee or to its successors or assigns, the rights, title and interest hereby transferred, including, without limitation, in order to bring record ownership of the Patents into the name of the current owner thereof and provide to assignee the necessary information to permit Assignee to effect and perfect the transfer of the Patents.

WHEREFORE, Assignor and Assignee have duly executed this Patent
the date indicated below.

SELKIRK, INC. ("Assignor")

By: Alan Schutzman

Name: Alan Schutzman

Title:

Assistant Secretary

SELKIRK, L.L.C. ("Assignee")

By: Michael Manasse

Name: Michael Manasse

Title: Vice President

ACKNOWLEDGEMENT

STATE OF _____)

:

COUNTY OF _____)

On 24th June, 2002, before me appeared the person who signed this instrument, and acknowledge that he signed it as a free act on behalf of Assignor, Selkirk, Inc., for the purposes contained therein.

TOMER SEFAN
Notary Public, State of New York
No. 023E6063636
Qualified in New York County
Commission Expires Nov. 4, 2005

By: _____

Name: _____

Title: Notary Public

My Commission Expires: _____

SCHEDULE A**Patents and Patent Applications**

Company	Description	Country	Patent Number	Application Number	Issue date
Selkirk, Inc.	Thermally actuated heating/cooling air changeover deflector structure for a ceiling diffuser	United States	5,476,419	339,809	12/19/95
Selkirk, Inc.	Improved supply air register construction	United States	5,718,094	694,872	2/17/98
Selkirk, Inc.	Improved supply air register construction	Canada	2,199,196		2/22/00
Selkirk, Inc.	Concentric snap-together direct vent structure and associated fabrication methods	United States	6,076,862		6/20/00
Selkirk, Inc.	Adjustable Pipe Fitting	United States	5,328,213	986,791	7/12/94
Selkirk, Inc.	Flexible double wall vent pipe	United States	5,393,260	166,238	2/28/95
Selkirk, Inc.	Prefabricated double-walled metal chimney	United States	4,462,618		7/31/84
Selkirk, Inc.	Adjustable Pipe Fitting	Canada	2,105,262		8/31/93