TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Second Lien Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Custom Building Products		04/29/2005	CORPORATION:

RECEIVING PARTY DATA

Name:	Bank of America, N.A. as Administrative Agent
Street Address:	101 North Tryon Street
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 87

Property Type	Number	Word Mark
Registration Number:	2275798	ACRYLPRO
Registration Number:	1994332	A.S.K.
Registration Number:	1347047	C-CRYLIC
Registration Number:	1344430	C-CURE
Registration Number:	1343666	C-CURE
Registration Number:	1235292	C-CURE
Registration Number:	1870225	C-CURE
Registration Number:	2303633	CFLEXPRO
Registration Number:	2442156	CFLEX3 TRI-POLYMER TECHNOLOGY
Registration Number:	1923646	CUREBOND
Registration Number:	1946481	CURECRETE
Registration Number:	1925456	CURECRYLIC
Registration Number:	1929506	CUREFAST
Registration Number:	1952538	CUREFLEX

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Registration Number:	1924949	CURELASTIC
Registration Number:	1925455	CUREMIX
Registration Number:	2046672	CUREPERFECT
Registration Number:	1685871	CUSTOM
Registration Number:	2335953	CUSTOMBLEND
Registration Number:	1895774	CUSTOM BUILDING PRODUCTS
Registration Number:	1951204	CUSTOM-CRETE
Registration Number:	2808686	CUSTOMFLEX
Registration Number:	1655570	CUSTOM-FLOAT
Registration Number:	1654322	CUSTOM-PATCH
Registration Number:	1592031	CUSTOM PLUG
Registration Number:	2848498	EASYBOARD
Registration Number:	1712697	ELASTISET
Registration Number:	1913339	EVERWHITE
Registration Number:	620647	FIXALL
Registration Number:	2931719	FIX-IT-ALL
Registration Number:	1622534	FLEX-BOND
Registration Number:	1626001	GTS
Registration Number:	1653670	JAMO
Registration Number:	1663432	JAMO
Registration Number:	1335536	LEVELCURE
Registration Number:	1910862	LEVELFLOOR
Registration Number:	1629190	LEVELFLOW
Registration Number:	1609793	LEVEL QUIK
Registration Number:	2594876	LEVELQUIK
Registration Number:	2559503	LEVELQUIK
Registration Number:	2311887	M-BOND ULTRA
Registration Number:	2311886	M-FLEX STRATA
Registration Number:	1544059	MARBLMATE
Registration Number:	1626000	MARBLE MASTER
Registration Number:	1388324	MP
Registration Number:	1273523	MULTICURE
Registration Number:	1974581	MULTIFLEX
Registration Number:	2677307	OMNIGRIP
Registration Number:	1578399	PATCH-N-PAINT

Registration Number:	2403945	PATCH-N-PAINT
Registration Number:	1398538	PERMABOND
Registration Number:	1604678	POLYBLEND
Registration Number:	1595397	POUR-STONE
Registration Number:	2205005	PREMIUM PLUS
Registration Number:	1594249	QUIK-FIX
Registration Number:	2807466	REDGARD
Registration Number:	2259316	RELIABOND
Registration Number:	2729918	RHINO BOARD
Registration Number:	1399429	SANDED TILE-SET
Registration Number:	2024362	SOUNDCURE
Registration Number:	2912698	SOUNDGARD
Registration Number:	1705856	SOUND OUT
Registration Number:	1628343	STAR SET
Registration Number:	2163558	STONEGLOSS
Registration Number:	2223339	STONEWASH
Registration Number:	2754807	SUPERIORBILT
Registration Number:	2652822	SUPERIORBILT
Registration Number:	1398540	SUPER WHITE
Registration Number:	2273285	SURFACEGARD
Registration Number:	2201843	TILELAB
Registration Number:	1403157	TILE-SET
Registration Number:	2774627	TRIPLEGRIP
Registration Number:	1864454	TROWEL & SEAL
Registration Number:	1713692	ULTRACURE
Registration Number:	1273524	UNIBOND
Registration Number:	1269866	UNIFLEX
Registration Number:	1913340	UNILAYMENT
Registration Number:	2287412	VERSABOND
Registration Number:	2902330	VERSABOND FLEX
Registration Number:	991208	WONDER-BOARD
Serial Number:	78495833	THE NUMBER "1" WITHIN A CIRCLE AND THE TERM "PREP"
Serial Number:	78495841	THE NUMBER "2" WITHIN A CIRCLE AND THE TERM "SET"
Serial Number:	78492726	3 GROUT
Serial Number:	78496157	4 CARE

