

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
Mirro Operating Company LLC	08/16/2006
RECEIVING PARTY DATA	
Name:	SEB S.A.
Street Address:	TEFAL
Internal Address:	Z.I. des Granges, BP 89
City:	Rumilly
State/Country:	FRANCE
Postal Code:	74150
Name:	Groupe SEB USA
Street Address:	1 Boland Drive
City:	West Orange
State/Country:	NEW JERSEY
Postal Code:	07052
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11372913
CORRESPONDENCE DATA	
Fax Number:	(412)471-4094
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	412-471-8815
Email:	webblaw@webblaw.com
Correspondent Name:	The Webb Law Firm
Address Line 1:	436 Seventh Avenue
Address Line 2:	700 Koppers Building
Address Line 4:	Pittsburgh, PENNSYLVANIA 15219

OP \$40.00 11372913

ATTORNEY DOCKET NUMBER:

5363-063644

NAME OF SUBMITTER:

Kent E. Baldauf

Total Attachments: 7

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RECORDATION FORM COVER SHEET PATENTS ONLY

Atty. Docket No. 5363-063644

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
Mirro Operating Company LLC

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance/Execution Date(s):
Execution Date(s) August 16, 2006

Assignment Merger
 Security Agreement Change of Name
 Joint Research Agreement
 Government Interest Assignment
 Executive Order 9424, Confirmatory License
 Other _____

2. Name and address of receiving party(ies)

Name: (1) SEB S.A.
TEFAL
Z.I. des Granges
BP 89
74150 Rumilly
FRANCE

and

Name: (2) Groupe SEB USA
1 Boland Drive
West Orange, NJ 07052

Additional name(s) & address(es) attached? Yes No

4. Application or patent number(s): This document is being filed together with a new application.

A. Patent Application No.(s)
11/372,913 filed March 10, 2006

B. Patent No.(s)

Additional numbers attached? Yes No

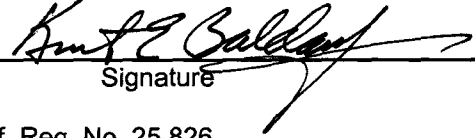
5. Name and address to whom correspondence concerning document should be mailed:

Name: Kent E. Baldauf
 Internal Address: The Webb Law Firm
 Street Address: 700 Koppers Building
436 Seventh Avenue
 City: Pittsburgh
 State: Pennsylvania ZIP: 15219
 Phone Number: 412-471-8815
 Fax Number: 412-471-4094
 Email Address: webblaw@webblaw.com

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41).....\$ 40.00
 Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed
 None required (government interest not affecting title)

8. Payment Information
 a. Credit Card Last 4 Numbers _____
 Expiration Date _____
 b. Deposit Account Number _____
 Authorized User Name _____

9. Signature:  January 3, 2007
 Signature Date

Kent E. Baldauf, Reg. No. 25,826 Total number of pages including cover sheet, attachments and documents: 7
 Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ASSIGNMENT OF INTANGIBLE PROPERTY

Mirro Acquisition Inc., a Delaware corporation, Mirro Operating Company, LLC, a Delaware limited liability company and Mirro Puerto Rico, Inc., a corporation organized under the laws of the Commonwealth of Puerto Rico, each a Debtor and Debtor in Possession under Case No. 06-10340 in the Bankruptcy Court (the "**Debtors**") and 690649 BC Ltd., a British Columbia company (collectively with the Debtors, the "**Assignor**") are executing this Assignment of Intangible Property (the "**Assignment**") in favor of SEB S.A., a company incorporated under the laws of France, and Groupe SEB USA, a Delaware corporation (collectively, the "**Assignee**"), with respect to the following facts and circumstances:

(A) Assignor and Assignee have heretofore entered into that certain Asset Purchase Agreement dated August 7, 2006 (the "**Agreement**"). Except for terms specifically defined in this Assignment, the capitalized terms used in this Assignment shall have the same meanings as such terms when used in the Agreement.

