

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, N.A. (successor in interest to Wachovia Bank, National Association)		06/22/2012	national banking association: UNITED STATES

RECEIVING PARTY DATA

Name:	NCI Group, Inc.
Street Address:	10943 N. Sam Houston Parkway W.
City:	Houston
State/Country:	TEXAS
Postal Code:	77064
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 104

Property Type	Number	Word Mark
Registration Number:	3635678	PRO SERIES
Registration Number:	3631843	FASTAR
Registration Number:	3625096	LONG BAY
Registration Number:	3612444	STEELBUILDING.COM
Registration Number:	3596986	YOUR TEAM FOR BUILDING SUCCESS
Registration Number:	3510203	DESIGNER SERIES
Registration Number:	3497466	STEELBUILDING.COM
Registration Number:	3485997	KILAWORX
Registration Number:	3474327	STEELBUILDING.COM THE FUTURE OF METAL BUILDINGS
Registration Number:	3463776	KILAWORX
Registration Number:	3411290	DURA-20
Registration Number:	3411288	S STEEL SYSTEMS
Registration Number:	3346738	ECI

CH \$2615.00 3635678

Registration Number:	3315295	STEELUX
Registration Number:	3304984	NATURALSTONE
Registration Number:	3296129	VALUE EXPRESS
Registration Number:	3259598	EXPRESS BUILDINGS
Registration Number:	3227303	DESIGN · PRICE · BUY ONLINE
Registration Number:	3171918	M MESCO BUILDING SOLUTIONS
Registration Number:	3112441	MESCO BUILDING SOLUTIONS
Registration Number:	3069796	ER ENNIS ROLLFORMING
Registration Number:	3052544	ABLE DOOR MANUFACTURING A DIVISION OF NCI BUILDING SYSTEMS, L.P.
Registration Number:	3037314	MM MIDLAND METALS
Registration Number:	2957507	NCI METAL DEPOTS
Registration Number:	2910053	ULTRA-DEK
Registration Number:	2859589	SS STEEL SYSTEMS
Registration Number:	2850206	A&S A&S BUILDING SYSTEMS
Registration Number:	2837799	DBCI
Registration Number:	2770513	ROYAL LOCK
Registration Number:	2741396	CLASSIC STEEL FRAME HOMES
Registration Number:	2662600	TUFF-SHIELD
Registration Number:	2647624	SUPRA-RIB
Registration Number:	2644801	DESIGN PRICE BUY ONLINE
Registration Number:	2581159	SPEEDY STEEL GARAGES
Registration Number:	2489812	W E A T H E R S A F E
Registration Number:	2485858	LONG BAY SYSTEM
Registration Number:	2478821	7/8" WIDE RIB
Registration Number:	2458977	MILLENNIUM
Registration Number:	2444278	HERITAGE BUILDING SYSTEMS
Registration Number:	2390227	SABRE BUILDING SYSTEMS
Registration Number:	2359209	SL-16
Registration Number:	2335371	VISTASHEEN
Registration Number:	2335370	VISTACOLOR
Registration Number:	2335369	VISTASHADOW
Registration Number:	2293241	SENTRY XTR
Registration Number:	2286987	TRADITIONAL
Registration Number:	2277089	STORMPROOF

Registration Number:	2266746	BI-36
Registration Number:	2266112	LITEFRAME
Registration Number:	2264507	AMERI-DRAIN
Registration Number:	2262735	S-36
Registration Number:	2262021	ARTISAN
Registration Number:	2259247	B-36
Registration Number:	2256416	CLASSIC
Registration Number:	2218230	NUWALL
Registration Number:	2196662	IPS
Registration Number:	2193540	PERMA-CLAD
Registration Number:	2192160	SLIMLINE
Registration Number:	2192159	RAIN GUARD
Registration Number:	2183547	CLASSIC STEEL FRAME HOMES
Registration Number:	2169345	SS216
Registration Number:	2161830	SUPERLOK
Registration Number:	2119193	METALLIC
Registration Number:	2110344	METALLIC BUILDING COMPANY
Registration Number:	2085914	VERTI-LOC
Registration Number:	2079167	NCI
Registration Number:	2071877	DBCI
Registration Number:	2040247	MID-WEST STEEL BUILDING COMPANY
Registration Number:	2037498	DURA-20
Registration Number:	2035454	AAS
Registration Number:	2030148	MW
Registration Number:	2028846	A&S BUILDING SYSTEMS
Registration Number:	2028845	NCI
Registration Number:	2028844	NCI BUILDING COMPONENTS
Registration Number:	2025884	ROYAL K-70
Registration Number:	2005583	DOUBLECOTE
Registration Number:	1980366	IMPERIAL RIB
Registration Number:	1971249	STEELOX
Registration Number:	1950005	FLEXLOC
Registration Number:	1926989	ABC AMERICAN BUILDING COMPONENTS
Registration Number:	1917593	NUROOF
Registration Number:	1906296	RETRO-R