Serial Number:	78301079	MEGAFLEX
Serial Number:	78495820	ONESTEP
Serial Number:	78304476	PROBILT SERIES

CORRESPONDENCE DATA

Fax Number: (202)728-0744

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

Phone: 2027216405

Email: christine.wilson@t-t.com

Correspondent Name: Thomson & Thomson

Address Line 1: 1750 K Street, NW

Address Line 2: Suite 200

Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

NAME OF SUBMITTER:	CHRISTINE WILSON
Signature:	/CHRISTINE WILSON/
Date:	05/23/2005

Total Attachments: 7

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Second Lien Trademark Security Agreement

Second Lien Trademark Security Agreement, dated as of April 29, 2005, by Custom Building Products (a "Pledgor"), in favor of BANK OF AMERICA, N.A., in its capacity as collateral agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, the Pledgor is party to a Second Lien Security Agreement of even date herewith (the "Second Lien Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgor is required to execute and deliver this Second Lien Trademark Security Agreement;

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

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

SECTION 2. Confirmation of Grant of Security Interest in Trademark Collateral. The Pledgor hereby confirms the and grant to the Collateral Agent for the benefit of the Secured Parties in the Security Agreement of 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 the Pledgor:

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

(b) all Goodwill associated with such Trademarks; and

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

SECTION 3. Second Lien Security Agreement. The Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks confirmed hereby are more fully set forth in the Second Lien 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 Second Lien Trademark Security Agreement is deemed to conflict with the Second Lien Security Agreement, the provisions of the Second Lien Security Agreement shall control unless the Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and automatic termination of the Second Lien Security Agreement, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form

evidencing the release of the collateral pledge, grant, assignment, lien and security interest in the Trademarks under the Second Lien Security Agreement and this Second Lien Trademark Security Agreement.

SECTION 5. Counterparts. This Second Lien Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Second Lien Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

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

Very truly yours,

CUSTOM BUILDING PRODUCTS

By: _____
Name: Thomas R. Peck
Title: President

Accepted and Agreed:

BANK OF AMERICA, N.A.,
as Collateral Agent

By: _____
Name:
Title:

By: _____
Name:
Title:

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

Very truly yours,

CUSTOM BUILDING PRODUCTS

By: _____
Name:
Title:

Accepted and Agreed:

BANK OF AMERICA, N.A.,
as Collateral Agent

By: _____
Name:
Title: Laura L. Clark
Vice President

By: _____
Name:
Title:

SCHEDULE I
to
SECOND LIEN TRADEMARK SECURITY AGREEMENT
UNITED STATES TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

Registrations:

