

08-12-1998

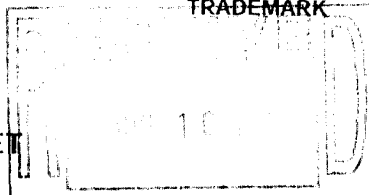
TRADEMARK

MRP
8-7-98



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RECORDATION FORM COVER SHEET
TRADEMARKS 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
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Trianco Heatmaker Inc. Execution Date
Month Day Year
7 31 98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Jandy Industries, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) c/o Alleghney Teledyne Incorporated

Address (line 2) 1000 Six PPG Place

Address (line 3) Pittsburgh PA 15222

City State/Country Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization California

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 should be attached. (Designation must be a separate document from Assignment.)

FCR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments TRADEMARK

REEL: 1769 FRAME: 0916

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

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

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclose

Deposit Account

Deposit Account

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

Deposit Account Number:

#

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.

Mark R. Leslie

Name of Person Signing

Signature

Aug. 4, 1998

Date Signed

ASSIGNMENT OF TRADEMARKS

WHEREAS, Trianco Heatmaker Inc., a corporation organized under the laws of Delaware, having a place of business at 111 York Avenue, Randolph, Massachusetts 02368 (hereinafter "Assignor"), is the owner of the United States and foreign trademark registrations and the trade names, trademarks, and service marks which are specifically identified and listed in Schedules A and B attached hereto, incorporated herein and made a part hereof (the "Trademarks"); and

WHEREAS, Jandy Industries, Inc., a corporation organized under the laws of California, having a mailing address c/o Allegheny Teledyne Incorporated, 1000 Six PPG Place, Pittsburgh, Pennsylvania 15222 (hereinafter "Assignee"), is desirous of acquiring all of Assignor's right, title and interest in the Trademarks and the goodwill associated therewith, including its right to sue for and collect for past infringement thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which by Assignor is hereby acknowledged, and intending to be legally bound hereby, the said Assignor does hereby sell, assign, transfer and set over unto said Assignee its entire right, title and interest in and to the Trademarks and the goodwill associated therewith, including Assignor's right to sue for and collect damages and other recoveries for past infringement thereof, the same to be held and enjoyed by the Assignee, its successors and assigns, as fully as the same would have been held and enjoyed by the Assignor had this assignment not been made.

And for the consideration aforesaid, Assignor agrees that it will, upon request, execute and deliver to Assignee any and all additional papers and generally do all other and further lawful

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acts deemed necessary by said Assignee to record the assignment of Trademarks and to otherwise carry out the terms of this Agreement.

EXECUTED this 31ST day of July, 1998.

TRIANCO HEATMAKER INC.

By: [Signature]
Name: GRAHAM S. WOOD
Title: C.E.O. & PRESIDENT

Seal

SCHEDULE A - UNITED STATES AND FOREIGN TRADEMARK REGISTRATIONS

CITY	TRADEMARK	APPLICATION NUMBER	REGISTRATION NUMBER	REGISTRATION DATE
JAPAN	H ₂ O-TMAKER	1155941986	2,085,708	26 OCT 1988
CANADA	HEATMAKER	617,770	TMA 396,126	27 MAR 1992
JAPAN	HEATMAKER	7649/1989	2,322,090	31 JUL 1991
KOREA	HEATMAKER	97-7276	148976	23 DEC 1997
USA	HEATMAKER	631,897	1,463,395	03 NOV 1987
KOREA	H ₂ O-TMAKER		146059	

PL 2500140

SCHEDULE B - TRADE NAMES, TRADEMARKS, AND SERVICE MARKS

TRIANCO
 THI
 TRIANCO-HEATMAKER
 TRIANCO-HEATMAKER, INC.
 HEATMAKER
 H₂O₂MAKER
 HEATMAKER H
 HEATMAKER IIW
 HEATMAKER HP
 9600
 HEATMAKER HWG
 HEATMAKER CB
 MAX
 D-MAX
 NEWPORT
 SUNRISE
 FORIZON
 HC
 DBC
 DURAFLOW
 QUICK VENT KIT



TRADEMARK

REEL: 1769 FRAME: 0921

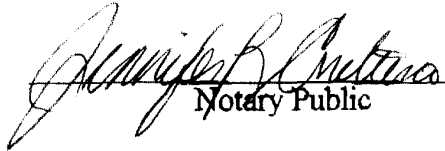
COMMONWEALTH OF MASSACHUSETTS

SS:

SUFFOLK COUNTY

The foregoing instrument was acknowledged before me in the City of Boston, MA, this 31st day of July, 1998, by Graham Wood, the President & C.E.O. of Trianco Heatmaker Inc., a Delaware corporation, on behalf of the corporation.

My commission expires: 6/7/2002


Notary Public

(Notarial Seal)