

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Beacon Roofing Supply, Inc.		04/05/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Wells Fargo Bank, National Association, as Administrative Agent
<b>Street Address:</b>	1525 West W.T. Harris Blvd.
<b>Internal Address:</b>	MAC D 1109-019
<b>City:</b>	Charlotte
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28262
<b>Entity Type:</b>	: UNITED STATES

**PROPERTY NUMBERS Total: 48**

Property Type	Number	Word Mark
Registration Number:	3315628	ALABAMA ROOFING SUPPLY
Registration Number:	3322416	BEACON ROOFING SUPPLY CANADA COMPANY
Registration Number:	3282231	
Registration Number:	3292842	BEACON
Registration Number:	3281781	A CONTINUOUS COMMITMENT TO SERVICE & QUALITY
Registration Number:	3296354	BEST DISTRIBUTING CO.
Registration Number:	3296353	BEST DISTRIBUTING CO.
Registration Number:	3310814	A BEACON ROOFING SUPPLY COMPANY
Registration Number:	3770850	THE EXPERIENCE YOU WANT, THE SERVICE YOU EXPECT, THE VALUE YOU DESERVE
Registration Number:	3296421	COASTAL METAL SERVICE
Registration Number:	3300798	GROUPE BEDARD MATERIAUX DE TOITURE ROOFING MATERIALS
Registration Number:	3300799	GROUPE BEDARD

OP \$1215.00 3315628

Registration Number:	3281824	JGA
Registration Number:	3300815	MISSISSIPPI ROOFING SUPPLY
Registration Number:	3296355	P
Registration Number:	3602343	BEACON SALES COMPANY EST. 1928
Registration Number:	3315630	Q QUALITY
Registration Number:	3300800	THE ROOF CENTER
Registration Number:	3296356	ROOF DEPOT
Registration Number:	3281798	RSM ROOFING & SHEET METAL SUPPLY
Registration Number:	3387503	SUN/BELT
Registration Number:	3281861	
Registration Number:	3322450	BSA BUILDING SYSTEMS ATLANTA
Registration Number:	3296385	SOUTHERN ROOF CENTER
Registration Number:	3281810	WEST END ROOFING SIDING & WINDOWS
Registration Number:	3281812	WEST END
Registration Number:	3365269	NORTH COAST COMMERCIAL ROOFING SYSTEMS
Registration Number:	3434377	NORTH COAST COMMERCIAL ROOFING SYSTEMS
Registration Number:	2529737	BEACON SALES COMPANY
Registration Number:	2500039	BEACON ROOFING SUPPLY
Registration Number:	3295607	EL CENTRO DE TECHOS
Registration Number:	1963996	DEALERS CHOICE
Registration Number:	3310627	DEALERS CHOICE
Registration Number:	1963994	DEALERS CHOICE
Registration Number:	3980113	INDEPENDENT BUILDING MATERIALS
Registration Number:	3980434	INDEPENDENT BUILDING MATERIALS
Registration Number:	3872863	LOOKOUT SUPPLY COMPANY
Registration Number:	3872864	LOOKOUT SUPPLY COMPANY
Registration Number:	3989917	MISSISSIPPI ROOFING SUPPLY
Registration Number:	3989931	THE ROOF CENTER
Serial Number:	85190573	BEST DISTRIBUTING ROOFING SIDING WINDOWS
Serial Number:	85190455	JGA BEACON
Serial Number:	85467403	FP FOWLER & PETH
Serial Number:	85467482	FOWLER & PETH
Serial Number:	85467566	YOUR ROCKY MOUNTAIN BUILDING MATERIALS DISTRIBUTOR
Serial Number:	85467299	THE ROOF CENTER ROOFING · SIDING · WINDOWS · <b>TRADEMARK</b>

		DECKING .... AND MORE!
Registration Number:	3296358	SHELTER DISTRIBUTION
Registration Number:	3296357	SHELTER DISTRIBUTION

**CORRESPONDENCE DATA**

Fax Number: (704)343-2300

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: (704) 373-4640

Email: bsmith@mcguirewoods.com

Correspondent Name: Betty G. Smith, Senior Paralegal

Address Line 1: McGuireWoods LLP, 201 N. Tryon Street

Address Line 2: 30th Floor

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	2029724-0559
NAME OF SUBMITTER:	Betty G. Smith
Signature:	/Betty G. Smith/
Date:	04/11/2012

