

## 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 Term Loan 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**

source=SRS - IP Security Agreement with Cover Page (Term Loan) (Executed)#page1.tif  
source=SRS - IP Security Agreement with Cover Page (Term Loan) (Executed)#page2.tif  
source=SRS - IP Security Agreement with Cover Page (Term Loan) (Executed)#page3.tif  
source=SRS - IP Security Agreement with Cover Page (Term Loan) (Executed)#page4.tif  
source=SRS - IP Security Agreement with Cover Page (Term Loan) (Executed)#page5.tif  
source=SRS - IP Security Agreement with Cover Page (Term Loan) (Executed)#page6.tif  
source=SRS - IP Security Agreement with Cover Page (Term Loan) (Executed)#page7.tif  
source=SRS - IP Security Agreement with Cover Page (Term Loan) (Executed)#page8.tif

**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 Term Loan 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 Term Loan Agreement), the Agent shall retain its security interest in the Intellectual Property granted herein and in the Security Agreement.

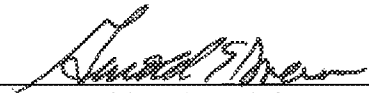
NOW, THEREFORE, for the consideration set forth herein and in the Security Agreement, the parties hereby agree that the Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations, 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: Lana Gifas  
Name: Lana Gifas  
Title: Director

By: Joselin Fernandes  
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	<b>PACE SUPPLY</b> SRSR.T0004US.AP1	85/532,604 02/02/2012	4,213,465 09/25/2012
SRS Distribution Inc.	United States	<b>PACE SUPPLY &amp; Design</b> SRSR.T0005US.AP1	85/532,615 02/02/2012	4,213,468 09/25/2012
SRS Distribution Inc.	United States	<b>ROOFLINE SUPPLY &amp; DELIVERY</b> SRSR.T0006US.AP1	85/532,622 02/02/2012	4,213,469 09/25/2012
SRS Distribution Inc.	United States	<b>ROOFLINE SUPPLY &amp; DELIVERY &amp; Design</b> SRSR.10007US.AP1	85/532,643 02/02/2012	4,213,470 09/25/2012
SRS Distribution Inc.	United States	<b>STONEWAY ROOFING SUPPLY</b> SRSR.T0010US.AP1	85/533,623 02/03/2012	4,213,490 09/25/2012
SRS Distribution Inc.	United States	<b>STONEWAY ROOFING SUPPLY &amp; Design</b> SRSR.T00111US.AP1	85/533,655 02/03/2012	4,217,117 10/02/2012
SRS Distribution Inc.	United States	<b>SUNCOAST ROOFERS SUPPLY</b> SRSR.T0012US.AP1	85/533,683 02/03/2012	4,217,120 10/02/2012
SRS Distribution Inc.	United States	<b>SUNCOAST ROOFER SUPPLY &amp; Design</b>	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	<b>SUPERIOR DISTRIBUTION &amp; Design</b> 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.