

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Entity Conversion Effective 03/17/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Stock Building Supply Holdings, Inc.		02/24/2009	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	Stock Building Supply Holdings, LLC
Street Address:	8020 Arco Corporate Drive
City:	Raleigh
State/Country:	NORTH CAROLINA
Postal Code:	27617
Entity Type:	LIMITED LIABILITY COMPANY: VIRGINIA

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2885007	S
Registration Number:	2887412	S
Registration Number:	2647227	S
Registration Number:	2987949	S
Registration Number:	2887414	S
Registration Number:	2647232	STOCK
Registration Number:	2720028	STOCK
Registration Number:	2647231	STOCK
Registration Number:	2644502	STOCK
Registration Number:	2647228	STOCK
Registration Number:	2637314	STOCK
Registration Number:	2641372	STOCK BUILDING SUPPLY
Registration Number:	2728416	STOCK BUILDING SUPPLY
Registration Number:	2611008	STOCK BUILDING SUPPLY

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Registration Number:	2622487	STOCK BUILDING SUPPLY
Registration Number:	2644503	STOCK BUILDING SUPPLY
Registration Number:	2882788	STOCK BUILDING SUPPLY

CORRESPONDENCE DATA

Fax Number: (804)344-7999
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (919) 899-3076
Email: HWRATM@hunton.com
Correspondent Name: Douglas W. Kenyon, Hunton & Williams LLP
Address Line 1: 421 Fayetteville Street
Address Line 2: Bank of America Plaza, Suite 4100
Address Line 4: Raleigh, NORTH CAROLINA 27601

ATTORNEY DOCKET NUMBER:	48117.7001
NAME OF SUBMITTER:	Douglas W. Kenyon
Signature:	/Douglas W. Kenyon/
Date:	08/30/2010

Total Attachments: 10
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COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 17, 2009

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

Stock Building Supply Holdings, Inc.

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ENTITY CONVERSION

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission, effective March 17, 2009.

When the certificate becomes effective, Stock Building Supply Holdings, Inc. is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

Stock Building Supply Holdings, LLC

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CNVRLACT
CIS0436
09-03-03-0133

TRADEMARK
REEL: 004269 FRAME: 0633

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, March 17, 2009

This is to certify that the certificate of entity conversion of

Stock Building Supply Holdings, LLC

was this day issued and admitted to record in this office and that the said limited liability company is authorized to transact its business subject to all Virginia laws applicable to the company and its business. Effective date: March 17, 2009



State Corporation Commission

Attest:

Joel H. Peck
Clerk of the Commission

**Articles of Entity Conversion of
Stock Building Supply Holdings, Inc.**

The undersigned corporation, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, hereby executes the following articles of entity conversion and sets forth:

ONE

The name of the corporation immediately prior to the filing of these articles of entity conversion is Stock Building Supply Holdings, Inc. (the "Corporation"). The Corporation shall convert to a Virginia limited liability company and its name shall be Stock Building Supply Holdings, LLC (the "LLC").

TWO

On the Effective Date (as defined below), the Corporation shall convert into the LLC in accordance with the plan of entity conversion set forth in Exhibit A attached hereto (the "Conversion"). The Conversion shall be effective on February 28, 2009 at 12:01 a.m. EST (the "Effective Date").

THREE

The full text of the articles of organization of the LLC as they will be in effect immediately after consummation of the Conversion is set forth in Exhibit B attached hereto.

FOUR

The plan of entity conversion was adopted by the written consent of the Sole Shareholder of the Corporation.

[SIGNATURE PAGE FOLLOWS]

The undersigned declares that the facts herein stated are true as of February 24, 2009.

STOCK BUILDING SUPPLY HOLDINGS, INC.

By:

Name:

Title:

B. Yearzel
BRYAN J. YEAREL
VICE PRESIDENT &
GENERAL COUNSEL

Exhibit A
Plan of Entity Conversion

See attached.