**Total Attachments: 7**

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## TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this "Agreement") dated as of April 5, 2012 is entered into by and among BEACON ROOFING SUPPLY, INC., a Delaware corporation (the "Grantor"), having its chief executive office at One Lakeland Park Drive, Peabody, Massachusetts 01960, WELLS FARGO BANK, NATIONAL ASSOCIATION, as administrative agent (the "Administrative Agent"), with offices at 1525 West W.T. Harris Blvd, MAC D 1109-019, Charlotte, North Carolina 28262, for the ratable benefit of the banks and other financial institutions (the "Lenders") from time to time parties to the Credit Agreement, dated as of April 5, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") by and between the Grantor, Beacon Sales Acquisition, Inc., a Delaware corporation (the "US Borrower"), Beacon Roofing Supply Canada Company, an unlimited liability company organized under the laws of Nova Scotia, the Lenders and the Administrative Agent.

This Agreement is executed pursuant to the terms of that certain US Collateral Agreement dated as of April 5, 2012 by and among the Grantor, the US Borrower, certain Subsidiaries of the Grantor party thereto and the Administrative Agent (as amended, restated, supplemented or otherwise modified from time to time, the "US Collateral Agreement"). Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the US Collateral Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Administrative Agent, a continuing security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

- (i) each Trademark, Trademark registration and Trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, Trademark registration and Trademark application of the Grantor, including, without limitation, each Trademark, Trademark registration and Trademark application described on Schedule A;
- (ii) each Trademark License, including, without limitation, each Trademark License described on Schedule B;
- (iii) all claims by the Grantor against third parties for (a) past, present or future infringement or dilution of any Trademark or Trademark registration, including, without limitation, any Trademark or Trademark registration described on Schedule A or under any Trademark License described on Schedule B, (b) injury to the goodwill associated with any Trademark, Trademark registration or Trademark License or (c) breach or enforcement of any Trademark License; and
- (iv) all products and proceeds of the foregoing.

The rights of the Administrative Agent with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the US Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the US Collateral Agreement, the provisions of the US Collateral Agreement shall govern.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of day and year first written above.

BEACON ROOFING SUPPLY, INC., as Grantor

By: *[Signature]*  
Name: David R. Grace  
Title: CFO & Executive Vice President

ACKNOWLEDGMENT

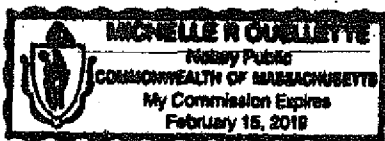
STATE OF MA  
COUNTY OF Essex

I, Michelle Ouellette, a Notary Public for said County and State, do hereby certify that David Grace personally appeared before me this day and stated that he is CFO of Beacon Roofing Supply, Inc. and acknowledged, on behalf of Beacon Roofing Supply, Inc. the due execution of the foregoing instrument.

Witness my hand and official seal, this 4 day of April, 2012.

*[Signature]*  
Notary Public

My commission expires:



[Signature Pages Continue]

Trademark Security Agreement  
Beacon Roofing Supply, Inc.  
Signature Page

Agreed and Accepted as of the  
5th day of April, 2012.

**WELLS FARGO BANK, NATIONAL ASSOCIATION,**  
as Administrative Agent

By: \_\_\_\_\_

Name: Jeffrey Kinney

Title: Senior Vice President

Trademark Security Agreement  
Beacon Roofing Supply, Inc.  
Signature Page

**TRADEMARK**  
**REEL: 004754 FRAME: 0288**


Schedule A  
to  
Trademark Security Agreement

	OWNER	MARK	Identification No.	Status Date	Status
1.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,315,628	10/23/07	Registered
2.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,322,416	10/30/07	Registered
3.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,282,231	8/21/07	Registered
4.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,292,842	9/18/07	Registered
5.	BEACON ROOFING SUPPLY, INC.	A CONTINUOUS COMMITMENT TO SERVICE AND QUALITY	Registration No. 3,281,781	8/21/07	Registered
6.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,296,354	9/25/07	Registered
7.	BEACON ROOFING SUPPLY, INC.	BEST DISTRIBUTING CO.	Registration No. 3,296,353	9/25/07	Registered
8.	BEACON ROOFING SUPPLY, INC.	A BEACON ROOFING SUPPLY COMPANY	Registration No. 3,310,814	10/16/07	Registered
9.	BEACON ROOFING SUPPLY, INC.	THE EXPERIENCE YOU WANT, THE SERVICE YOU EXPECT, THE VALUE YOU DESERVE	Registration No. 3,770,850	4/06/10	Registered
10.	BEACON ROOFING SUPPLY, INC.	COASTAL METAL SERVICE	Registration No. 3,296,421	9/25/07	Registered
11.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,300,798	10/2/07	Registered
12.	BEACON ROOFING SUPPLY, INC.	GROUPE BEDARD	Registration No. 3,300,799	10/2/07	Registered
13.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,281,824	8/21/07	Registered
14.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,300,815	10/2/07	Registered
15.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,296,355	9/25/07	Registered

