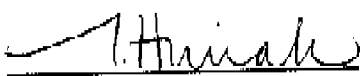


Form PTO-1594 (Rev. 03/01) OMR No. 0851-0027 (exp. 5/31/2002)	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Tax settings _____		
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): The Bank of New York <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and Address of receiving party(ies) Name: <u>Building Materials Investment Corporation</u> Internal Address: <u>Suite 303</u> Street Address: <u>300 Delaware Avenue</u> City: <u>Wilmington</u> State: <u>DE</u> Zip: <u>19801</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State: <u>Delaware</u> <input type="checkbox"/> Other _____ If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Resubmission of Termination and Release of Security Interest in Trademarks (Document ID No.: 102515951)</u> Execution Date: <u>July 9, 2003</u>		
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>See Attached</u>	B. Trademark Registration No.(s) <u>N/A</u> Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Intellectual Property Docking</u> Internal Address: <u>SHEARMAN & STERLING LLP</u> _____ Street Address: <u>599 Lexington Avenue</u> _____ City: <u>New York</u> State: <u>NY</u> Zip: <u>10022</u>	6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41) \$ <u>140.00</u> <input type="checkbox"/> Entered Previously Paid Per Original Filing Dated July 24, 2003 <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. If check is missing or otherwise insufficient, charge deposit account number: <u>50-0324</u> (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> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> <u>Tamara L. Hrivnak</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 30%; text-align: right;"> <u>March 9, 2004</u> Date </div> </div> <div style="text-align: center; margin-top: 10px;"> Total number of pages including cover sheet, attachments, and document: 12 </div>		

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

**TRADEMARK
 REEL: 002809 FRAME: 0516**

Continuation of Trademark Recordation Form Cover Sheet

Continuation of Box 4:

Application Numbers

75/872,013	75/658,220	75/646,946	76/114,148	76/109,498
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NO ADDITIONAL PAGES

05-04-2003

7-3603

Form PTO-1394 (Rev. 05/01) OMB No. 0651-0027 (exp. 5/31/2002)



102515951

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Bank of New York

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

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

2. Name and Address of receiving party(ies)

Name: Building Materials Investment Corporation

Internal Address: Suite 303 Street Address: 300 Delaware Avenue City: Wilmington State: DE Zip: 19801

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State: Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designation must be a separate document from assignment) Additional name(s) & address(es) attached: Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other: Termination and Release of Security Interest in Trademarks

Execution Date: July 9, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See Attached

75872013

D. Trademark Registration No.(s)

N/A

Additional number(s) attached Yes No

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

Name: Intellectual Property Docketing

Internal Address: SHEARMAN & STERLING LLP

Street Address: 599 Lexington Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41):

\$ 140.00

- Enclosed, Authorized to be charged to deposit account

8. If check is missing or otherwise insufficient, charge deposit account number:

50-0924

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Tamara L. Hrivcak Name of Person Signing

[Signature]

July 24, 2003 Date

Total number of pages including cover sheet, attachments, and document: 11

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

8/01/2003 DRYRNL 00000014 75872013

1 FC:8521 40.00 OP 2 FC:8522 100.00 OP

RECEIVED 700 JUL 31 AM 4:06 PERFORMANCE

Continuation of Trademark Recordation Form Cover Sheet

Continuation of Box 4:

SCHEDULE A

Applications for the following U.S. Trademarks were filed however the marks were not
d.

FLEXPPLY 6	75/872013	12/16/1999
GRAND CANYON	75/658220	01/26/1999
MASTER FLOW	75/646946	02/24/1999
MASTER FLOW	76/1144148	08/21/2000
SMART CHOICE-SOLUTIONS	76/109498	08/14/2000

NO ADDITIONAL PAGES

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARKS**

TERMINATION AND RELEASE, dated as of July 9, 2003, from THE BANK OF NEW YORK, as Collateral Agent under that certain Security Agreement, dated as of December 22, 2000 among each Grantor (as defined in said Security Agreement), The Bank of New York, as Collateral Agent (the "Security Agreement") and BUILDING MATERIALS INVESTMENT CORPORATION, a Delaware corporation (the "Pledgor").

