

07-28-2004

Form PTO-1594 (Rev. 06/04)
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U.S. DEPARTMENT OF COMMERCE
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TRADEMARKS ONLINE

2004 JUL 26 PM 3:17

FINANCE SECTION

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address below.

1. Name of conveying party(ies)/Execution Date(s):

MetalWorks, L.P.

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

Citizenship (see guidelines) Ohio

Execution Date(s) May 13, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: TAMKO Roofing Products, Inc.

Internal

Address: c/o David C. Humphreys

Street Address: 220 West Fourth Street

City: Joplin

State: Missouri

Country: United States Zip: 64801

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

75268453

B. Trademark Registration No.(s)

2413240

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Wordmark: MetalWorks

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

Name: Jim Thornton

Internal Address: Suite 2600

Street Address: 1901 Sixth Avenue North

City: Birmingham

State: Alabama Zip: 35203

Phone Number: (205) 226-8756

Fax Number: (205) 488-5640

Email Address: jthornton@balch.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____ Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

40.00 DP

9. Signature:

James L. Thornton

Signature

7/23/04

Date

James L. Thornton

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

07/28/2004 LWEILER 0000010 75268453 01 FC:8521

TRADEMARK
REEL: 003014 FRAME: 0275

BILL OF SALE AND CONVEYANCE

Made By

METALWORKS, L.P.

To

TAMKO ROOFING PRODUCTS, INC.

THIS BILL OF SALE AND CONVEYANCE (this "Conveyance") is made as of the 13 day of May, 2004, by METALWORKS, L.P., an Ohio limited partnership (the "Seller"), to TAMKO ROOFING PRODUCTS, INC., a Missouri corporation ("Purchaser").

WITNESSETH:

WHEREAS, in connection with the execution of this Conveyance, Seller and Purchaser have heretofore entered into that certain Asset Purchase Agreement by and among Purchaser, Seller, Roofworks, Ltd., Centria, SteelWorks Corporation, Raymond Caudill, Mark Sherwin and GWH Foundation, dated as of May 13, 2004 (the "Asset Purchase Agreement");

WHEREAS, capitalized terms not otherwise defined shall have the meaning set forth in the Asset Purchase Agreement;

WHEREAS, Purchaser agreed to purchase from Seller, and Seller agreed to sell to Purchaser, all of the Assets; and

WHEREAS, in connection with the above, Seller desires to sell to Purchaser, and Purchaser agrees to purchase from Seller, any and all right, title and interest Seller may have now or hereafter acquire in or under the Assets.

NOW, THEREFORE, FOR AND IN CONSIDERATION of the premises and for other good and valuable consideration, the receipt, adequacy, and sufficiency of which are hereby acknowledged by the parties hereto, Seller does hereby grant, bargain, sell, convey, alien, transfer, remise and quitclaim unto Purchaser, its successors and assigns, all the right, title and interest which Seller has or may have in and to the Assets, which Assets include without limitation those assets described in Exhibit A attached hereto and those other Assets described in the Asset Purchase Agreement, free and clear of all claims, liabilities, mortgages, liens, pledges, conditions, charges or encumbrances of any nature whatsoever other than the Assumed Liabilities.

TO HAVE AND TO HOLD unto Purchaser, its successors, and assigns, so that neither Seller nor its successors, nor any other person claiming under Seller, shall at any time claim or demand any right, title, or interest to the Assets.

This Conveyance shall be governed by, and construed under, the laws of the State of Missouri.

This instrument shall inure to the benefit of, and shall be binding upon, Seller and Purchaser and their respective successors and assigns.

IN WITNESS WHEREOF, the said Seller, who is authorized to execute this Conveyance, has hereto set its signature as of the date first above written.

SELLER:

METALWORKS, L.P.

