

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM404522

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
SEQUENCE:	3

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.		10/31/2016	Corporation: DELAWARE
L & W SUPPLY CORPORATION		10/31/2016	Corporation: DELAWARE
CALIFORNIA WHOLESALE MATERIAL SUPPLY, LLC		10/31/2016	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	DEUTSCHE BANK AG NEW YORK BRANCH, AS ADMINISTRATIVE AGENT
Street Address:	60 Wall Street, 2nd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	4927838	NX NORANDEX BUILDING MATERIALS DISTRIBUT
Registration Number:	3461352	NATIONWIDE STRENGTH LOCAL COMMITMENT
Registration Number:	3491939	BUILDING SPECIALTIES
Registration Number:	3769704	L&W SUPPLY
Registration Number:	4801292	
Registration Number:	3805603	ALL INTERIOR SUPPLY
Registration Number:	1560252	CALPLY
Serial Number:	87214932	EYEWALL ARMOR

CORRESPONDENCE DATA

Fax Number: 3129847700

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 312-372-2000

TRADEMARK

Email: ghouhanisin@mwe.com, kwalsh@mwe.com
Correspondent Name: Kelly Walsh, McDermott Will & Emery LLP
Address Line 1: 227 W. Monroe Street, Suite 4400
Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER: George M. Houhanisin

SIGNATURE: /George M. Houhanisin/

DATE SIGNED: 11/04/2016

Total Attachments: 5

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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement, dated as of October 31, 2016, by AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC., L & W SUPPLY CORPORATION and CALIFORNIA WHOLESALE MATERIAL SUPPLY, LLC (individually, a “**Grantor**”, and, collectively, the “**Grantors**”), in favor of DEUTSCHE BANK AG NEW YORK BRANCH, in its capacity as administrative agent (in such capacity, the “**Administrative Agent**”) pursuant to the Amended And Restated Term Loan Credit Agreement, dated as of October 31, 2016 (as amended, supplemented or otherwise modified from time to time, the “**Credit Agreement**”), among ABC Supply Holding Corp., a Delaware corporation, (“**Holdings**”), American Builders & Contractors Supply Co., Inc., a Delaware corporation, (the “**Borrower**”), the Guarantors from time to time party thereto, the Administrative Agent and the lenders from time to time party thereto.

WITNESSETH:

WHEREAS, the Grantors are party to a Security Agreement dated as of October 31, 2016 (as amended, amended and restated, supplemented or otherwise modified from time to time, the “**Security Agreement**”) in favor of the Administrative Agent pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Grantors hereby agree with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Grantor hereby pledges and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Collateral (excluding any Excluded Assets) of such Grantor:

(a) registered Trademarks of such Grantor listed on Schedule I attached hereto.

SECTION 3. The Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and Grantors hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control unless the Administrative Agent shall otherwise determine.


SECTION 4. Termination. Upon the termination of the Security Agreement in accordance with Section 6.13 thereof, the Administrative Agent shall, at the expense of such Grantor, execute, acknowledge, and deliver to the Grantors an instrument in writing in recordable form releasing the lien on and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

SECTION 6. ABL Intercreditor Agreement. Notwithstanding any provision to the contrary contained herein, the terms of this Trademark Security Agreement, the Liens created hereby and the rights and remedies of the Administrative Agent hereunder are subject to the terms of the ABL Intercreditor Agreement. In the event of any conflict or inconsistency between the terms of this Trademark Security Agreement and the ABL Intercreditor Agreement, the terms of the ABL Intercreditor Agreement shall govern.

[Signature pages follow.]

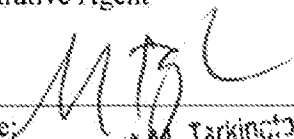
**L & W SUPPLY CORPORATION
CALIFORNIA WHOLESALE MATERIAL
SUPPLY, LLC
AMERICAN BUILDERS & CONTRACTORS
SUPPLY CO., INC.**


By: 
Name: Todd Buehl
Title: Chief Financial Officer

[Trademark Security Agreement]

**TRADEMARK
REEL: 005914 FRAME: 0317**

DEUTSCHE BANK AG NEW YORK BRANCH,
as Administrative Agent

By: 
Name: _____
Title: Marcus W. Tarkington
Director

By: 
Name: _____
Title: Benjamin South
Vice President

Schedule I
Trademark Registrations and Trademark Applications

Mark	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
	85907142 04/17/2013	4,927,838 03/29/2016	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.
	77319812 11/02/2007	3,461,352 7/08/2008	L & W SUPPLY CORPORATION
	77367776 01/09/2008	3,491,939 08/26/2008	L & W SUPPLY CORPORATION
L&W SUPPLY	77320069 11/02/2007	3,769,704 04/06/2010	L & W SUPPLY CORPORATION
Black and Red Truck Cab Design	86021994 07/29/2013	4,801,292 08/25/2015	L & W SUPPLY CORPORATION
ALL INTERIOR SUPPLY	77730319 05/06/2009	3805603 06/22/2010	L & W SUPPLY CORPORATION
CALPLY	73769056 12/12/1988	1,560,252 10/10/1989	CALIFORNIA WHOLESALE MATERIAL SUPPLY, LLC
EYEWALL ARMOR	'87214932'	10/25/2016	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.