(B) Concurrently with the execution and delivery of this Assignment, Assignor and Assignee are consummating the transactions contemplated by the Agreement. Pursuant to Sections 3.3.3 and 3.4.3 of the Agreement, Assignor and Assignee are required to mutually execute and deliver this Assignment at the Closing.

NOW, THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which Assignor hereby expressly acknowledges, to the extent of their respective interests therein, each entity comprising Assignor hereby assigns, conveys, transfers and sets over unto Assignee, all of its right, title and interest (including any and all goodwill), if any, in and to all Intangible Property, including, without limitation, subject to the express limitations set forth in the Agreement, their respective right, title and interest in and to the items of intangible property (and any associated goodwill) described on Schedule 1 hereto. This Assignment shall inure to the benefit of, and be binding upon, the successors, executors, administrators, legal representatives and assigns of Assignor and Assignee.

Notwithstanding anything to the contrary herein, the parties comprising Assignor are executing and delivering this Assignment in accordance with and subject to all of the terms and provisions of the Agreement (including, without limitation, the exclusions set forth in Section 1.2 of the Agreement and the acknowledgement and disclaimer set forth in Section 7 thereof).


In the event that Assignor or Assignee brings an action or other proceeding to enforce or interpret the terms and provisions of this Assignment, the prevailing party in that action or proceeding shall be entitled to have and recover from the non-prevailing party all such fees, costs and expenses (including, without limitation, all court costs and reasonable attorneys' fees) as the prevailing party may suffer or incur in the pursuit or defense of such action or proceeding.

This Assignment shall be governed by and construed and enforced in accordance with the laws of Delaware

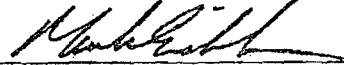
IN WITNESS WHEREOF, Assignor has executed this Assignment as of the 16 of August, 2006.

ASSIGNOR:

MIRRO ACQUISITION INC.,
a Delaware corporation and
Chapter 11 Debtor and Debtor in Possession

By: 
Name: Mark Eichhorn
Title: President

MIRRO OPERATING COMPANY, LLC,
a Delaware limited liability company and
Chapter 11 Debtor and Debtor in Possession

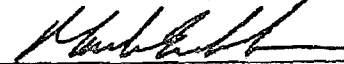
By: 
Name: Mark Eichhorn
Title: President

MIRRO PUERTO RICO, INC.,
a corporation organized under the laws of the
Commonwealth of Puerto Rico and
Chapter 11 Debtor and Debtor in Possession

By: 
Name: Mark Eichhorn

Title: President

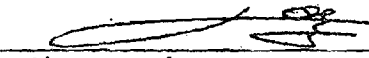
690649 BC, LTD.,
a British Columbia company

