TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

 SUBMISSION TYPE:
 NEW ASSIGNMENT

 NATURE OF CONVEYANCE:
 SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fleet National Bank, as Administrative Agent		104/30/2004	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	GR Investment Holdings, L.L.C., as Administrative Agent
Street Address:	3300 South Parker Road, Suite 500
Internal Address:	Legal Department
City:	Aurora
State/Country:	COLORADO
Postal Code:	80014
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 16

Number	Word Mark
2350706	GENERAL ROOFING SERVICES INC.
2365701	AMERICA'S MOST TRUSTED ROOFING CONTRACTORS
2446171	GENERAL ROOFING
2236757	GENERAL ROOFING INDUSTRIES
2240647	GRI
2236758	GRI
1513926	CEI
2553522	GENERAL ROOFING THE NATIONAL LEADER NEXT DOOR
2564241	GENERAL ROOFING
2460706	GRS
2476614	THE NATIONAL LEADER NEXT DOOR
2643489	GENERAL ROOFING
2632832	ROOFCARE BY GENERAL ROOFING
2828505	CAREPREFERRED BY GENERALROOFING TRADEMARK
	2350706 2365701 2446171 2236757 2240647 2236758 1513926 2553522 2564241 2460706 2476614 2643489 2632832

IRADEMARK

REEL: 002889 FRAME: 0264

Registration Number:	2714701	CAREPLUS BY GENERALROOFING
Registration Number:	2833031	CAREBASIC BY GENERALROOFING

CORRESPONDENCE DATA

Fax Number: (303)751-1459

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

Phone: (303) 368-3411

Email: ghillhouse@republic-financial.com
Correspondent Name: Republic Financial Corporation
Address Line 1: 3300 South Parker Road, Suite 500

Address Line 2: Attn: Legal Department

Address Line 4: Aurora, COLORADO 80014

NAME OF SUBMITTER: Gini Hillhouse

Total Attachments: 3

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ASSIGNMENT OF TRADEMARKS

For one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Fleet National Bank, as Administrative Agent ("Seller"), hereby transfers, conveys and assigns to GR Investment Holdings, L.L.C., as Administrative Agent, a Delaware limited liability company, with an address of 3300 South Parker Road; Suite 500, Aurora, Colorado 80014, all of the Seller's rights, title and interest in and to the trademarks and service marks listed on Schedule A attached hereto (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks and the registrations therefore and including all rights to sue and recover for past infringements of said Trademarks and the registrations therefore.

Dated as of April 30, 2004.

Fleet National Bank, as Administrative Agent

Ronald J. Ryan
Its Vice President

Dated: 6/3/04

ACKNOWLEDGEMENT

STATE OF CONNECTICUT)

) ss: Hartford

COUNTY OF HARTFORD

The foregoing instrument was acknowledged before me this 3 day of June, 2004, by Ronald J. Ryan, Vice President of Fleet National Bank, as Administrative Agent, a national banking association, on behalf of the national banking association.

Marlene C. Febro Name

Notary Public

My Commission Expires:

MARLENE C. FEBEO
NOTARY PUBLIC
MY COMMISSION EXPIRES MAR: 31, 2008

[Seal]

CTDOCS/1591354.1

Schedule A to Assignment of Trademarks

Trademarks, Trademark Registrations, Service Marks, and Licenses Thereof

	Registrations - US Patent and Trademark Office		
Trademark or Service Mark	Registraton No.	Registration Date	Owner
General Roofing Services, Inc.	2,350,706	5/16/00	General Roofing Services, Inc.
AMERICA'S MOST TRUSTED ROOFING CONTRACTORS	2,365,701	7/11/00	General Roofing Services, Inc.
GENERAL ROOFING	2,446,171	4/24/01	General Roofing Services, Inc.
GENERAL ROOFING INDUSTRIES	2,236,757	4/6/99	General Roofing Industries, Inc.
GRI (with design of a star above the "i")	2,240,647	4/20/99	General Roofing Industries, Inc.
GRI	2,236,758	4/6/99	General Roofing Industries, Inc.
CEI (with double underlining over and under the capitalized letters) ¹	1,513,926	11/22/88	CEI Industries, Inc.
GENERAL ROOFING, THE NATIONAL LEADER NEXT DOOR (in stylized lettering)	2,553,522	3/26/02	General Roofing Services, Inc.
generalRoofing	2,564,241	4/23/02	General Roofing Services, Inc.
GRS	2,460,706	6/19/01	General Roofing Services, Inc.

¹This Trademark is owned by CEI Industries, Inc. a Michigan corporation which was dissolved in 1997. Pursuant to a consent resolution of the Board of Directors of CEI Industries, Inc. dated January 31, 1994, CEI Industries, Inc. granted CEI Roofing, Inc., C.E.I. Florida, Inc. and CEI West Roofing Company, Inc. the nonexclusive use of the CEI (with double underlining over and under the capitalized letters) Trademark.

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to Assignment of Trademarks

Registrations - US Patent and Trademark Office

Trademark or Service Mark	Registration No.	Registration Date	Owner
THE NATIONAL LEADER NEXT DOOR	2,476,614	8/7/01	General Roofing Services, Inc.
GENERAL ROOFING (in stylized lettering and with a slanted oval design)	2,643,489	10/29/02	General Roofing Services, Inc.
ROOFCARE BY GENERAL ROOFING (in stylized lettering and with a slanted oval design)	2,632,832	10/8/02	General Roofing Services, Inc.
CAREPREFERRED BY GENERALROOFING	2,828,505	3/30/04	General Roofing Services, Inc.
CAREPLUS BY GENERALROOFING	2,714,701	5/6/03	General Roofing Services, Inc.
CAREBASIC BY GENERALROOFING	2,833,031	4/13/04	General Roofing Services, Inc.
Trademark or Service Mark		ns - State of Florida o. Registration Date	Owner
GRI with design of a star above the "i"	T15792	4/16/92	GRI of South Florida, Inc.

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RECORDED: 07/09/2004