

Form PTO-1594 (Rev. 10/02) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):  
General Roofing Services, Inc.

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

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

2. Name and address of receiving party(ies):  
Name: GR Investment Holdings, L.L.C.  
Internal Address: Suite 500  
Street Address: 3300 South Parker Road

City: Aurora  
State: Colorado      Zip: 80014-3522

Individual(s) citizenship: \_\_\_\_\_  
 Association: \_\_\_\_\_  
 General Partnership: \_\_\_\_\_  
 Limited Partnership: \_\_\_\_\_  
 Corporation-Country: \_\_\_\_\_  
 Other: Delaware - Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached:       Yes  
(Designations must be a separate document from assignment)       No

Additional name(s) & address(es) attached?       Yes       No

3. Nature of Conveyance:

Assignment       Merger  
 Security Agreement       Change of Name  
 Other:

Execution Date: 10/21/04

4. Application Number(s) or Registration Number(s):

|                                  |   |
|----------------------------------|---|
| A. Trademark Application No.(s): | B. Trademark Registration No.(s):                                   |
|                                  | 2,350,706      2,236,757      2,553,522                             |
|                                  | 2,365,701      2,240,647      2,564,241                             |
|                                  | 2,446,171      2,236,758      2,460,706                             |
| Additional numbers 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: Erin A. Dugan, IP Paralegal  
Ropes & Gray LLP

Internal Address: Atty. Dkt.: BGIB-038-001

Street Address: One International Place

City: Boston      State: MA      Zip: 02110

6. Total Number of applications and registrations involved: 14


7. Total fee (37 CFR 3.41) \$ 365.00

Enclosed  
 Authorized to be charged to Deposit Account  
 Authorized to be charged to credit card (Form 2038 enclosed)

8. Deposit account number: 18-1945  
(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.*

Herbert F. Bohnet, Esq.            October 29, 2004  
Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and document: 4

CH \$365.00 181945 2350706



GENERAL ROOFING SERVICES, INC.

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum of Trademark Security Interest, dated as of October 21, 2004, is between General Roofing Services, Inc., a Florida corporation (the "Mark Owner"), having a place of business at 3323 W. Commercial Boulevard, Suite 200, Ft. Lauderdale, Florida 33309, and GR Investment Holdings, L.L.C., a Delaware limited liability company, as administrative agent (the "Secured Party") under the Guarantee and Security Agreement (as defined below), having a place of business at 3300 South Parker Road, Suite 500, Aurora, Colorado 80014-3522.

1. Pursuant to the Guarantee and Security Agreement dated as of October 21, 2004, as amended and in effect from time to time (the "Guarantee and Security Agreement"), among the Mark Owner, its subsidiaries from time to time party thereto and the Secured Party, the Mark Owner has granted to the Secured Party a security interest in certain trademarks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and goodwill symbolized thereby (collectively, the "Collateral").

2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Guarantee and Security Agreement.

The Mark Owner and the Secured Party have executed this Memorandum of Trademark and Service Mark Security Interest effective as of the date first above written.

Mark Owner:

GENERAL ROOFING SERVICES, INC.

Secured Party:

GR INVESTMENT HOLDINGS, L.L.C.,  
as Administrative Agent

By GR Management, L.L.C.,  
its Manager

By Ann D. Hastings  
Name: Ann D. Hastings  
Title: Treasurer

By Robert S. Possehl  
Name: Robert S. Possehl  
Title: Vice President

Exhibit A

## TRADEMARKS AND SERVICE MARKS

| <u>Mark</u>   | <u>Registration No.</u> |
|---|-------------------------|
| General Roofing Services, Inc.  | 2,350,706               |
| AMERICA'S MOST TRUSTED ROOFING<br>CONTRACTORS   | 2,365,701               |
| GENERAL ROOFING   | 2,446,171               |
| GENERAL ROOFING INDUSTRIES  | 2,236,757               |
| GRI (with design of a star above the "i")   | 2,240,647               |
| GRI   | 2,236,758               |
| GENERALROOFING, THE NATIONAL<br>LEADER NEXT DOOR (in stylized lettering)              | 2,553,522               |
| generalRoofing  | 2,564,241               |
| GRS   | 2,460,706               |
| CAREPLUS BY GENERAL ROOFING   | 2,714,701               |
| GENERAL ROOFING (in stylized lettering and<br>with a slanted oval design)             | 2,643,489               |
| ROOFCARE BY GENERAL ROOFING (in<br>stylized lettering and with a slanted oval design) | 2,632,832               |
| CAREPREFERRED BY GENERALROOFING   | 2,822,505               |
| CARE BASIC BY GENERAL ROOFING   | 2,833,031               |