By: 
Name: Mark Eichhorn
Title: President

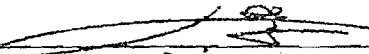
SIGNATURES CONTINUED ON NEXT PAGE

SIGNATURES CONTINUED FROM PRIOR PAGE

SEB S.A., a company incorporated
under the laws of France

By: 
Name: Jean-Pierre LAC
Its: Senior Executive Vice President, Finance

GROUPE SEB USA, a Delaware corporation

By: 
Name: Jean-Pierre LAC
Its: Director

Schedule 1

InvTitle	CaseType	ApplicationStatus	AppNumber	FileDate	CountryName	PatNumber	IssDate	Inventors
AN IMPROVED HANDLE FOR COOKWARE	ORD	Pending	11/391715	28-Mar-2006	United States of America			FADAWER, Andy; KUTSCH D; MAUREL, BERNARD; METAKATOS, PAUL
Insulated Handle Grip	ORD	Granted	08/505809	21-Jul-1995	United States of America	5613274	25-Mar-1997	GERDMANN, HAROLD F; MUMPHY, KEITH E
Cookware Cover Handle	DES	Granted	990116	27-Jan-1999	Mexico	11833	11-Oct-2000	SCHIFFER, LARRY W
Handle	DES	Granted	29/183285	11-Jun-2003	United States of America	D501358	01-Feb-2005	LOGIUDICE, PAUL A; PAVIAK, THOMAS
Footed Cooking Utensil	ORD	Granted	96/0084	30-Jul-1996	Mexico	197424	11-Jul-2000	MUCHN, JAY Z; KROSCHER, TODD
Footed Cooking Utensil	PRJ	Granted	08/509557	31-Jul-1995	United States of America	5644976	08-Jul-1997	MUCHN, JAY Z; KROSCHER, TODD
Footed Cooking Utensil	CON	Granted	-105706	05-May-1997	United States of America	5806410	15-Sep-1998	MUCHN, JAY Z; KROSCHER, TODD
Method and Apparatus for Welding Handle Studs to Cooking Vessels	PRJ	Granted	548443	29-Jan-1996	United States of America	5696688	09-Dec-1997	LEF, DAVID P; PLATTETER, PHILIP B; CLAERBAUT, ROBERT; KAUG, TI
Combined Shipping and Display Merchandiser	PRJ	Granted	07/289316	23-Dec-1988	United States of America	4936450	26-Jul-1990	PAUL, GERALD T
Combination Frying Pan Insert and Frying Pan	PRJ	Granted	08/036780	25-Mar-1993	United States of America	5323893	28-Jun-1994	COLLARD, JAMES C; SCHIFFER, LARRY W
Rapid Heating Cookware	ORD	Granted	2141622	01-Feb-1995	Canada	2141622	30-Dec-1997	PAUL, GERALD T
Rapid Heating Cookware	ORD	Granted	94/5763	28-Jul-1994	Mexico	188855	07-May-1998	PAUL, GERALD T
Rapid Heating Cookware	PRJ	Granted	08/173820	30-Dec-1993	United States of America	5411014	02-May-1995	PAUL, GERALD T
Low-Fat Non-Stick Frying Device	PRJ	Granted	08/055490	30-Apr-1993	United States of America	5440973	16-Aug-1995	WELHOUSE, HAROLD L
Method of Making Low-Fat Non-Stick Frying Device	CP	Granted	08/223791	06-Apr-1994	United States of America	5471731	05-Dec-1995	WELHOUSE, HAROLD L
Multi-Purpose Cake Pan	PRJ	Granted	08/009996	20-Sep-1994	United States of America	5537917	23-Jul-1996	SCHIFFER, LARRY W; KREHL, DONALD C
Handle for a Kitchen Tool	DES	Granted	29/531806	31-May-1990	United States of America	D327809	14-Jul-1992	HACKER, TERRY F
Cookware Handle	DES	Granted	29/531805	31-May-1990	United States of America	D337694	27-Jul-1993	HACKER, TERRY F; GRESL, ROBERT
Universal Sauce Pan Cover	DES	Granted	29/025835	13-Jul-1994	United States of America	D368223	09-Apr-1996	HACKER, TERRY F
Bakeware with Patterned Surface Texture	PRJ	Granted	08/932840	23-Sep-1997	United States of America	5921173	13-Jul-1999	GRYCAN, STANLEY M; THOMPSON, RICHARD W
Cooking Vessel	PRJ	Granted	09/113660	10-Jul-1998	United States of America	5992308	30-Nov-1999	KROSCHER, TODD; LONNEMAN, DEBORAH M; PAUL, GERALD T
Cookware Lid	PRJ	Granted	09/113422	10-Jul-1998	United States of America	6029443	29-Feb-2000	KROSCHER, TODD; LONNEMAN, DEBORAH M; PAUL, GERALD T
Cookware Cover Handle	DES	Granted	1999-0234	28-Jan-1999	Canada	88301	17-Dec-1999	SCHIFFER, LARRY W
Cookware Cover Handle	DES	Granted	29/091544	31-Jul-1998	United States of America	D412641	10-Aug-1999	SCHIFFER, LARRY W
Cookware Handle	DES	Granted	1998-2129	02-Sep-1998	Canada	87145	16-Jul-1999	KROSCHER, TODD; LONNEMAN, DEBORAH M; PAUL, GERALD T
Cookware Handle	DES	Granted	29/089793	23-Jun-1998	United States of America	D405314	09-Feb-1999	KROSCHER, TODD; LONNEMAN, DEBORAH M; PAUL, GERALD T
Mating Cookware Cover and Vessel Handles	DES	Granted	1998-2130	02-Sep-1998	Canada	87146	16-Jul-1999	KROSCHER, TODD; LONNEMAN, DEBORAH M; PAUL, GERALD T
Mating Cookware Cover and Vessel Handles	DES	Granted	98106	29-Oct-1998	Mexico	11568	12-Jul-2000	KROSCHER, TODD; LONNEMAN, DEBORAH M; PAUL, GERALD T
Mating Cookware Cover and Vessel Handles	DES	Granted	29/089767	23-Jun-1998	United States of America	D405313	09-Feb-1999	KROSCHER, TODD; LONNEMAN, DEBORAH M; PAUL, GERALD T
Knob for a Cookware Lid	DES	Granted	2001-0179	25-Jun-2001	Canada	93032	31-Jul-2001	PAUL, GERALD T; KROSCHER, TODD; LONNEMAN, DEBORAH M
Knob for a Cookware Lid	DES	Granted	29/126760	25-Jul-2000	United States of America	D446078	07-Aug-2001	PAUL, GERALD T; KROSCHER, TODD; LONNEMAN, DEBORAH M
Handle	DES	Granted	29/183285	11-Jun-2003	United States of America	D501358	01-Feb-2005	LOGIUDICE, PAUL A; PAVIAK, THOMAS
Handle for Cookware or the Like	DES	Granted	29/280476	06-Dec-1988	United States of America	D320125	24-Sep-1991	
Serving Platter for Pizza Pan	ORD	Granted	07/274458	21-Nov-1988	United States of America	4863219	12-Sep-1989	
Containers and Cookware Apparatus Providing Best Support for Utensils.	PRJ	Pending	11/72913	10-Mar-2006	United States of America			KUTSCH, DUANE; BESS, KIMBERLY K
Baking Pan	DES	Pending	29/251208	05-Jun-2006	United States of America			MILLSAP, ANDRE D; METAKATOS, PAUL

