

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
NCI 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: 33

Property Type	Number	Word Mark
Registration Number:	2837799	DBCI
Registration Number:	2662600	TUFF-SHIELD
Registration Number:	2485858	LONG BAY SYSTEM
Registration Number:	2169345	SS216
Registration Number:	2202364	ARCHITECTURAL LOC
Registration Number:	2183547	CLASSIC STEEL FRAME HOMES
Registration Number:	2085914	VERTI-LOC
Registration Number:	2071877	DBCI
Registration Number:	2119193	METALLIC
Registration Number:	2079167	NCI
Registration Number:	2035454	AAS
Registration Number:	2030149	ARS
Registration Number:	2030148	MW
Registration Number:	2028846	A&S BUILDING SYSTEMS

Registration Number:	2028845	NCI
Registration Number:	2040247	MID-WEST STEEL BUILDING COMPANY
Registration Number:	2028844	NCI BUILDING COMPONENTS
Registration Number:	2052295	NCI EXPRESS
Registration Number:	2110344	METALLIC BUILDING COMPANY
Registration Number:	2054529	VALUE EXPRESS
Registration Number:	2025884	ROYAL K-70
Registration Number:	2037498	DURA-20
Registration Number:	623865	METALLIC
Registration Number:	2741396	CLASSIC STEEL FRAME HOMES
Registration Number:	2196662	IPS
Registration Number:	2296476	ECI
Registration Number:	1906296	RETRO-R
Registration Number:	1503560	VERSALOK
Registration Number:	1069517	M MESCO
Registration Number:	1055914	M MESCO
Serial Number:	76496573	SS STEEL SYSTEMS
Serial Number:	76473683	NCI METAL DEPOTS
Serial Number:	76437478	A&S A&S BUILDING SYSTEMS

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 NCI BUILD
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NAME OF SUBMITTER:	John E. Slaughter
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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

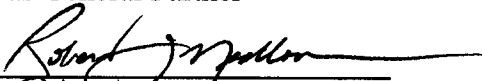
<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	<u>Date of Trademark</u> <u>Application</u>
	See Schedule 1 attached hereto	

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,

NCI Building Systems, L.P.,
a Texas Limited Partnership

By: NCI Operating Corp.,
as General Partner

By: 
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,

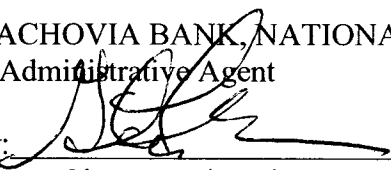
NCI Building Systems, L.P.,
a Texas Limited Partnership

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

Schedule 1

NCI Building Systems, L.P. (Texas Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
DBCI and Design	2837799	05/04/04
TUFF-SHIELD	2662600	12/17/02
LONG BAY SYSTEM	2485858	09/04/01
SS216	2169345	06/30/98
ARCHITECTURAL LOC	2202364	11/03/98
CLASSIC STEEL FRAME HOMES	2183547	08/25/98
VERTI-LOC	2085914	08/05/97
DBCI	2071877	06/17/97
METALLIC	2119193	12/09/97
NCI	2079167	07/15/97
AAS and Design	2035454	02/04/97
ARS and Design	2030149	01/14/97
MW and Design	2030148	01/14/97
A&S BUILDING SYSTEMS	2028846	01/07/97
NCI and Design	2028845	01/07/97
MID-WEST STEEL BUILDING COMPANY	2040247	02/25/97
NCI BUILDING COMPONENTS	2028844	01/07/97
NCI EXPRESS and Design	2052295	04/15/97
METALLIC BUILDING COMPANY	2110344	11/04/97
VALUE EXPRESS and Design	2054529	04/22/97
ROYAL K-70	2025884	12/24/96
DURA-20	2037498	02/11/97
METALLIC and Design	623865	03/27/56
CLASSIC STEEL FRAME HOMES and Design	2741396	07/29/03
IPS and Design	2196662	10/13/98
ECI and Design	2296476	11/30/99
RETRO-R	1906296	07/18/95
VERSALOK	1503560	09/13/88
M MESCO	1069517	07/12/77
M MESCO	1055914	01/11/77

Pending Applications

Mark	Application No.	Filing Date
SS STEEL SYSETMS and Design	76496573	03/12/03
NCI METAL DEPOTS and Design	76473683	12/10/02
A&S A&S BUILDING SYSTEMS and Design	76437478	08/05/02