WITNESSETH:

WHEREAS, a security interest (the "Security Interest") in certain Collateral (as hereinafter defined) was granted to The Bank of New York in its capacity as Collateral Agent under a certain grant of security interest agreement and under the Security Agreement, which Security Interest was recorded in the Trademark Division of the United States Patent & Trademark Office on January 29, 2001, at Reel 002229; Frame 0056; and

WHEREAS, the Collateral Agent now desires to terminate and release the entirety of its Security Interest in the Collateral.

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Collateral, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Collateral Agent hereby agrees as follows:

1. Collateral: The term "Collateral," as used herein, shall mean all of the Pledgor's right, title and interest of every kind and nature in and to the United States trademarks and applications set forth on Schedule A attached hereto and (i) all registrations, applications, recordings and common-law rights relating thereto; (ii) all renewals thereof; (iii) all income, license royalties, damages and payments now and hereafter due and/or payable with respect thereto, including, without limitation, damages and payments for past, present and/or future infringements thereof; (iv) the right to sue for past, present and future infringements thereof; (v) all rights corresponding thereto throughout the world; and (vi) the goodwill of Pledgor's business connected with and symbolized by the foregoing.

2. Release: The Collateral Agent hereby terminates and releases in its entirety the Security Interest in the Collateral.

3. Recordation: The Collateral Agent hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States to record this release of the Security Interest in the Collateral.


4. Further Assurance: The Collateral Agent hereby agrees to, at the sole expense of the Pledgor, duly execute, acknowledge, procure and deliver any further documents, including, but not limited to, those documents necessary under Article 9 of the Uniform Commercial Code or other applicable law, and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

6 Counterparts: This Termination and Release may be executed in any number of separate counterparts, each of which, when so executed, shall be deemed an original, and all of said counterparts taken together shall be deemed to constitute but one and the same instrument.

[Signature page follows.]


IN WITNESS WHEREOF, each of the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

THE BANK OF NEW YORK, as
Collateral Agent

By: 
Name: Andres E. Serrano
Title: Vice President

STATE OF NEW YORK)
)
) ss:
COUNTY OF NEW YORK)

On this 1st day of July, 2003, before me personally appeared Andres E. Serrano to me known who, being by me duly sworn, did depose and say that he is a vice president of THE BANK OF NEW YORK, the corporation described herein and which executed the foregoing instrument, and that he signed his name thereto pursuant to the authority granted by such corporation.


Notary Public
MICAH J. DOOLEY
NOTARY PUBLIC, State of New York
No. 24-4753019
Qualified in Kings County
Certificate Filed in New York County
Commission Expires June 30, 2007

SCHEDULE A

Applications for the following U.S. Trademarks were filed however the marks were not registered.

FLEXPY 6	75/872013	12/16/1999
GRAND CANYON	75/658220	01/26/1999
MASTER FLOW	75/646946	02/24/1999
MASTER FLOW	76/1144148	08/21/2000
SMART CHOICE SOLUTIONS	76/109498	08/14/2000

SHEARMAN & STERLING LLP

FAX: 212-848-7174
TELE: 607500 WWT
www.shearman.com

599 LEXINGTON AVENUE
NEW YORK, N.Y. 10022-6069
312 848-4000

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MENLO PARK
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NEW YORK
PARIS
ROME
SAN FRANCISCO
SINGAPORE
TOKYO
TORONTO
WASHINGTON, D.C.

WATER'S DIRECT NUMBER:

212-848-5329

July 24, 2003

Commissioner for Trademarks
Box Assignment
Washington D.C. 20231

Re: Recordation of Termination and Release of Security Interest in Trademarks executed by The Bank of New York in favor of Building Materials Investment Corporation
Our Ref: 48/466

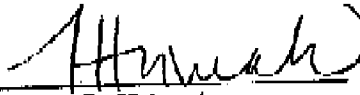
Sir:

Enclosed for recording is a Termination and Release of Security Interest in Trademarks executed by The Bank of New York in favor of Building Materials Investment Corporation. Also enclosed is our check for \$140.00 to cover the recording fees and a Recordation Cover Sheet. If our check is missing or otherwise insufficient, or if any additional fees are required, please charge such fees (or credit any overpayment) to Deposit Account No. 50-0324.

Please return the recorded Termination and Release to the undersigned.

Respectfully submitted,

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner for Trademarks, Washington, D.C. 20231, on July 24, 2003.

