

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM461850

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
NCI Group, Inc.		02/08/2018	Corporation: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Credit Suisse AG, Cayman Islands Branch, as collateral agent		
<b>Street Address:</b>	Eleven Madison Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10017		
<b>Entity Type:</b>	Bank: SWITZERLAND		
<b>PROPERTY NUMBERS Total: 132</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1906296	RETRO-R	
<b>Registration Number:</b>	2110344	METALLIC BUILDING COMPANY	
<b>Registration Number:</b>	0623865	METALLIC	
<b>Registration Number:</b>	2028845	NCI	
<b>Registration Number:</b>	2028846	A&S BUILDING SYSTEMS	
<b>Registration Number:</b>	2040247	MID-WEST STEEL BUILDING COMPANY	
<b>Registration Number:</b>	2030148	MW	
<b>Registration Number:</b>	2028844	NCI BUILDING COMPONENTS	
<b>Registration Number:</b>	2079167	NCI	
<b>Registration Number:</b>	2071877	DBCI	
<b>Registration Number:</b>	2119193	METALLIC	
<b>Registration Number:</b>	2085914	VERTI-LOC	
<b>Registration Number:</b>	2335371	VISTASHEEN	
<b>Registration Number:</b>	2335369	VISTASHADOW	
<b>Registration Number:</b>	2169345	SS216	
<b>Registration Number:</b>	1055914	M MESCO	
<b>Registration Number:</b>	1069517	M MESCO	
<b>Registration Number:</b>	2183547	CLASSIC STEEL FRAME HOMES	
<b>Registration Number:</b>	2196662	IPS	

OP \$3315.00 1906296

Property Type	Number	Word Mark
Registration Number:	1686016	BATTENLOK
Registration Number:	1750427	SIGNATURE
Registration Number:	1684278	LOKSEAM
Registration Number:	1424579	MBCI
Registration Number:	1917593	NUROOF
Registration Number:	1950005	FLEXLOC
Registration Number:	1980366	IMPERIAL RIB
Registration Number:	1926989	ABC AMERICAN BUILDING COMPONENTS
Registration Number:	1905298	MONARCH RIB
Registration Number:	1206560	MBCI
Registration Number:	1082255	REGAL RIB
Registration Number:	1171944	RUGGED RIB
Registration Number:	2218230	NUWALL
Registration Number:	2161830	SUPERLOK
Registration Number:	2277089	STORMPROOF
Registration Number:	2192159	RAIN GUARD
Registration Number:	2256416	CLASSIC
Registration Number:	2193540	PERMA-CLAD
Registration Number:	2262021	ARTISAN
Registration Number:	2266112	LITEFRAME
Registration Number:	2286987	TRADITIONAL
Registration Number:	2192160	SLIMLINE
Registration Number:	2264507	AMERI-DRAIN
Registration Number:	2478821	7/8" WIDE RIB
Registration Number:	2485858	LONG BAY SYSTEM
Registration Number:	2359209	SL-16
Registration Number:	2458977	MILLENNIUM
Registration Number:	2489812	W E A T H E R S A F E
Registration Number:	2837799	DBC I
Registration Number:	2850206	A&S A&S BUILDING SYSTEMS
Registration Number:	2910053	ULTRA-DEK
Registration Number:	3112441	MESCO BUILDING SOLUTIONS
Registration Number:	3171918	M MESCO BUILDING SOLUTIONS
Registration Number:	2444278	HERITAGE BUILDING SYSTEMS
Registration Number:	3497466	STEELBUILDING.COM
Registration Number:	2644801	DESIGN PRICE BUY ONLINE
Registration Number:	0500226	STEELOX
Registration Number:	3315295	STEELOX