**Plan of Entity Conversion of
Stock Building Supply Holdings, Inc.**

Section 1. Conversion. Stock Building Supply Holdings, Inc., a Virginia corporation (the "Corporation"), shall convert into Stock Building Supply Holdings, LLC, a Virginia limited liability company (the "LLC"), in accordance with this Plan (the "Conversion") at the Effective Date, as hereafter defined. The Conversion shall be effective on February 28, 2009 at 12:01 a.m. EST (the "Effective Date").

Section 2. Conversion of Stock. On the Effective Date of the Conversion, all of the issued and outstanding shares of common stock of the Corporation, all of which are owned and held by Wolseley Investments North America, Inc., the sole shareholder of the Corporation (the "Sole Shareholder"), shall in the aggregate, by virtue of the Conversion and without any action on the part of the Corporation or the Sole Shareholder of the Corporation, be changed and converted automatically into the membership interests in the LLC, preserving the ownership proportion and relative rights, preferences and limitations of each such share.

Section 3. Articles of Organization. The Articles of Organization attached hereto as Exhibit I shall be the Articles of Organization of the LLC on the Effective Date and thereafter until duly amended.

Section 4. Board of Managers. The Directors of the Corporation immediately prior to the Effective Date shall be the Managers of the LLC thereafter, until their respective successors are duly elected and qualified.

Section 5. Effect of Conversion. On the Effective Date, the Conversion shall have the effects stated in Section 13.1-722.13 of the Virginia Stock Corporation Act.

Exhibit I
Articles of Organization

See attached.



LLC-1011
(07/06)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

ARTICLES OF ORGANIZATION OF A
DOMESTIC LIMITED LIABILITY COMPANY

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia the undersigned states as follows:

1. The name of the limited liability company is

Stock Building Supply Holdings, LLC
(The name must contain the words limited company or limited liability company or the abbreviation L.C., LC, L.L.C. or LLC)

2. A. The name of the limited liability company's initial registered agent is

CT Corporation System

B. The registered agent is (mark appropriate box):

- (1) an INDIVIDUAL who is a resident of Virginia and
 - a member or manager of the limited liability company.
 - a member or manager of a limited liability company that is a member or manager of the limited liability company.
 - an officer or director of a corporation that is a member or manager of the limited liability company.
 - a general partner of a general or limited partnership that is a member or manager of the limited liability company.
 - a trustee of a trust that is a member or manager of the limited liability company.
 - a member of the Virginia State Bar.

OR

- (2) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

3. The limited liability company's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

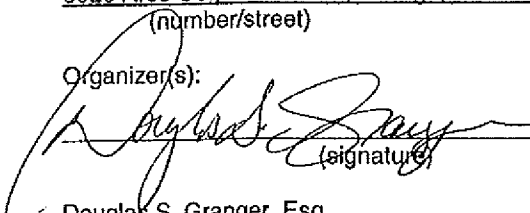
4701 Cox Road, Suite 301, Glen Allen, VA 23060-6802
(number/street) (city or town) (zip)

which is physically located in the county or city of Richmond

4. The limited liability company's principal office address, including the street and number, is

8020 Arco Corporate Drive, Raleigh, NC 27617
(number/street) (city or town) (state) (zip)

Organizer(s):


(signature)

2-24-09
(date)

Douglas S. Granger, Esq. (804) 788-8200
(printed name) (telephone number (optional))

SEE INSTRUCTIONS ON THE REVERSE

Exhibit B
Articles of Organization

See attached.



LLC-1011
(07/06)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

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 - a member or manager of a limited liability company that is a member or manager of the limited liability company.
 - an officer or director of a corporation that is a member or manager of the limited liability company.
 - a general partner of a general or limited partnership that is a member or manager of the limited liability company.
 - a trustee of a trust that is a member or manager of the limited liability company.
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(signature)

2-24-09

(date)

Douglas S. Granger, Esq.

(printed name)

(804) 788-8200

(telephone number (optional))

SEE INSTRUCTIONS ON THE REVERSE