

PATENT ASSIGNMENT

This assignment ("Assignment") is between NCI Building Systems, Inc., a Texas corporation, having a business address at 10943 North Sam Houston Parkway West, Houston, Texas 77064 (hereinafter "ASSIGNOR") and NCI Building Systems, L.P., a Texas limited partnership having a business address at 10943 North Sam Houston Parkway West, Houston, Texas 77064 (hereinafter "ASSIGNEE").

WHEREAS, ASSIGNOR is the owner of all right title and interest in and to the U.S. Patents referenced in EXHIBIT A, attached hereto, and the inventions disclosed and claimed therein (the "Patents"); and

WHEREAS, ASSIGNEE is desirous of acquiring from ASSIGNOR, and ASSIGNOR is willing to assign to ASSIGNEE, all of ASSIGNOR'S right, title and interest in and to the Patents.

NOW, THEREFORE, in consideration for the foregoing premises, and for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, ASSIGNOR does assign and transfer unto ASSIGNEE, the entire right, title and interest in and to the Patents, including, but not limited to, the right to sue and collect damages for past infringement of the Patents, for ASSIGNEE'S own use and enjoyment, and for the use and enjoyment of ASSIGNEE's successors and assigns, to the end of the term for which the Patents or any continuations, continuations-in-part, divisionals, or extensions thereof, as entirely as the same would have been held and enjoyed by ASSIGNOR if this Assignment had not been made.

EXHIBIT A

U. S. Patents

TITLE	U.S. PATENT NO./SERIAL NO.	ISSUED
Apparatus For Retrofitting A Metal Roof	5,855,101	01/05/99
Venture Closure	5,605,022	02/25/97

DALLAS 1416907v2