

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
Builders FirstSource--Southeast Group, LLC		02/11/2005	Delaware limited liability company:
RECEIVING PARTY DATA			
Name:	UBS AG, Stamford Branch, as Collateral Trustee (Second Lien)		
Street Address:	677 Washington Boulevard		
City:	Stamford		
State/Country:	CONNECTICUT		
Postal Code:	06901		
Entity Type:	Banking institution:		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1456941	PELICAN BUILDING CENTER	
Registration Number:	1246651	BUILD RIGHT	
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/		

OP \$115.00 1456941

Date:

02/17/2005

Total Attachments: 6

source=BFS to UBS 2nd Lien#page1.tif

source=BFS to UBS 2nd Lien#page2.tif

source=BFS to UBS 2nd Lien#page3.tif

source=BFS to UBS 2nd Lien#page4.tif

source=BFS to UBS 2nd Lien#page5.tif

source=BFS to UBS 2nd Lien#page6.tif

Trademark Security Agreement

Trademark Security Agreement, dated as of February 11, 2005, by BUILDERS FIRSTSOURCE, INC., a Delaware corporation, with chief executive offices at 2001 Bryan Street, Suite 1600, Dallas, TX 75201, BUILDERS FIRSTSOURCE-INTELLECTUAL PROPERTY, L.P., a Texas limited partnership, with chief executive offices at 2001 Bryan Street, Suite 1600, Dallas, TX 75201, BUILDERS FIRSTSOURCE – ATLANTIC GROUP, INC., a Delaware corporation, with chief executive offices at 5330 Spectrum Drive, Suite L, Frederick, MD 21703, BUILDERS FIRSTSOURCE – OHIO VALLEY, LLC, a Delaware limited liability company, with chief executive offices at 7600 Colerain Ave., Cincinnati, OH 45239, BUILDERS FIRSTSOURCE – SOUTHEAST GROUP, LLC, a Delaware limited liability company, with chief executive offices at 2451 Highway 501 East, Conway, SC 29526, and BUILDERS FIRSTSOURCE – SOUTH TEXAS, L.P., a Texas limited partnership, with chief executive offices at 6305 Camp Bullis Rd., San Antonio, TX 78257 (collectively, the “Pledgors” and each, a “Pledgor”) in favor of UBS AG, STAMFORD BRANCH, in its capacity as Collateral Trustee (in such capacity, the “Collateral Trustee”) pursuant to that certain Indenture, dated as of February 11, 2005, by and among the Borrower, the Guarantors (as defined therein) and Wilmington Trust Company, as trustee.

WITNESSETH:

WHEREAS, Pledgors are party to a Pledge and Security Agreement of even date herewith (the “Security Agreement”) in favor of the Collateral Trustee pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Trustee, for the benefit of the Secured Parties, to enter into the Credit Agreement, each Pledgor hereby agrees with the Collateral Trustee as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. As collateral security for the payment and performance in full of the Obligations, the Pledgor hereby pledges and grants to the Collateral Trustee for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Trademarks of such Pledgor listed on Schedule I attached hereto;

and (b) all Goodwill associated with such Trademarks (other than Excluded Assets);

(c) all Proceeds of any and all of the foregoing (other than Excluded Assets).

SECTION 3. Security Agreement and Collateral Trust Agreement. (a) The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interests granted to the Collateral Trustee pursuant to the Security Agreement and each Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Trustee with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Trustee shall otherwise determine.

(b) Notwithstanding anything herein to the contrary, the lien and security interest granted to the Collateral Trustee pursuant to this Trademark Security Agreement and the exercise of any right or remedy by the Collateral Trustee hereunder are subject to the provisions of the Collateral Trust Agreement. In the event of any conflict between the terms of the Collateral Trust Agreement and this Trademark Security Agreement, the terms of the Collateral Trust Agreement shall govern and control.

SECTION 4. Termination. Upon the payment and performance in full of the Obligations, the Collateral Trustee shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the pledge, grant, lien and security interest in the Trademarks under this Trademark Security Agreement.

[signature page follows]

IN WITNESS WHEREOF, the Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized offer as of the date first set forth above.

Very truly yours,

BUILDERS FIRSTSOURCE, INC.

By: Donald F. McAleenan

Name: Donald F. McAleenan
Title: Senior Vice President

BUILDERS FIRSTSOURCE-INTELLECTUAL
PROPERTY, L.P.

By: Donald F. McAleenan

Name: Donald F. McAleenan
Title: Senior Vice President

BUILDERS FIRSTSOURCE – ATLANTIC
GROUP, INC.

By: Donald F. McAleenan

Name: Donald F. McAleenan
Title: Senior Vice President

BUILDERS FIRSTSOURCE – OHIO VALLEY,
LLC

By: Donald F. McAleenan

Name: Donald F. McAleenan
Title: Senior Vice President

BUILDERS FIRSTSOURCE – SOUTHEAST
GROUP, LLC

By: Donald F. McAleenan

Name: Donald F. McAleenan
Title: Senior Vice President

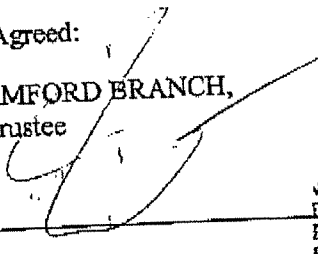
BUILDERS FIRSTSOURCE – SOUTH TEXAS,
L.P.

By: Donald F. McAleenan

Name: Donald F. McAleenan
Title: Senior Vice President

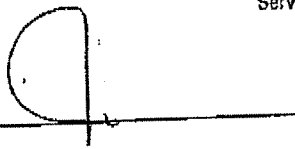
Accepted and Agreed:

UBS AG, STAMFORD BRANCH,
as Collateral Trustee

By: 

Wilfred V. Sain
Director
Banking Products
Service: US

Name:
Title:

By: 

Name:
Title:

Joselin Fernandez
Associate Director
Banking Products
Services, US

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Trademark Registrations:

OWNER	APPLICATION NUMBER	TRADEMARK
Builders FirstSource- Intellectual Property, L.P.	75/756,802	BUILDERS FIRSTSOURCE
Builders FirstSource- Intellectual Property, L.P.	75/777,476	BUILDERS FIRSTSOURCE and Design
Builders First Source, Inc., a Texas company	78492977 (ITU)	SPECTRUM
Builders FirstSource, Inc., a Delaware company	76583633	BF-I

Trademark Applications:

OWNER	REGISTRATION NUMBER	TRADEMARK
Builders FirstSource Atlantic Group, Inc.	2,885,752	SYNBOARD
Builders FirstSource – Ohio Valley, LLC	1,090,044	WESTERN
Builders FirstSource – Southeast Group, LLC	1,456,941	PELICAN BUILDINGS CENTER and Design
Builders FirstSource – Southeast Group, LLC	1,246,651	BUILD RIGHT and Design
Builders FirstSource – Southeast Group, LLC	1,284,703	BUILDER WAY
Builders FirstSource – Southeast Group, LLC	1,284,702	Design Mark
Builders FirstSource – South Texas, L.P.	2,536,989 as of 2/5/2002	COOLPANE