	1905298	MONARCH RIB
Registration Number:	1750427	SIGNATURE
Registration Number:	1686016	BATTENLOK
Registration Number:	1686013	ABLE
Registration Number:	1684278	LOKSEAM
Registration Number:	1675343	METAL COATERS
Registration Number:	1663644	METAL-PREP
Registration Number:	1613519	DOUBLE-LOK 124
Registration Number:	1424579	MBCI
Registration Number:	1310768	ULTRA-DEK 124
Registration Number:	1206560	MBCI
Registration Number:	1171944	RUGGED RIB
Registration Number:	1082255	REGAL RIB
Registration Number:	1069517	M MESCO
Registration Number:	1055914	M MESCO
Registration Number:	0623865	METALLIC
Registration Number:	0500226	STEELOX
Registration Number:	0320405	STEELOX
Registration Number:	3740081	DESIGN · PRICE · BUY ONLINE
Registration Number:	3779840	CLASSIC STEEL BUILDINGS
Registration Number:	3696235	EXPRESSPLUS
Serial Number:	76693637	DOUBLE-LOK

CORRESPONDENCE DATA

Fax Number: 2129096836
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
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:	23832-1202
NAME OF SUBMITTER:	Jessica Lehrman
Signature:	/Jessica Lehrman/

06/22/2012

Total Attachments: 6

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**TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS**

TERMINATION AND RELEASE (the "Termination and Release"), dated as of June 22, 2012, from Wells Fargo Bank, N.A., a national banking association having a principal place of business at 1525 West W.T. Harris Blvd., Mail Code: NC 060, Charlotte, NC 28262 (as successor in interest to Wachovia Bank, National Association), as administrative agent and collateral agent (the "Agent") for the several banks and other financial institutions (the "Lenders") that are parties to the Credit Agreement (as defined below), to NCI Group, Inc., a Nevada corporation having a principal place of business at 10943 N. Sam Houston Parkway W., Houston, Texas 77064 (the "Grantor"). Capitalized terms used herein without definition are used as defined in the Amended and Restated Credit Agreement, dated as of October 20, 2009, among NCI Building Systems, Inc. (the "Borrower"), the Lenders and the Agent (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement") or the Guarantee and Collateral Agreement (as defined below).

WITNESSETH:

WHEREAS, in connection with the Credit Agreement, the Borrower and certain Subsidiaries of the Borrower executed and delivered a Guarantee and Collateral Agreement, dated as of October 20, 2009, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, under the terms of the Guarantee and Collateral Agreement, the Grantor executed and delivered that certain Notice and Confirmation of Grant of Security Interest in Trademarks, dated October 20, 2009 (the "Trademark Notice and Confirmation"), in favor of the Agent, under which the Grantor confirmed that a security interest was granted (the "Security Interest") by the Grantor to the Agent in certain Trademarks of the Grantor;

WHEREAS, the Trademark Notice and Confirmation was recorded in the Trademark Division of the United States Patent and Trademark Office on November 19, 2009, at Reel 4099, Frame 0038; and

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

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademarks pursuant to the Guarantee and Collateral 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. Release of Security Interest: The Agent hereby terminates, releases and discharges its Security Interest in the Grantor's Trademarks, including the Trademarks

identified on Schedule I, and any right, title or interest of the Agent in such Trademarks shall hereby cease and become void.

2. Further Assurances: At the request and sole expense of the Grantor, the Agent shall execute and deliver to the Grantor such documents (including, without limitation, UCC termination statements) as such Grantor shall reasonably request to evidence termination of the Security Interest in the Grantor's Trademarks.

3. Governing Law. THIS TERMINATION AND RELEASE AND THE RIGHTS AND OBLIGATIONS OF THE AGENT AND GRANTOR HEREUNDER AND ANY CLAIM OR CONTROVERSY RELATING HERETO SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK, WITHOUT REGARD TO ITS CONFLICT OF LAWS PROVISIONS.

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

WELLS FARGO BANK, NATIONAL
ASSOCIATION
as Agent

By: Janet Ritter
Name: Janet Ritter
Title: Vice President

SCHEDULE I

PTO Registered Marks

Mark	Registration No.	Registration Date
PRO SERIES	3635678	06/09/09
FASTAR	3631843	06/02/09
LONG BAY	3625096	05/26/09
STEELBUILDING.COM	3612444	04/28/09
YOUR TEAM FOR BUILDING SUCCESS	3596986	03/31/09
DESIGNER SERIES	3510203	09/30/08
STEELBUILDING.COM and Design	3497466	09/09/08
KILAWORX	3485997	08/12/08
STEELBUILDING.COM THE FUTURE OF METAL BUILDINGS	3474327	07/29/08
KILAWORX	3463776	07/08/08
DURA-20	3411290	04/15/08
S STEEL SYSTEMS and Design	3411288	04/15/08
ECI and Design	3346738	12/04/07
STEELUX	3315295	10/23/07
NATURALSTONE	3304984	10/02/07
VALUE EXPRESS	3296129	09/25/07
EXPRESS BUILDINGS	3259598	07/03/07
DESIGN . PRICE . BUY ONLINE	3227303	04/10/07
M MESCO BUILDING SOLUTIONS and Design	3171918	11/14/06
MESCO BUILDING SOLUTIONS	3112441	07/04/06
ER ENNIS ROLLFORMING	3069796	03/21/06
A ABLE DOOR MANUFACTURING A DIVISION OF NCI BUILDING SYSTEMS, L.P. and Design	3052544	01/31/06
MM MIDLAND METALS	3037314	01/03/06
NCI METAL DEPOTS and Design	2957507	05/31/05
ULTRA-DEK	2910053	12/14/04
SS STEEL SYSTEMS and Design – cancelled	2859589	07/06/04
A&S A&S BUILDING SYSTEMS and Design	2850206	06/08/04
DBCI and Design	2837799	05/04/04
ROYAL LOCK	2770513	10/07/03
CLASSIC STEEL FRAME HOMES and Design	2741396	07/29/03
TUFF-SHIELD – cancelled	2662600	12/17/02
SUPRA-RIB	2647624	11/12/02
DESIGN PRICE BUY ONLINE and Design	2644801	10/29/02
SPEEDY STEEL GARAGE and Design	2581159	06/18/02
WEATHERSAFE	2489812	09/18/01
LONG BAY SYSTEM	2485858	09/04/01
7/8” WIDE RIB	2478821	08/21/01
MILLENIUM	2458977	06/12/01
HERITAGE BUILDING SYSTEMS	2444278	04/17/01
SABRE BUILDING SYSTEMS – cancelled	2390227	09/26/00

Mark	Registration No.	Registration Date
SL-16	2359209	06/20/00
VISTASHEEN	2335371	03/28/00
VISTACOLOR – cancelled	2335370	03/28/00
VISTASHADOW	2335369	03/28/00
SENTRY XTR – cancelled	2293241	11/16/99
TRADITIONAL	2286987	10/19/99
STORMPROOF	2277089	09/14/99
B1-36	2266746	08/03/99
LITEFRAME	2266112	08/03/99
AMERI-DRAIN	2264507	07/27/99
S-36	2262735	07/20/99
ARTISAN	2262021	07/20/99
B-36	2259247	07/06/99
CLASSIC	2256416	06/29/99
NUWALL	2218230	01/19/99
IPS and Design	2196662	10/13/98
PERMA-CLAD	2193540	10/06/98
SLIMLINE	2192160	09/29/98
RAIN GUARD	2192159	09/29/98
CLASSIC STEEL FRAME HOMES	2183547	08/25/98
SS216	2169345	06/30/98
SUPERLOK	2161830	06/02/98
METALLIC	2119193	12/09/97
METALLIC BUILDING COMPANY	2110344	11/04/97
VERT1-LOC	2085914	08/05/97
NCI	2079167	07/15/97
DBCI	2071877	06/17/97
MID-WEST STEEL BUILDING COMPANY	2040247	02/25/97
DURA-20	2037498	02/11/97
AAS and Design	2035454	02 04 97
MW and Design	2030148	01/14/97
A&S BUILDING SYSTEMS	2028846	01/07/97
NCI and Design	2028845	01/07/97
NCI BUILDING COMPONENTS	2028844	01/07/97
ROYAL K-70	2025884	12/24/96
DOUBLECOTE and Design	2005583	10/08/96
IMPERIAL RIB	1980366	06/18/96
STEELOX and Design	1971249	04/30/96
FLEXLOC	1950005	01/23/96
ABC AMERICAN BUILDING COMPONENTS and Design	1926989	10/17/95
NUROOF	1917593	09/12/95
RETRO-R	1906296	07/18/95
MONARCH RIB	1905298	07/18/95
SIGNATURE	1750427	02/02/93
BATTENLOK	1686016	05/12/92
ABLE	1686013	05/12/92

Mark	Registration No.	Registration Date
LOKSEAM	1684278	04/28/92
METAL COATERS and Design	1675343	02/11/92
METAL-PREP and Design	1663644	11/05/91
DOUBLE-LOK 124 and Design	1613519	09/18/90
MBCI and Design	1424579	01/13/87
ULTRA-DEK 124	1310768	12/25/84
MBCI and Design	1206560	08/24/82
RUGGED RIB	1171944	10/06/81
REGAL RIB	1082255	01/17/78
M MESCO	1069517	07/12/77
M MESCO	1055914	01/11/77
METALLIC and Design	0623865	03/27/56
STEELOX	0500226	05/11/48
STEELOX	0320405	12/25/34
DESIGN . PRICE . BUY ONLINE	3740081	1/19/10
CLASSIC STEEL BUILDINGS	3779840	4/27/10
EXPRESSPLUS	3696235	10/13/09

PTO Applications

Mark	Application No.	Filing Date
DOUBLE-LOK – abandoned	76693637	10/17/08