	OWNER	MARK	Identification No.	Status Date	Status
16.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,602,343	4/7/09	Registered
17.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,315,630	10/23/07	Registered
18.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,300,800	10/2/07	Registered
19.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,296,356	9/25/07	Registered
20.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,281,798	8/21/07	Registered
21.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,387,503	2/26/08	Registered
22.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,296,358	9/25/07	Registered
23.	BEACON ROOFING SUPPLY, INC.	SHELTER DISTRIBUTION	Registration No. 3,296,357	9/25/07	Registered
24.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,281,861	8/21/07	Registered
25.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,322,450	10/30/07	Registered
26.	BEACON ROOFING SUPPLY, INC.	SOUTHERN ROOF CENTER	Registration No. 3,296,385	9/25/07	Registered
27.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,281,810	8/21/07	Registered
28.	BEACON ROOFING SUPPLY, INC.	WEST END	Registration No. 3,281,812	8/21/07	Registered
29.	BEACON ROOFING SUPPLY, INC.	NORTH COAST COMMERCIAL ROOFING SYSTEMS	Registration No. 3,365,269	1/8/08	Registered



	OWNER	MARK	Identification No.	Status Date	Status
30.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,434,377	5/27/08	Registered
31.	BEACON ROOFING SUPPLY, INC.	BEACON SALES COMPANY	Registration No. 2,529,737	1/15/02	Registered
32.	BEACON ROOFING SUPPLY, INC.	BEACON ROOFING SUPPLY	Registration No. 2,500,039	10/23/01	Registered
33.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,295,607	9/18/07	Registered
34.	BEACON ROOFING SUPPLY, INC.		Registration No. 1,963,996	3/26/96	Renewed
35.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,310,627	10/16/07	Registered
36.	BEACON ROOFING SUPPLY, INC.	DEALERS CHOICE	Registration No. 1,963,994	3/26/96	Registered
37.	BEACON ROOFING SUPPLY, INC.	INDEPENDENT BUILDING MATERIALS	Registration No. 3,980,113	6/21/11	Registered
38.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,980,434	6/21/11	Registered
39.	BEACON ROOFING SUPPLY, INC.	LOOKOUT SUPPLY COMPANY	Registration No. 3,872,863	11/9/10	Registered
40.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,872,864	11/9/10	Registered
41.	BEACON ROOFING SUPPLY, INC.		Serial No. 85/190,573	8/16/11	Pending
42.	BEACON ROOFING SUPPLY, INC.		Serial No. 85/190,455	8/30/11	Pending
43.	BEACON ROOFING SUPPLY, INC.		Serial No. 85/467,403	11/8/2011	Pending
44.	BEACON ROOFING SUPPLY, INC.	FOWLER & PETH	Serial No. 85/467,482	11/8/2011	Pending

	OWNER	MARK	Identification No.	Status Date	Status
45.	BEACON ROOFING SUPPLY, INC.	YOUR ROCKY MOUNTAIN BUILDING MATERIALS DISTRIBUTOR	Serial No. 85/467,566	11/8/2011	Pending
46.	BEACON ROOFING SUPPLY, INC.		Serial No. 85/467,299	11/8/2011	Pending
47.	BEACON ROOFING SUPPLY, INC.	THE ROOF CENTER	Registration No. 3,989,931	7/5/2011	Registered
48.	BEACON ROOFING SUPPLY, INC.	MISSISSIPPI ROOFING SUPPLY	Registration No. 3,989,917	7/5/2011	Registered

CANADIAN TRADEMARKS					
	OWNER	MARK	Identification No.	Status Date	Status
49.	BEACON ROOFING SUPPLY, INC.	BEACON ROOFING SUPPLY	Registration No. TMA555643	12/19/01	Registered

NORTH CAROLINA STATE TRADEMARKS					
	OWNER	MARK	Identification No.	Status Date	Status
50.	BEACON ROOFING SUPPLY, INC.	DRI LOC	Registration No. T-9793	11/7/91	Registered
51.	BEACON ROOFING SUPPLY, INC.	RIB LOC	Registration No. T-10554	5/24/93	Registered