Schedule 1

Baking Sheet	DES	Allowed	29/251206	05-Jan-2006	United States of America	MILLSAP, ANDRE D; METAXATOS, PAUL
Baking Sheet	DES	Pending	29/251207	05-Jan-2006	United States of America	MILLSAP, ANDRE D; METAXATOS, PAUL
Baking Sheet	DES	Pending	29/251265	05-Jan-2006	United States of America	MILLSAP, ANDRE D; METAXATOS, PAUL
Baking Sheet	DES	Pending	29/251209	05-Jan-2006	United States of America	MILLSAP, ANDRE D; METAXATOS, PAUL
Baking Pan	DES	Pending	29/251249	05-Jan-2006	United States of America	MILLSAP, ANDRE D; METAXATOS, PAUL
Baking Tray	PRJ	Pending	11/326254	05-Jan-2006	United States of America	MILLSAP, ANDRE D; METAXATOS, PAUL
Baking Tray	ORD	Pending	2532218	05-Jan-2006	Canada	MILLSAP, ANDRE D; METAXATOS, PAUL
An Articulating Handle for Space-Saving Cookware and Methods for Doing the Same	PRO	Pending	69/781453	10-Mar-2006	United States of America	KUTSCH, DUANE; ALTHEIMER, DAN; MORRIS, KEN; KEEDL, J
Temperature Indicating Handle for Cookware	PRO	Pending	69/812260	09-Jun-2006	United States of America	KUTSCH, DUANE; PADAWER, Andy; DeLAND, ANGELA

