

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion from corporation into an LLC		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Builders FirstSource -- Southeast Group, Inc.	FORMERLY Builders FirstSource-- BuilderWay, Inc. merged from BuilderWay, Inc.	12/23/2003	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Builders FirstSource -- Southeast Group, LLC		
Street Address:	1209 Orange Street		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	Delaware Limited Liability Company:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1284703	BUILDER WAY	
Registration Number:	1284702		
CORRESPONDENCE DATA			
Fax Number:	(714)755-8290		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	7145401235		
Email:	ipdocket@lw.com		
Correspondent Name:	Latham & Watkins LLP		
Address Line 1:	650 Town Center Drive, Suite 2000		
Address Line 4:	Costa Mesa, CALIFORNIA 92626		
NAME OF SUBMITTER:	Patricia A. Conner		
Signature:	/Patricia A. Conner/		
Date:	02/09/2005		

OP \$65.00 1284703

Total Attachments: 2

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**CERTIFICATE OF CONVERSION
OF
BUILDERS FIRSTSOURCE – SOUTHEAST GROUP, INC.**

Pursuant to the provisions of the Delaware Limited Liability Company Act (6 *Del C.* § 18-214, *et seq.*), Builders FirstSource – Southeast Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name of the corporation is Builders FirstSource – Southeast Group, Inc.

SECOND: That the date of filing of the corporation's original certificate of incorporation with the Secretary of State of Delaware was September 26, 1995.

THIRD: That the name of the limited liability company into which the corporation shall be converted is Builders FirstSource – Southeast Group, LLC.

FOURTH: That the Conversion has been authorized by the sole stockholder and the Board of Directors of the corporation in accordance with the provisions of subsections (a) and (b) of section 266 of the General Corporation Law of the State of Delaware.

FIFTH: That the future effective date and time of conversion to a Delaware limited liability company is 11:59 p.m. on December 31, 2003.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of December 23, 2003.

BUILDERS FIRSTSOURCE – SOUTHEAST GROUP, INC.

By: Jeffrey A. Wier
Name: Jeffrey A. Wier
Title: Vice President

86236-00001 DALLAS: 1231246.7

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:58 PM 12/23/2003
FILED 07:29 PM 12/23/2003
SRV 030833346 - 2546473 FILE

**TRADEMARK
REEL: 003026 FRAME: 0162**

**CERTIFICATE OF FORMATION
OF
BUILDERS FIRSTSOURCE - SOUTHEAST GROUP, LLC**

This Certificate of Formation of Builders FirstSource - Southeast Group, LLC (the "Company"), dated as of the 23rd day of December, 2003, is being duly executed and filed by the undersigned, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

1. The name of the limited liability company formed hereby is Builders FirstSource - Southeast Group, LLC.
2. The address of the registered office of the Company in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801.
3. The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801.
4. The future effective date and time of formation of the Company is 11:59 p.m. on December 31, 2003.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

By: Jeffrey A. Wier
Jeffrey A. Wier,
Authorized Person

DALLAS:8623600001:1226819-9

State of Delaware
Secretary of State
Division of Corporations
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** TOTAL PAGE. 19 **