

02-11-2000



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FORM PTO-1619A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
PATENT

Handwritten: 1.18.00

RECORDATION FORM COVER SHEET PATENTS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
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Conveyance Type

- Assignment Security Agreement
- License Change of Name
- Merger Other

U.S. Government

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- Departmental File Secret File

Conveying Party(ies)

Mark if additional names of conveying parties attached

Name (line 1)

Execution Date
Month Day Year

Name (line 2)

Second Party

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Month Day Year

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If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)

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City State/Country Zip Code

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

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

Correspondent Name and Address

Area Code and Telephone Number (212) 735-2203

Name Diane J. Kasselmann

Address (line 1) Skadden, Arps, Slate, Meagher & Flom LLP

Address (line 2) Four Times Square

Address (line 3) New York, New York 10036-6522

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 8

Application Number(s) or Patent Number(s)

Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

60036535	09148166	09231687	4815934	5346130	D403752
09350617	09342273	09201744	4876951	D367844	D361378
60137409	60158715	43977	D331102	5578232	4264035

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor. Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned.

PCT 97US23316 PCT PCT PCT PCT PCT PCT

Number of Properties

Enter the total number of properties involved. # 24

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 960.00

Method of Payment: Deposit Account

Enclosed Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

19-2385

Authorization to charge additional fees: Yes No

Statement and Signature

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. Charges to deposit account are authorized, as indicated herein.

Diane J. Kasselmann

January 18, 2000

Name of Person Signing

Signature

Date



FORM PTO-1619C
Expires 06/30/99
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**RECORDATION FORM COVER SHEET
CONTINUATION
PATENTS ONLY**

U.S. Department of Commerce
Patent and Trademark Office
PATENT

Conveying Party(ies)

Mark if additional names of conveying parties attached

Enter additional Conveying Parties

Name (line 1)

Execution Date
Month Day Year

Name (line 2)

Execution Date
Month Day Year

Name (line 1)

Name (line 2)

Execution Date
Month Day Year

Name (line 1)

Name (line 2)

Receiving Party(ies)

Mark if additional names of receiving parties attached

Enter additional Receiving Party(ies)

Name (line 1)

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative is attached. (Designation must be a separate document from Assignment.)

Name (line 2)

Address (line 1)

Address (line 2)

Address (line 3) City State/Country Zip Code

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Address (line 3) City State/Country Zip Code

Application Number(s) or Patent Number(s)

Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

PATENT ASSIGNMENT

THIS PATENT ASSIGNMENT is made and effective as of this 30th day of December, 1999, from Hart & Cooley, Inc., a Delaware corporation ("Hart & Cooley").

WHEREAS, Falcon Building Products, Inc., a Delaware corporation ("Parent"), Hart & Cooley, Warrior Glass & Aluminum Co., Inc., a Tennessee corporation ("Warrior"), Penn Ventilation, Inc., a Delaware corporation ("Penn") and Penn Ventilation, Ltd./Penn Ventilation, Ltee, a Quebec corporation ("Penn Canada" and together with Hart & Cooley, Warrior and Penn the "Sellers"), H&C Acquisition Corp., a Delaware corporation ("Purchaser"), and Tomkins Industries, Inc., an Ohio corporation ("Tomkins") have entered into an Asset Purchase and Sale Agreement, dated as of December 30, 1999 (the "Agreement"), pursuant to which the Sellers have agreed to execute and deliver to Purchaser at Closing, assignments of all Intellectual Property (as defined in the Agreement), including, without limitation, all Intellectual Property listed in Schedule 3.15.

NOW, THEREFORE, for and in consideration of the transactions contemplated by the Agreement, Hart & Cooley does hereby assign unto Purchaser, pursuant to, subject to and in accordance with the terms and provisions of the Agreement, and subject to the Assumed Liabilities, all of its right, title, and interest in and to:

- (i) the patents, patent registrations, and patent applications set forth in Schedule A attached hereto (the "Patents");
- (ii) all reissues, divisions, reexaminations, continuations, continuations-in-part, or extensions of the foregoing Patents;
- (iii) all causes of actions, claims and demands or other rights for, or arising from, any infringement, including the right to sue for any past, present or future infringement of the Patents and related claims, including the right to sue for injunctive relief and to collect damages; and
- (iv) all rights corresponding thereto throughout the world.