By: 
Tamara L. Hrivnak
SHEARMAN & STERLING
599 Lexington Avenue
New York, NY 10022
(212) 848-5329

Enclosure

FAX NUMBERS

(212) 848-7179
 (212) 848-7180
 (212) 848-7181
 (212) 848-7182
 (212) 848-7183

SITARMAN & STERLING

599 Lexington Avenue
 New York, New York 10022
 Communications Dept. Telephone: (212) 848-8434

March 9, 2004

Reference No. 48/466

Fax Recipient(s)				
Name	Firm	Location	Fax Number	Office Phone
Steven Post	United States Patent and Trademark Office	Assignment Division, Office of Public Records	703-306-5995	703-308-9723

From

Name: Tamara L. Krivnak
 Telephone: 212-848-5329
 Fax Number: 646-848-5329
 Room: 408

Pages transmitted (including cover sheet): 13

Comments: See Attached

Confidentiality Note: The information transmitted in this facsimile message is sent by an attorney or his/her agent, is intended to be confidential and for the use of only the individual or entity named above. If the recipient is a client, this message may also be for the purpose of rendering legal advice and thereby privileged. If the reader of this message is not the intended recipient, you are hereby notified that any retention, dissemination, distribution or copy of this telecopy is strictly prohibited. If you have received this facsimile in error, please immediately notify us by telephone and return the original message to us at the address above via the mail service (we will reimburse postage). Thank you.

Please note the total number of pages to be transmitted. If you do not receive the number indicated, please call the Communications Department at (212) 848-8434.

TRADEMARK

REEL: 002809 FRAME: 0527

SHEARMAN & STERLING LLP

FAX: 212-848-7179
TELEPHONE: 667290 WUI
www.shearman.com

599 LEXINGTON AVENUE
NEW YORK, N.Y. 10022-6069
212 848-4000

ABU DHABI
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MANHEIM
MEXICO CITY
MUNICH
NEW YORK
PARIS
ROME
SAN FRANCISCO
SINGAPORE
TOKYO
TORONTO
WASHINGTON, D.C.

WRITER'S DIRECT NUMBER:

212-848-5329

March 9, 2004

Examiner Steven Post
United States Patent and Trademark Office
Assignment Division, Office of Public Records

Re: Resubmission for Recordal of Termination and Release of
Security Interest in Trademarks following Notice of Non-
Recordation of Document (Document ID number 102515951)
Our Ref: 48/466

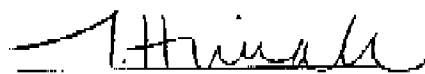
Dear Examiner Post:

We are in receipt of the Notice of Non-Recordation of Document (ID No.:
102515951). As requested, we resubmit the following documents:

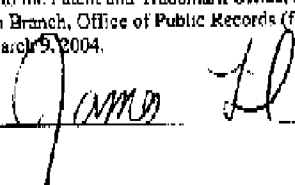
- (1) A new cover sheet.
- (2) A copy of the Notice of Non-Recordation of Document (comprising the notice,
the original cover sheet and the attached document to be recorded).

Please do not hesitate to contact me by phone, (212) 848-5329, if you require any
further information or revisions. Thank you again for your assistance on this matter.

Respectfully submitted,

By: 
Tamara L. Hrivnak, Esq.
SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, NY 10022
(212) 848-5329

I hereby certify that this correspondence is being facsimile
transmitted to the Patent and Trademark Office, Assignment
Recordation Branch, Office of Public Records (fax No. (703) 306-
5995) on March 9, 2004.





UNITED STATES PATENT AND TRADEMARK OFFICE

UNDER SECRETARY OF COMMERCE FOR INTELLECTUAL PROPERTY AND
DIRECTOR OF THE UNITED STATES PATENT AND TRADEMARK OFFICE

FEBRUARY 17, 2004

PTAS



102515951A

SHEARMAN & STERLING LLP
TAMARA L. HRTVNAK
599 LEXINGTON AVENUE
NEW YORK, NY 10022

**UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT**

DOCUMENT ID NO.: 102515951

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

- 1. ONE MAY REVIEW 761144148-ONE TOO MAY DIGITS *for masterflow.*

STEVEN POST, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS