

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SRS Distribution Inc.		02/28/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	UBS AG, Stamford Branch, as ABL Agent
Street Address:	677 Washington Blvd., 6th Floor
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901
Entity Type:	CORPORATION: CONNECTICUT

PROPERTY NUMBERS Total: 9		
Property Type	Number	Word Mark
Registration Number:	4213465	PACE SUPPLY
Registration Number:	4213468	PACE SUPPLY
Registration Number:	4213469	ROOFLINE SUPPLY & DELIVERY
Registration Number:	4213470	ROOFLINE SUPPLY & DELIVERY
Registration Number:	4213490	STONEWAY ROOFING SUPPLY
Registration Number:	4217117	STONEWAY ROOFING SUPPLY
Registration Number:	4217120	SUNCOAST ROOFERS SUPPLY
Registration Number:	4213493	SUNCOAST ROOFERS SUPPLY
Serial Number:	85533708	SUPERIOR DISTRIBUTION

CORRESPONDENCE DATA	
Fax Number:	
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Email:	daniel.cote@thomsonreuters.com
Correspondent Name:	Robin Riley

OP \$240.00 4213465

Address Line 1: 75 East 55th Street
Address Line 2: Paul Hastings LLP
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Robin Riley
Signature:	/daniel cote thomsonreuters/
Date:	03/04/2013

Total Attachments: 8

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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):

SRS Distribution Inc.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: UBS AG, Stamford Branch, as ABL Agent

Internal _____

Address: _____

Street Address: 677 Washington Blvd., 6th Floor

City: Stamford

State: Connecticut

Country: USA Zip: 06901

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship American
- Other _____ Citizenship Connecticut

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)

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

Execution Date(s) 2/28/2013

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

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No. (s)

See attached Schedule I.

B. Trademark Registration No. (s)

See attached Schedule I.

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: Robin Riley

Internal Address: Paul Hastings LLP

Street Address: 75 East 55th Street

City: New York

State: NY Zip: 10022

Phone Number: 212-318-6493

Fax Number: 212-319-4090

Email Address: robinriley@paulhastings.com

6. Total number of applications and registrations involved:

9

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:

Robin Riley
Signature

Robin Riley

Name of Person Signing

February 28, 2013

Date

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

8

INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of February 28, 2013, is made by the entity listed as Grantor on the signature pages hereto (the “**Grantor**”), in favor of UBS AG, Stamford Branch, in its capacity as collateral agent for the Loan Parties under the Security Agreement referred to below (the “**Agent**”).

WHEREAS, pursuant to that certain Pledge and Security Agreement of even date herewith (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”), among the Grantor, the Agent and certain other parties thereto, in order to secure payments of certain Secured Obligations (as defined in the Revolving Credit Agreement, as such term is defined in the Security Agreement), the Grantor has assigned, pledged and granted to the Agent a continuing security interest in and to all of (i) its trademarks and trademark applications, including, without limitation, the trademarks and trademark applications listed on Schedule I hereto, (ii) its patents and patent applications, including, without limitation, the patents and patent applications listed on Schedule II hereto and (iii) its copyrights and copyright applications, including, without limitation, the copyrights listed on Schedule III hereto, in each case to the extent the same constitute Collateral (as defined in the Security Agreement) (the “**Intellectual Property**”). Until the Termination Date (as defined in the Revolving Credit Agreement), the Agent shall retain its security interest in the Intellectual Property granted herein and in the Security Agreement.


NOW, THEREFORE, for the consideration set forth herein and in the Security Agreement, the parties hereby agree that the Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations, hereby grants the Agent a lien on and security interest in, all of its right, title and interest in, to and under the Intellectual Property (including (i) all reissues, continuations, renewals or extensions of the foregoing, (ii) all goodwill of the business connected with the use of, and symbolized by, the Intellectual Property, and (iii) all products and proceeds of the foregoing).

FOR THE AVOIDANCE OF DOUBT, notwithstanding any other provision of this agreement, the Grantor does not grant any lien on or security interest in any of the Excluded Assets (as defined in the Security Agreement).

[Signature Pages Follow]

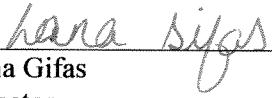
IN WITNESS WHEREOF, each Grantor has caused this INTELLECTUAL PROPERTY SECURITY AGREEMENT to be executed and delivered by its duly authorized officer as of the date first set forth above.

SRS DISTRIBUTION INC., as Grantor

By: 
Name: Garold E. (Gary) Swan
Title: Chief Financial Officer

ACCEPTED AND ACKNOWLEDGED BY:

UBS AG, STAMFORD BRANCH,
as Agent

By: 
Name: Lana Gifas
Title: Director

By: 
Name: Joselin Fernandes
Title: Associate Director

**Schedule I
Trademarks**

U.S. Trademark Registrations

Company	Country	Mark Docket No.	Application Number/ Application Date	Registration Number/ Registration Date
SRS Distribution Inc.	United States	PACE SUPPLY SRSR.T0004US.AP1	85/532,604 02/02/2012	4,213,465 09/25/2012
SRS Distribution Inc.	United States	PACE SUPPLY & Design SRSR.T0005US.AP1	85/532,615 02/02/2012	4,213,468 09/25/2012
SRS Distribution Inc.	United States	ROOFLINE SUPPLY & DELIVERY SRSR.T0006US.AP1	85/532,622 02/02/2012	4,213,469 09/25/2012
SRS Distribution Inc.	United States	ROOFLINE SUPPLY & DELIVERY & Design SRSR.10007US.AP1	85/532,643 02/02/2012	4,213,470 09/25/2012
SRS Distribution Inc.	United States	STONEWAY ROOFING SUPPLY SRSR.T0010US.AP1	85/533,623 02/03/2012	4,213,490 09/25/2012
SRS Distribution Inc.	United States	STONEWAY ROOFING SUPPLY & Design SRSR.T00111US.AP1	85/533,655 02/03/2012	4,217,117 10/02/2012
SRS Distribution Inc.	United States	SUNCOAST ROOFERS SUPPLY SRSR.T0012US.AP1	85/533,683 02/03/2012	4,217,120 10/02/2012
SRS Distribution Inc.	United States	SUNCOAST ROOFER SUPPLY & Design	85/533,693 02/03/2012	4,213,493 09/25/2012

U.S. Trademark Registrations

Company	Country	Mark Docket No.	Application Number/ Application Date	Registration Number/ Registration Date
SRS Distribution Inc.	United States	SUPERIOR DISTRIBUTION & Design SRSR.T0015US.AP1	85/533,708 02/03/2012	N/A <i>-Pending- Response filed 11/21/2012</i>

Schedule II
Patents

United States Patent Registrations

1. Registrations

None.

2. Applications

None.

Schedule III
Copyrights

United States Copyright Registrations

1. Registrations

None.