Owner	Registration Number	Description
Custom Building Products	2,275,798	ACRYLPRO
Custom Building Products	1,994,332	A.S.K.
Custom Building Products	1,347,047	C-CRYLIC
Custom Building Products	1,344,430	C-CURE
Custom Building Products	1,343,666	C-CURE
Custom Building Products	1,235,292	C-CURE (Stylized)
Custom Building Products	1,870,225	C-CURE (Stylized)
Custom Building Products	2,303,633	CFLEXPRO
Custom Building Products	2,442,156	CFLEX3 TRI-POLYMER TECHNOLOGY
Custom Building Products	1,923,646	CUREBOND
Custom Building Products	1,946,481	CURECRETE
Custom Building Products	1,925,456	CURECRYLIC
Custom Building Products	1,929,506	CUREFAST
Custom Building Products	1,952,538	CUREFLEX
Custom Building Products	1,924,949	CURELASTIC
Custom Building Products	1,925,455	CUREMIX
Custom Building Products	2,046,672	CUREPERFECT
Custom Building Products	1,685,871	CUSTOM
Custom Building Products	2,335,953	CUSTOMBLEND
Custom Building Products	1,895,774	CUSTOM BUILDING PRODUCTS & Design
Custom Building Products	1,951,204	CUSTOM-CRETE
Custom Building Products	2,808,686	CUSTOMFLEX
Custom Building Products	1,655,570	CUSTOM-FLOAT
Custom Building Products	1,654,322	CUSTOM PATCH
Custom Building Products	1,592,031	CUSTOM PLUG
Custom Building Products	2,848,498	EASYBOARD
Custom Building Products	1,712,697	ELASTISET
Custom Building Products	1,913,339	EVERWHITE
Custom Building Products	620,647	FIXALL & Design
Custom Building Products	2,931,719	FIX-IT-ALL
Custom Building Products	1,622,534	FLEX-BOND
Custom Building Products	1,626,001	GTS
Custom Building Products	1,653,670	JAMO
Custom Building Products	1,663,432	JAMO & Design
Custom Building Products	1,335,536	LEVELCURE
Custom Building Products	1,910,862	LEVELFLOOR
Custom Building Products	1,629,190	LEVELFLOW
Custom Building Products	1,609,793	LEVEL QUIK
Custom Building Products	2,594,876	LEVELQUIK

Owner	Registration Number	Description
Custom Building Products	2,559,503	LEVELQUIK
Custom Building Products	2,311,887	M-BOND ULTRA
Custom Building Products	2,311,886	M-FLEX STRATA
Custom Building Products	1,544,059	MARBELMATE
Custom Building Products	1,626,000	MARBL MASTER
Custom Building Products	1,388,324	MP
Custom Building Products	1,273,523	MULTICURE
Custom Building Products	1,974,581	MULTIFLEX
Custom Building Products	2,677,307	OMNIGRIP
Custom Building Products	1,578,399	PATCH-N-PAINT
Custom Building Products	2,403,945	PATCH-N-PAINT
Custom Building Products	1,398,538	PERMABOND
Custom Building Products	1,604,678	POLYBLEND
Custom Building Products	1,595,397	POUR-STONE
Custom Building Products	2,205,005	PREMIUM PLUS
Custom Building Products	1,594,249	QUIK-FIX
Custom Building Products	2,807,466	REDGARD
Custom Building Products	2,259,316	RELIABOND
Custom Building Products	2,729,918	RHINO BOARD
Custom Building Products	1,399,429	SANDED TILE-SET
Custom Building Products	2,024,362	SOUNDCURE
Custom Building Products	2,912,698	SOUNDGARD
Custom Building Products	1,705,856	SOUND OUT
Custom Building Products	1,628,343	STAR SET
Custom Building Products	2,163,558	STONEGLASS
Custom Building Products	2,223,339	STONEWASH
Custom Building Products	2,754,807	SUPERIORBILT
Custom Building Products	2,652,822	SUPERIORBILT
Custom Building Products	1,398,540	SUPER WHITE
Custom Building Products	2,273,285	SURFACEGARD
Custom Building Products	2,201,843	TILELAB
Custom Building Products	1,403,157	TILE-SET
Custom Building Products	2,774,627	TRIPLEGRIP
Custom Building Products	1,864,454	TROWEL & SEAL
Custom Building Products	1,713,692	ULTRACURE
Custom Building Products	1,273,524	UNIBOND
Custom Building Products	1,269,866	UNIFLEX
Custom Building Products	1,913,340	UNILAYMENT
Custom Building Products	2,287,412	VERSABOND
Custom Building Products	2,902,330	VERSABOND FLEX
Custom Building Products	991,208	WONDER-BOARD

Applications:

Owner	Application Number	Description
Custom Building Products	78/495,833	1PREP and Design
Custom Building Products	78/495,841	2SET and Design

Custom Building Products	78/492,726	3GROUT and Design
Custom Building Products	78/496,157	4CARE and Design
Custom Building Products	78/301,079	MEGAFLEX
Custom Building Products	78/495,820	ONESTEP
Custom Building Products	78/304,476	PROBILT SERIES