Schedule 1

InvTitle	CaseType	ApplicationStatus	AppNumber	FileDate	CountryName	PatNumber	IssDate	Inventors
AN IMPROVED HANDLE FOR COOKWARE	PRO	Expired	60/665927	28-Mar-2005	United States of America			PADAWER, Andy; KUTSCH D; MAURER, BERNA
Insulated Cooking Utensil	ORD	Expired	437546	26-Sep-1983	Canada	1197987	17-Dec-1985	LOGAN, EUGENE T; BARLOW, RICHARD A
Cookware and Cookware Lid	ORD	Abandoned	4251452.1	12-Mar-2004	European Patent Convention			SEIPLE, SHANE; DEMERS, BRIAN J
Insulated Cooking Tool	DIV	Expired	353709	05-Oct-1984	United States of America	4595120	17-Jun-1986	LOGAN, EUGENE T; BARLOW, RICHARD A
Cover for Pan with Variable Conventional Widths	CIP	Abandoned	08/037852	29-Mar-1993	United States of America	5377859	03-Jan-1995	HACKER, TERRY F
Method of Making Low-Fat Non-Stick Frying Device	ORD	Abandoned	2145109	21-Mar-1995	Canada	2145109	25-Mar-1997	WELHOUSE, HAROLD L
Bakeware with Patterned Surface Texture	ORD	Abandoned	986567	13-Aug-1998	Mexico			GRYCAN, STANLEY M; THOMPSON, RICHARD
Cooking Vessel	ORD	Abandoned	2277314		Canada			KROSCHER, TODD; LONNEMAN, DEBORAH M;
Cookware Lid	ORD	Abandoned	2274214	11-Jun-1999	Canada			KROSCHER, TODD; LONNEMAN, DEBORAH M;
Cookware Cover Handle	ORD	Abandoned	DI5900178.0	29-Jan-1999	Brazil	DI5900178.0	08-Mar-2000	SCHIFFER, LARRY W
Cookware Handle	DES	Abandoned	981085	29-Oct-1998	Mexico	11567	12-Jul-2000	KROSCHER, TODD; LONNEMAN, DEBORAH M;
Pan Holder for Coating Process	PRI	Abandoned	09/227131	07-Jan-1999	United States of America	6217656	17-Apr-2001	SPIERING, CHARLES E; WILKER, KURT R
Detachable Cookware Handle	ORD	Abandoned	988125	02-Oct-1998	Mexico			KROSCHER, TODD
Cookware System and Multipurpose Cookware Cover for Same	ORD	Abandoned	2329592	22-Dec-2000	Canada			KROSCHER, TODD; PAUL, GERALD T
Cookware and Method for Cooking With Same	ORD	Abandoned	09/911835	25-Jul-2001	United States of America			PAUL, GERALD T; KROSCHER, TODD; LONNEMAN, DEBORAH M
Bakeware Handle	DES	Abandoned	29/172522	13-Dec-2002	United States of America			LOGIJDICE, PAUL A; DEMERS, BRIAN J; SIEVE
Cookware Lid	ORD	Abandoned	2460884	12-Mar-2004	Canada			SEIPLE, SHANE; DEMERS, BRIAN J
Cookware Lid	ORD	Abandoned	2.0041E+11	15-Mar-2004	China (Peoples Republic)			SEIPLE, SHANE; DEMERS, BRIAN J
Cookware Lid	ORD	Abandoned	2004/002453	12-Mar-2004	Mexico			SEIPLE, SHANE; DEMERS, BRIAN J
Cookware Lid	PRO	Expired	60/461138	09-Apr-2003	United States of America			SEIPLE, SHANE; DEMERS, BRIAN J
Cookware Lid	ORD	Abandoned	10/424146	28-Apr-2003	United States of America			SEIPLE, SHANE; DEMERS, BRIAN J
Cookware Top	REI	Sold			United States of America	Re37988	30-Jun-1998	USS, THOMAS
Bakeware With Surface Texture	PRI	Abandoned	853293	18-Mar-1992	United States of America	5351608	04-Oct-1994	MUCHIN, JAY Z; MILLER, C S
Insulated Cooking Tool	DIV	Expired	353709	05-Oct-1984	United States of America	4595120	17-Jun-1986	LOGAN, EUGENE T; BARLOW, RICHARD A