Property Type	Number	Word Mark
Registration Number:	3510203	DESIGNER SERIES
Registration Number:	3411288	S STEEL SYSTEMS
Registration Number:	3227303	DESIGN · PRICE · BUY ONLINE
Registration Number:	1065170	GARCO
Registration Number:	1624435	GARCO
Registration Number:	3696235	EXPRESSPLUS
Registration Number:	3631843	FASTAR
Registration Number:	3612444	STEELBUILDING.COM
Registration Number:	3740081	DESIGN · PRICE · BUY ONLINE
Registration Number:	3625096	LONG BAY
Registration Number:	3787724	ECO-FICIENT
Registration Number:	3779840	CLASSIC STEEL BUILDINGS
Registration Number:	4275962	CUBIX
Registration Number:	4119895	INTELLIGENT DESIGN
Registration Number:	4127217	
Registration Number:	4351717	METAL COATERS
Registration Number:	4148181	METAL COATERS
Registration Number:	2483670	TUFF T
Registration Number:	2583200	CLINCH CLIP
Registration Number:	2933827	TUFF WALL
Registration Number:	3039760	LOCKGUARD
Registration Number:	3039761	THERMALSAFE
Registration Number:	3233858	TUFF COTE
Registration Number:	3640346	SANTA FE
Registration Number:	3640347	METL-VISION
Registration Number:	3722862	METL-SPAN
Registration Number:	3741567	METL SPAN
Registration Number:	4560496	NCI BUILDING SYSTEMS
Registration Number:	4560497	NCI BUILDINGS GROUP
Registration Number:	4936940	BUILDING RESULTS, EVERYDAY
Registration Number:	4592092	CURL-LOK
Registration Number:	4632366	CURL CC LOK
Registration Number:	4822662	NCI METAL DEPOTS
Registration Number:	3042293	ATMP
Registration Number:	4806749	C
Registration Number:	4839383	CASCADE
Registration Number:	4816060	CENTRIA
Registration Number:	2438328	DIMENSION SERIES

Property Type	Number	Word Mark
Registration Number:	3188494	DURACAST
Registration Number:	3741319	ECO SOUND BARRIER
Registration Number:	705136	ECONO-LAP
Registration Number:	3268359	ECOSCREEN
Registration Number:	4943925	FLUOROFINISH
Registration Number:	868530	FOAMWALL
Registration Number:	2826165	FORMABOND
Registration Number:	4806748	FORMAVUE
Registration Number:	1020342	FORMAWALL
Registration Number:	3629250	GRAPHIX SERIES
Registration Number:	4313083	LUMATREAD
Registration Number:	2757247	MICROSEAM
Registration Number:	4076451	MICROSEAM
Registration Number:	1618413	SRS
Registration Number:	988816	TAPMATE
Registration Number:	805428	VERSACOR
Registration Number:	1569746	VERSAPANEL
Registration Number:	1683582	VERSAPANEL
Registration Number:	4956138	VERSASHIELD
Registration Number:	1419202	VERSAWALL
Registration Number:	1683581	VERSAWALL
Registration Number:	4939959	CONCEPT SERIES
Registration Number:	5223371	WE CREATE GREAT BUILDING SOLUTIONS EVERY
Registration Number:	0320405	STEELOX
Registration Number:	1310768	ULTRA-DEK 124
Registration Number:	2037498	DURA-20
Registration Number:	2025884	ROYAL K-70
Registration Number:	2005583	DOUBLECOTE
Registration Number:	1971249	STEELOX
Registration Number:	2035454	AAS
Registration Number:	4818427	PRIME ALL THE TIME
Registration Number:	4488591	WHERE MORE THAN COLOR MATTERS
Registration Number:	5001919	MASTERLINE 16
Serial Number:	76717511	NCIGROUP, INC.
Serial Number:	76718624	WE CREATE GREAT BUILDING SOLUTIONS EVERY
Serial Number:	86843874	METALWRAP
Serial Number:	87062509	QUADGARD

**CORRESPONDENCE DATA****Fax Number:** 8004947512*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:** 202-370-4750**Email:** ipteam@cogencyglobal.com**Correspondent Name:** MELONY SOT**Address Line 1:** 1025 VERMONT AVE NW, SUITE 1130**Address Line 2:** COGENCY GLOBAL INC.**Address Line 4:** WASHINGTON, D.C. 20005**ATTORNEY DOCKET NUMBER:** F175459 NCI TM AGMT**NAME OF SUBMITTER:** Emily Ohannessian**SIGNATURE:** /Emily Ohannessian/**DATE SIGNED:** 02/12/2018**Total Attachments: 11**

