

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
Roofing Supply Group, LLC		11/17/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Deutsche Bank Trust Company Americas, as Collateral Agent
Street Address:	60 Wall Street
Internal Address:	27th Floor, MS: NYC60-2710
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3177585	
Registration Number:	3163274	BULL
Registration Number:	3069768	
Registration Number:	3043712	BULL
Registration Number:	3039303	RSG ROOFING SUPPLY GROUP

CORRESPONDENCE DATA

Fax Number: (202)408-3141

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

Phone: 800-927-9801 x2348

Email: jpaterso@cscinfo.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

900176091

TRADEMARK
REEL: 004420 FRAME: 0318

CH \$140.00 3177585

ATTORNEY DOCKET NUMBER:	584915
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	11/23/2010
Total Attachments: 5 source=11-23-10 Roofing Supply-TM#page1.tif source=11-23-10 Roofing Supply-TM#page2.tif source=11-23-10 Roofing Supply-TM#page3.tif source=11-23-10 Roofing Supply-TM#page4.tif source=11-23-10 Roofing Supply-TM#page5.tif	

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Roofing Supply Group, LLC, a Delaware Limited Liability Company

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation- State: _____
☒ Other Limited Liability Company

Citizenship (see guidelines) Delaware, USA

Additional names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 11/17/2010

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes
☒ No

Name: Deutsche Bank Trust Company Americas, as

Internal

Address: Collateral Agent

Street Address: 60 Wall Street, 27th Fl, MS: NYC60-2710

City: New York

State: New York

Country: USA Zip: 10005

- ☐ Association Citizenship _____
☐ General Partnership Citizenship _____
☐ Limited Partnership Citizenship _____
☒ Corporation Citizenship New York, USA
☐ Other _____ Citizenship _____

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)

See Schedule A

B. Trademark Registration No.(s)

See Schedule A

Additional sheet(s) attached? ☒ Yes ☐ No

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

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

Name: Sakina Karkat

Internal Address: Cahill Gordon & Reindel LLP

Street Address: 80 Pine Street, 1535A

City: New York

State: New York Zip: 10005

Phone Number: 212.701.3365

Fax Number: 212.378.2730

Email Address: skarkat@cahill.com

6. Total number of applications and registrations involved:

5

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

- ☐ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Signature

November 19, 2010

Date

Sakina Karkat

Name of Person Signing

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

5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 004420 FRAME: 0320

EXECUTION VERSION

GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ROOFING SUPPLY GROUP, LLC, a Delaware limited liability company (the "Grantor") with principal offices at 3890 W. Northwest Hwy., Suite 400 Dallas, Texas 75220, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, 27th Floor MS NYC 60-2710, New York, New York 10005 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

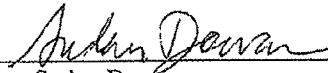
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other Assignors from time to time party thereto and the Grantee, dated as of November 17, 2010 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
17th day of November, 2010.

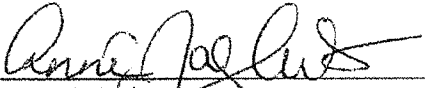
ROOFING SUPPLY GROUP, LLC,
as Grantor

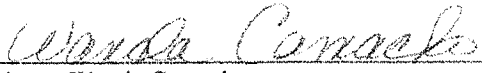
By: Roofing Supply Group Holdings, Inc.,
Sole Member

By: 
Name: Sudan Dewan
Title: Chief Financial Officer

[RSG - Trademark Security Agreement]

DEUTSCHE BANK TRUST COMPANY AMERICAS,
as Collateral Agent and Grantee

By: 
Name: Annie Jaghatspanyan
Title: Vice President

By: 
Name: Wanda Camacho
Title: Vice President

[RSG - Trademark Security Agreement]

SCHEDULE A

Mark	Owner	Registration Number	Registration Date
(Bull Design)	Roofing Supply Group, LLC	3177585	11/28/2006
Bull	Roofing Supply Group, LLC	3163274	10/24/2006
(Bull Design)	Roofing Supply Group, LLC	3069768	3/21/2006
Bull	Roofing Supply Group, LLC	3043712	1/17/2006
RSG Roofing Supply Group	Roofing Supply Group, LLC	3039303	1/10/2006