By: RoofWorks, Ltd., its General Partner

By: 

Name: RAY CANDILL

Title: President

EXHIBIT A
(See Attached)

MetalWorks - Fixed Assets

Dies:

- 1 #1 AstonWood Shingle Die
6 Stage Progressive Transfer Die
33,000 pounds
Strip width = 41.75"
Runs in 400 Ton Mechanical Press 120 x 60
Has a spare stage 2
- 2 #2 AstonWood Shingle Die
6 Stage Progressive Transfer Die
33,000 pounds
Strip width = 41.75"
Runs in 400 Ton Mechanical Press 120 x 60
Has a spare stage 2
- 3 SC/Slate Shingle Die
6 Stage Progressive Transfer Die
33,000 pounds
Strip width = 41.75"
Runs in 400 Ton Mechanical Press 120 x 60
Has a spare stage 2
- 4 Tapered Ridge Cap Progressive Die
Is a 5 stage progressive die that makes both
SC and AW Tapered Ridge Caps
Strip width 16.00"
Runs in 400 Ton Mechanical Press 120 x 60
Weights 23,000#

Manufacturing Equipment:

- 5 Shingle Stamping Line
 - a 20,000 # Reconditioned Uncoiler
 - b PRE Coll Leveler
 - c PRE Precision Roll Feeder 48" Stock
 - d Roll Type Ink Marking System
 - e Eagle Press Model No SC2-400-120x60 Mechanical
 - f Rapindex Transfer system - robot
 - g Line Control System and Electricals
 - h Conveyors for scrap and packaging
 - i Weight scales
 - j Scissors Lift for loading
 - k Automatic Bander
 - l Automatic Stretch Wrapper
 - m Installation costs - foundations and electrical
- 6 Valley Rollforming Line
 - a 6,000# Uncoiler
 - b Valley Rollformer
 - c Packaging Table
Makes the valley from a 22.25" strip width
- 7 12" Ridge Cap Rollforming Line
 - a 6,000 Uncoiler
 - b Airam pre-notch press and die
 - c Control System
 - d Ridge Cap rollformer
 - e Airam Post cutoff press and bend die
 - f Packaging conveyor
 - g Automatic Plastic Bander
Makes a ridge cap from a 16.00 strip width
- 8 10' Ridge Cap Bender
Makes a special 10' long ridge cap.

MetalWorks - Fixed Assets

- 9 Hydraulic Shingle Shear for Samples
Manual feed - cuts shingles for sales samples

- 10 Starter Rollforming Line
 - a 3,000# Uncoiler
 - b Starter Rollformer
 - c Packaging Table
 - d Automatic Plastic BanderMakes the starter from a 7.50" strip width

- 11 Gable Rollforming Line
 - a 3,000# Uncoiler
 - b Gable Rollformer
 - c Packaging TableMakes the gable from a 9.25" strip width

- 12 Cut to Length Line
 - a 6,000# Uncoiler
 - b Feeder and Shear with controls
 - c Table x 3Used to make trim coil and to cut 10' pieces for special parts that are needed

- 13 Vertical Milling Machine

- 14 36" Surface Grinder

- 15 48" Surface Grinder

- 16 RAS Computerized Auto Bender
Used to bend sidewall parts, j-channels and all special parts

Office Equipment, F&F and Leasehold Improvements:

- 17 Misc tables, office furniture, cabinets, computers shelves and racks. Plant

- 18 Furniture & Fixtures - Moon Office

Leasehold Improvements:

- 19 Leasehold Improvements - Plant

- 20 Leasehold Improvements - Moon Office

Construction In Progress:

- 21 2nd Press Feeder
- 22 Valley V-Rib Machine

Intellectual Property

MetalWorks

Registered 12/12/00; Serial No. 75268453;
Registration No. 2413240

AstonWood
StoneCrest
StoneCrest StoneCoat
StoneCrest Slate
StoneCrest Copper
RenoExpo

MetalWorks active websites:

www.metalworksroof.com
www.roofingstore.com
www.renoexpo.com

Hosted by Verio
Hosted by London Webmasters
Hosted by Network Solutions

MetalWorks inactive websites with up to date listings:

www.renoexpo.ca
www.metalworksroof.ca
www.roofinfo.ca
www.roofonline.com
www.mcmetalworks.com

Hosted by London Webmasters
Hosted by London Webmasters
Hosted by London Webmasters
Hosted by Network Solutions/Verisign
Hosted by Verio

MetalWorks phone numbers:

(412) 299-7320
(412) 299-7326
(800) 320-0101
(888) 457-9669
(250) 475-2828
(888) 282-8397

Main Direct
Main Fax
Main Toll Free
Western Office
Western Fax
McDonald's Hotline