

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
A&S Building Systems, L.P.		06/18/2004	LIMITED PARTNERSHIP: TEXAS

RECEIVING PARTY DATA

Name:	WACHOVIA BANK, National Association, as Administrative Agent
Street Address:	201 South College Street
Internal Address:	CP-8
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2335371	VISTASHEEN
Registration Number:	2335370	VISTACOLOR
Registration Number:	2335369	VISTASHADOW

CORRESPONDENCE DATA

Fax Number: (919)416-8339

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (919) 286-8049

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 2200 W. Main Street, Suite 800

Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:

512485.1270-TKA A&S BUILD

NAME OF SUBMITTER:

John E. Slaughter

OP \$90.00 2335371

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 18, 2004 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of <u>Trademark</u>	<u>Date of Trademark</u>
	See Schedule 1 attached hereto	

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	<u>Date of Trademark</u> <u>Application</u>
	See Schedule 1 attached hereto	

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

A & S Building Systems, L.P.,
a Texas Limited Partnership

By: NCI Operating Corp.,
as General Partner

By: Robert J. Medlock
Name: Robert J. Medlock
Title: Exec VP & CFO

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

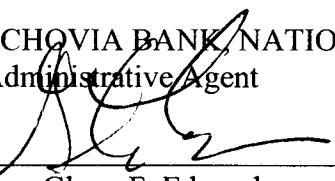
A & S Building Systems, L.P.,
a Texas Limited Partnership

By: NCI Operating Corp.,
as General Partner

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By:  _____
Name: Glenn F. Edwards
Title: Managing Director

NCI Building Systems, Inc.
Trademark Notices

TRADEMARK
REEL: 002885 FRAME: 0130

Schedule 1

**A&S Building Systems, L.P.
(Texas Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
VISTASHEEN	2335371	03/28/00
VISTACOLOR	2335370	03/28/00
VISTASHADOW	2335369	03/28/00