From time to time after the date hereof, at the request of the other party hereto (which for such purposes, shall include any successor to such party or to

substantially all its assets), and at the expense of the party so requesting, each of the parties hereto shall execute and deliver to such requesting party such documents and take such other action as such requesting party may reasonably request in order to consummate more effectively the transactions contemplated hereby.

Recourse under this Patent Assignment is limited by, and subject to, the terms and conditions of the Agreement.

IN WITNESS WHEREOF, the undersigned has caused this Patent Assignment to be duly executed by its authorized officer as of the day and year first above written.

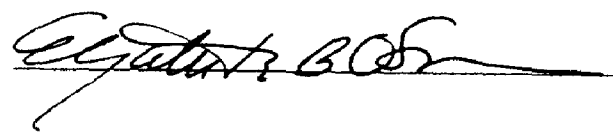
HART & COOLEY, INC.

By: *Gus J. Athas*
Name:
Title:

STATE OF New York)
) ss.:
COUNTY OF New York)

I, a notary public, in and for the county and state aforesaid, do hereby certify that Gus J. Athas personally known to me to be the Vice President of Hart & Cooley, Inc., appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument pursuant to authority granted to him/her by said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 30 day of December 1999.



Notary Public

My commission expires: **ELIZABETH G. SMITH**
Notary Public, State of New York
No. 01066012100
Qualified in New York County
Commission Expires August 24, 2000

**Schedule of Patents Owned by
Hart & Cooley, Inc.**

COUNTRY	TITLE OF PATENT	PATENT NO. (APPLN. NO.)	ISSUE DATE (FILING DATE) mdy	RECORD OWNER
US	AIR DEFLECTOR ARRANGEMENT	4,815,934 (07/033,029)	03/28/89 (03/31/87)	HART & COOLEY, INC.
US	AIR REGISTER HANDLE ARRANGEMENT	4,876,951 (07/130,622)	10/31/89 (12/09/87)	HART & COOLEY, INC.
US	COMBINED CEILING DIFFUSER AND AIR DEFLECTOR PENDULUM FOR PROVIDING DIFFERENT AIR FLOW PATTERNS FOR HEATING AND COOLING	D331,102 (07/301,255)	11/17/92 (01/23/89)	HART & COOLEY
US	THERMALLY RESPONSIVE AIR DIFFUSER	5,346,130 (07/927,811)	09/13/94 (08/10/92)	HART & COOLEY
CA		(2086768)	(01/06/93) Published application on (02/11/94)	HART & COOLEY
MX		(943128)	(4/28/94)	HART & COOLEY
US	HEATER INSULATOR	D367,844 29/038,360)	03/12/96 (05/04/95)	HART & COOLEY, INC.
CA		78737 (1995-2406)	7/19/96 (10/26/95)	HART & COOLEY, INC.
US	OPEN-COIL HEATER ASSEMBLY	5,578,232 (08/434,951)	11/26/96 (05/04/95)	HART & COOLEY, INC.
US	VENT CAP	D403,752 (29/082,079)	01/05/99 (01/14/98)	HART & COOLEY, INC.

COUNTRY	TITLE OF PATENT	PATENT NO. (APPLN. NO.)	ISSUE DATE (FILING DATE) mdy	RECORD OWNER
CA		(1998-1535)	(6/26/98)	HART & COOLEY, INC.
US	AIR DIFFUSER APPARATUS WITH RATCHET MECHANISM	(60/036,535)	(01/28/97)	HART & COOLEY INC.
PCT		Publication No. 9833022 Appln. No. 97US23316	Published 7/30/98 Filed: 12/17/97	HART & COOLEY INC.
AU		(9855298)	(12/17/97)	HART & COOLEY INC.
US	DECORATIVE GRILLE FOR A VENT	D361,378 (D-021,146)	08/15/95 (04/1/94)	HART & COOLEY INC.
US	DUAL RESET CONTROLLER	4,264,035 (06/106,997)	04/28/81 (12/26/79)	HART & COOLEY
AU		521819 (7949038)	04/29/82 (07/18/79)	BARBER COLMAN CO
CA		1120769 (328404)	03/30/82 (05/25/79)	BARBER COLMAN CO
DE		(2934564)	Published: 4/3/80 (08/27/79)	BARBER COLMAN CO
GB		2031188 (7932375)	09/29/82 (09/18/79)	BARBER COLMAN CO
NL		(794110)	(05/25/79)	BARBER COLMAN CO
NZ		(190536)	(05/23/79)	BARBER COLMAN CO
US	DOUBLE INDUCTION UNIT	4,281,592 (06/064,215)	08/04/81 (08/06/79)	HART & COOLEY
US	INSULATED CHIMNEY ASSEMBLY	4,502,370 (06/485,226)	3/5/85 (4/15/83)	INTERPACE CORP.
CA		1198873 (435196)	1/17/86 (8/23/83)	INTERPACE CORP.

COUNTRY	TITLE OF PATENT	PATENT NO. (APPLN. NO.)	ISSUE DATE (FILING DATE) mdy	RECORD OWNER
US	THERMALLY CONTROLLED VENT DAMPER	4,460,121 (06/417,335)	7/17/84 (9/13/82)	INTERPACE CORP.
CA		1189406 (424338)	6/25/85 (3/24/83)	INTERPACE CORP.
US	AIR REGISTER WITH AUTOMATIC ZONE CONTROL	4,445,637 (06/449,593)	5/1/84 (12/14/82)	INTERPACE CORP.
CA		1195167 (435202)	10/15/85 (8/23/83)	INTERPACE CORP.
US	VENT CAP FOR EXHAUSTING GAS FROM A CHIMNEY DUCT UNDER HIGH VELOCITY WIND CONDITIONS	(09/148,166)	(1/14/98)	HART & COOLEY, INC.
CA		(2249688)	(10/26/98)	HART & COOLEY, INC.
US	RADIAL FLOW AIR DIFFUSER	(09/231,687)	(1/14/99)	HART & COOLEY, INC.
CA		(2262172)	(3/2/99)	HART & COOLEY, INC.
MX		(992624)	(3/18/99)	HART & COOLEY, INC.
US	HEATING COIL RETAINER BRACKET AND METHOD FOR MANUFACTURING THE SAME	(09/350,617)	(7/9/99)	HART & COOLEY, INC.
US	INDEXED CLAMP FOR POSITIONING A SHAFT IN SEVERAL DISCRETE ANGULAR POSITIONS	(09/342,273)	(6/29/99)	HART & COOLEY, INC.
US	ONE PIECE CEILING DIFFUSER	N/A	N/A	PROPOSED APPLICATION HART & COOLEY, INC.

COUNTRY	TITLE OF PATENT	PATENT NO. (APPLN. NO.)	ISSUE DATE (FILING DATE) mdy	RECORD OWNER
US	APPARATUS FOR PACKING INSULATED FLEXIBLE DUCT FOR SHIPMENT AND METHOD FOR PERFORMING SAME	(09/201,744)	(12/1/98)	HART & COOLEY, INC.
US	VARIABLE AIR VOLUME DIFFUSER	N/A	N/A	PROPOSED PATENT APPLICATION HART & COOLEY, INC.
US	FLOOR DIFFUSER	N/A	N/A	PROPOSED PATENT APPLICATION
US	DAMPER GRID FOR AN AIR SUPPLY DUCT	N/A	N/A	PROPOSED PATENT APPLICATION HART & COOLEY, INC.
US	AIR DIFFUSER WITH UNITARY VALVE ASSEMBLY	(60/137,409)	(6/3/99)	HART & COOLEY, INC.
US	AIR DIFFUSER WITH UNITARY VALVE ASSEMBLY (Title Continued)	(60/158,715)	(10/8/99)	HART & COOLEY, INC.
US	AIR DIFFUSER WITH UNITARY VANE ASSEMBLY	(43977)	(06/03/99)	HART & COOLEY, INC.
US	AIR DIFFUSER WITH UNITARY VALVE ASSEMBLY AND FILTER SUPPORT ASSEMBLY	(37118)	(10/08/99)	HART & COOLEY, INC.