

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																				
NATURE OF CONVEYANCE:	Termination and Release of Grant of Security Interest in United States Trademarks																				
CONVEYING PARTY DATA																					
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CORRESPONDENCE DATA																					
Fax Number:	2129096836																				
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>																					
Phone:	212-909-6000																				
Email:	trademarks@debevoise.com																				
Correspondent Name:	Jessica Lehrman, Esq.																				
Address Line 1:	919 Third Avenue																				

Address Line 2: Debevoise & Plimpton LLP  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 15555-1372

NAME OF SUBMITTER: Jessica Lehrman

Signature: /Jessica Lehrman/

Date: 05/31/2012

Total Attachments: 4  
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TERMINATION AND RELEASE OF GRANT OF  
SECURITY INTEREST IN UNITED STATES TRADEMARKS

TERMINATION AND RELEASE (the "Termination and Release"), dated as of May 31, 2012, from Deutsche Bank Trust Company Americas, with principal offices at 60 Wall Street, New York, New York 10005, as Collateral Agent (as defined in the Security Agreement referred to below) (the "Agent"), to Roofing Supply Group, LLC, a Delaware Limited Liability Company with principal offices at 3890 W. Northwest Highway, Suite 400, Dallas, Texas 75220 (the "Grantor"). Capitalized terms used herein without definition are used as defined in the ABL Credit Agreement, dated as of November 17, 2010, as amended on August 26, 2011 and amended and restated on November 3, 2011, among the Grantor, the other Borrowers, Roofing Supply Group Holdings, Inc., the Lenders party thereto from time to time and the Agent (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") or the Security Agreement, dated as of November 17, 2010, as amended and restated on November 3, 2011, among the Grantor, the other Assignors and the Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement").

WITNESSETH:

WHEREAS, in conjunction with the security interest granted to the Agent under the Security Agreement, Grantor executed and delivered that certain Grant of Security Interest in United States Trademarks (the "Trademark Security Agreement"), made in favor of the Agent, and pledged and granted to the Agent a continuing security interest (the "Security Interest") in all of the right, title and interest of the Grantor in, to and under the Marks (as hereinafter defined); and

WHEREAS, the Trademark Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on November 17, 2010, at Reel 4416, Frame 0272; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Marks.

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Marks pursuant to the Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Marks: The term "Marks," as used herein, shall mean all of the Grantor's right, title and interest in, to and under its United States trademarks, trademark registrations and trademark applications, including those set forth on Schedule I.

2. Release of Security Interest: The Agent hereby terminates, releases and discharges its Security Interest in (i) the Marks, (ii) all Proceeds 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.

3. Further Assurances: The Agent, at the request and expense of the Grantor, will promptly execute and deliver to the Grantor a proper instrument or instruments (including Uniform Commercial Code termination statements on form UCC-3) acknowledging the termination of the Security Interest in the Marks.

\* \* \*

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

DEUTSCHE BANK TRUST COMPANY  
AMERICAS,  
as Agent

By: 

Name:

Quzayra Laucella

Title:

Director

By: 

Name:

Courtney E. Meehan

Title:

Vice President

[SIGNATURE PAGE TO TERMINATION AND RELEASE OF GRANT OF SECURITY INTEREST IN  
TRADEMARKS (ABL)]

**TRADEMARK**  
**REEL: 004792 FRAME: 0073**

SCHEDULE I

<u>Mark</u>	<u>Owner</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
(Bull Design)	Roofing Supply Group, LLC	3,177,585	November 28, 2006
Bull	Roofing Supply Group, LLC	3,163,274	October 24, 2006
(Bull Design)	Roofing Supply Group, LLC	3,069,768	March 21, 2006
Bull	Roofing Supply Group, LLC	3,043,712	January 17, 2006
RSG Roofing Supply Group	Roofing Supply Group, LLC	3,039,303	January 10, 2006