

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM404482

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Succession of Agency		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Deutsche Bank Trust Company Americas, as Administrative Agent		10/31/2016	National Banking Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	DEUTSCHE BANK AG NEW YORK BRANCH, AS ADMINISTRATIVE AGENT		
<b>Street Address:</b>	60 Wall Street, 2nd Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10005		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 42</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3928142	PRO GUARD	
<b>Registration Number:</b>	3913490	RIVER CANYON	
<b>Registration Number:</b>	3806391	GRANDURA	
<b>Registration Number:</b>	3740973	GRANDURA	
<b>Registration Number:</b>	3661886	GRAND ESTATES	
<b>Registration Number:</b>	3304664	ENDURASHIELD	
<b>Registration Number:</b>	3030226	AMCRAFT	
<b>Registration Number:</b>	2096349	AMCRAFT	
<b>Registration Number:</b>	1939683	TIMBER SELECT	
<b>Registration Number:</b>	3976000	EUROSTAR	
<b>Registration Number:</b>	3468522	EYEWALL ARMOR	
<b>Registration Number:</b>	3450040	KENLOC	
<b>Registration Number:</b>	3350357	PERFECT RIB	
<b>Registration Number:</b>	3451382	STAYLOC	
<b>Registration Number:</b>	3327877	MECHLOC	
<b>Registration Number:</b>	3304731	FASTPANEL	
<b>Registration Number:</b>	1031074	W	

CH \$1065.00 3928142

Property Type	Number	Word Mark
Registration Number:	0699239	WICKES
Registration Number:	2830688	ECOBALLAST
Registration Number:	2802851	GREENGRID
Registration Number:	1920520	ABC SUPPLY CO. INC.
Registration Number:	1376499	AMERICAN BUILDERS & CONTRACTORS SUPPLY C
Registration Number:	1394477	ABC SUPPLY CO. INC.
Registration Number:	3179014	E-TEC
Registration Number:	2274101	TULIP
Serial Number:	85711388	POLY ISO
Serial Number:	85711466	MULE-HIDE PRODUCTS
Registration Number:	3744278	SHUR-GARD
Registration Number:	3573767	KOOLCAP
Registration Number:	2995965	SEAL-FAST
Registration Number:	2819275	MULE-HIDE
Registration Number:	2878602	MULE-HIDE PRODUCTS "NOT A KICK IN A MILL
Registration Number:	2702441	FAST-CAPS
Registration Number:	2079987	LIQUI-THIX
Registration Number:	2029642	SHUR-GARD
Registration Number:	2023107	KINGSTREE
Registration Number:	1978078	SEAL-FAST
Registration Number:	1977174	POLY ISO 2
Registration Number:	1737851	MULE-HIDE PRODUCTS "NOT A KICK IN A MILL
Registration Number:	1700566	MULE-HIDE PRODUCTS "NOT A KICK IN A MILL
Registration Number:	0443599	MULE-HIDE
Registration Number:	0233815	MULE-HIDE

**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

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: 6

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**NOTICE OF SUCCESSION OF AGENCY  
5007/0805**

This NOTICE OF SUCCESSION OF AGENCY (this “Notice”), dated as of October 31, 2016 (the “Effective Date”), is executed by Deutsche Bank Trust Company Americas, in its capacity as Administrative Agent under the Original Agreements (as defined below) (the “Prior Agent”), and Deutsche Bank AG New York Branch, in its capacity as Administrative Agent under the Current Agreements (as defined below) (the “Successor Agent”).

WHEREAS, pursuant to that certain Credit Agreement, dated as of April 16, 2013, by and among ABC Supply Holding Corp., a Delaware corporation (“Holdings”), American Builders & Contractors Supply Co., Inc., a Delaware corporation (the “Borrower”), Prior Agent and certain other parties thereto (the “Original Credit Agreement”), the Prior Agent and certain grantor parties identified on the signature pages thereto (the “Grantors”) entered into that certain Security Agreement, dated as of April 16, 2013 (the “Original Security Agreement”), and the Trademark Security Agreement, dated as of April 16, 2013 (the “Trademark Security Agreement”), pursuant to which the Grantors granted a security interest in and to certain collateral;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on April 16, 2013 at Reel/Frame 5007/0805, with respect to the trademarks identified on Schedule A attached hereto;

WHEREAS, the Original Credit Agreement and the Original Security Agreement were amended and restated, as of October 31, 2016 (as amended and restated, collectively, the “Current Agreements”), and in connection with the transactions under the Current Agreements, the Prior Agent, the Successor Agent, Borrower and certain other parties have entered into that certain Resignation and Assignment Agreement, dated as of October 31, 2016 (the “Resignation Agreement”), whereby the Prior Agent resigned as Administrative Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Resignation Agreement.

2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent has ceased to be Administrative Agent under such capacity and is succeeded to and replaced by the Successor Agent as Administrative Agent under such capacity. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective Date:

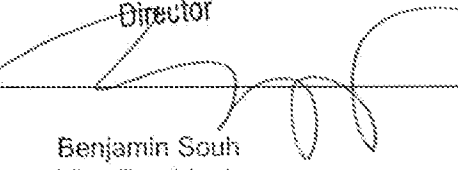
**DEUTSCHE BANK TRUST COMPANY  
AMERICAS**

By:   
Name: \_\_\_\_\_  
Title: **Marcus M. Tarkington**  
**Director**


By:   
Name: \_\_\_\_\_  
Title: **Kelvin Ji**  
**Director**




**DEUTSCHE BANK AG NEW YORK  
BRANCH**


By:   
Name: \_\_\_\_\_  
Title: **Marcus M. 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
PRO GUARD	85/050138 5/28/2010	3928142 3/6/2011	AMCRAFT BUILDING PRODUCTS CO., INC.
RIVER CANYON	85/049736 5/27/2010	3913490 2/1/2011	AMCRAFT BUILDING PRODUCTS CO., INC.
grandura	77/857573 10/26/2009	3806391 6/22/2010	AMCRAFT BUILDING PRODUCTS CO., INC.
grandura	77/599094 10/23/2008	3740973 1/19/2010	AMCRAFT BUILDING PRODUCTS CO., INC.
GRAND ESTATES	77/533894 7/29/2008	3661886 7/28/2009	AMCRAFT BUILDING PRODUCTS CO., INC.
EnduraShield	78/909804 6/16/2006	3304664 10/2/2007	AMCRAFT BUILDING PRODUCTS CO., INC.
AMCRAFT	78/313809 10/15/2003	3030226 12/13/2005	AMCRAFT BUILDING PRODUCTS CO., INC.
	74/675671 5/11/1995	2096349 9/16/1997	AMCRAFT BUILDING PRODUCTS CO., INC.
TIMBER SELECT	74/598952 11/15/1994	1939683 12/5/1995	AMCRAFT BUILDING PRODUCTS CO., INC.
eurostar	85/098460 8/2/2010	3976000 6/7/2011	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.
eyewall armor	77/006695 9/25/2006	3468522 7/15/2008	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.
kenloc	77/006785 9/25/2006	3450040 6/17/2008	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.

Mark	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
Perfect Rib	78/934073 7/20/2006	3350357 12/4/2007	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.
StayLOC	78/928183 7/12/2006	3451382 6/17/2008	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.
MechLOC	78/923819 7/6/2006	3327877 10/30/2007	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.
FastPanel	78/923903 7/6/2006	3304731 10/2/2007	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.
	72/415930 2/17/1972	1031074 1/20/1976	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.
WICKES	72/062890 11/20/1958	0699239 6/14/1960	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.
ECOBALLAST	76/465371 11/7/2002	2830688 4/6/2004	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC. DBA ABC SUPPLY CO., INC.
GREENGRID	76/200019 1/25/2001	2802851 1/6/2004	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC. DBA ABC SUPPLY CO., INC.
	74/581991 10/4/1994	1920520 9/19/1995	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC. DBA ABC SUPPLY CO., INC.
AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC.	73/549652 7/23/1985	1376499 12/17/1985	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC. DBA ABC SUPPLY CO., INC.
	73/549631 7/23/1985	1394477 5/20/1986	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC. DBA ABC SUPPLY CO., INC.
E-TEC	76/640599 6/10/2005	3179014 12/5/2006	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC. DBA TOWN AND COUNTRY
TULIP	75/489730 5/22/1998	2274101 8/31/1999	AMERICAN BUILDERS & CONTRACTORS SUPPLY CO., INC. DBA TOWN AND COUNTRY

Mark	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
POLY ISO	85/711388 8/24/2012		MULE-HIDE PRODUCTS CO., INC.
	85/711466 8/23/2012		MULE-HIDE PRODUCTS CO., INC.
shur-gard	77/765002 6/22/2009	3744278 2/2/2010	MULE-HIDE PRODUCTS CO., INC.
KoolCap	77/389220 2/5/2008	3573767 2/10/2009	MULE-HIDE PRODUCTS CO., INC.
SEAL-FAST	78/341974 12/17/2003	2995965 9/13/2005	MULE-HIDE PRODUCTS CO., INC.
MULE-HIDE	76/498603 3/19/2003	2819275 3/2/2004	MULE-HIDE PRODUCTS CO., INC.
	76/498602 3/19/2003	2878602 8/31/2004	MULE-HIDE PRODUCTS CO., INC.
FAST-CAPS	76/421698 6/18/2002	2702441 4/1/2003	MULE-HIDE PRODUCTS CO., INC.
<b>Liqui-Thix</b>	74/729697 9/15/1995	2079987 7/15/1997	MULE-HIDE PRODUCTS CO., INC.
SHUR-GARD	74/683018 6/1/1995	2029642 1/14/1997	MULE-HIDE PRODUCTS CO., INC.
KINGSTREE	74/683019	2023107 12/17/1996	MULE-HIDE PRODUCTS CO., INC.



Mark	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
SEAL-FAST	74/659693 4/12/1995	1978078 6/4/1996	MULE-HIDE PRODUCTS CO., INC.
POLY ISO 2	74/507750 3/30/1994	1977174 5/28/1996	MULE-HIDE PRODUCTS CO., INC.
	74/164233 5/6/1991	1737851 12/8/1992	MULE-HIDE PRODUCTS CO., INC.
	74/068335 6/12/1990	1700566 7/14/1992	MULE-HIDE PRODUCTS CO., INC.
MULE-HIDE	71/520723 4/15/1947	0443599 12/6/1949	MULE-HIDE PRODUCTS CO., INC.
MULE-HIDE	71/1248416 5/4/1927	0233815 10/11/1927	MULE-HIDE PRODUCTS CO., INC.