source=NCI - Term Loan Grant of Trademarks - NCI Group (Executed) (5)#page2.tif

source=NCI - Term Loan Grant of Trademarks - NCI Group (Executed) (5)#page3.tif

source=NCI - Term Loan Grant of Trademarks - NCI Group (Executed) (5)#page4.tif

source=NCI - Term Loan Grant of Trademarks - NCI Group (Executed) (5)#page5.tif

source=NCI - Term Loan Grant of Trademarks - NCI Group (Executed) (5)#page6.tif

source=NCI - Term Loan Grant of Trademarks - NCI Group (Executed) (5)#page7.tif

source=NCI - Term Loan Grant of Trademarks - NCI Group (Executed) (5)#page8.tif

source=NCI - Term Loan Grant of Trademarks - NCI Group (Executed) (5)#page9.tif

source=NCI - Term Loan Grant of Trademarks - NCI Group (Executed) (5)#page10.tif

source=NCI - Term Loan Grant of Trademarks - NCI Group (Executed) (5)#page11.tif

source=NCI - Term Loan Grant of Trademarks - NCI Group (Executed) (5)#page12.tif

**TERM LOAN NOTICE AND CONFIRMATION OF GRANT OF SECURITY  
INTEREST IN TRADEMARKS**

**NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS** (the "Agreement"), dated as of February 8, 2018, made by NCI Group, Inc. (the "Grantor"), in favor of Credit Suisse AG, Cayman Islands Branch, as collateral agent for the Secured Parties (in such capacity, and together with its successors and assigns in such capacity, the "Agent") for the banks and other financial institutions (the "Lenders") that are parties to the Term Loan Credit Agreement, dated as of February 8, 2018 (as amended, restated, amended and restated, supplemented, waived or otherwise modified from time to time, the "Credit Agreement"), among the Agent, the Borrower (as defined in the Credit Agreement) and the Lenders.

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, the Borrower is a member of an affiliated group of companies that includes the Grantor; and

WHEREAS, in connection with the Credit Agreement, the Borrower and the Guarantors have executed and delivered a Term Loan Guarantee and Collateral Agreement, dated as of February 8, 2018, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, the Grantor granted to the Agent for the benefit of the Secured Parties a security interest in all of its Intellectual Property, including the Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Grantor agrees as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Security Agreement.

SECTION 2. Confirmation of Grant of Security Interest. The Grantor hereby confirms that pursuant to the Security Agreement it granted to the Agent, for the benefit

of the Secured Parties, a security interest in all of such Grantor's right, title and interest in (subject only to Liens permitted under the Credit Agreement) and to all Trademarks now owned or at any time hereafter acquired by such Grantor (including, without limitation, those items listed on Schedule I hereto) and to the extent not otherwise included, all Proceeds and products of any and all of the foregoing, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Obligations of such Grantor, except that no security interest is or will be granted pursuant hereto in any Excluded Assets.

SECTION 3. Recordation. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest with the United States Patent and Trademark Office. The Grantor authorizes and requests that the Commissioner for Trademarks of the United States Patent and Trademark Office record this Agreement.

SECTION 4. Purpose. This Agreement is expressly subject to the terms and conditions of the Security Agreement. The Security Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 5. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Trademarks are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

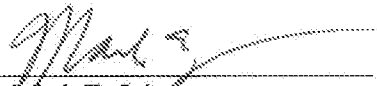
SECTION 6. Counterparts. This Agreement may be executed by one or more of the parties to this Agreement on any number of separate counterparts (including by facsimile and other electronic transmission), and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

\* \* \*

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the Grantor and the Agent have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

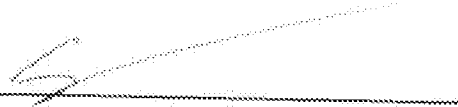
NCI GROUP, INC.

By:   
Name: Mark E. Johnson  
Title: Executive Vice President, Chief  
Financial Officer and Treasurer



CREDIT SUISSE AG, CAYMAN ISLANDS  
BRANCH,  
as Agent

By:   
Name: JOHN D. TORONTO  
Title: AUTHORIZED SIGNATORY




By:   
Name:  
Title:

Shyam Kapadia  
Authorized Signatory

SCHEDULE I

Trademark Registrations

**Registered Marks**





<b>Trademark</b>	<b>Country</b>	<b>Registration No.</b>	<b>Reg. Date</b>
RETRO-R	United States	1906296	07/18/1995
METALLIC BUILDING COMPANY	United States	2110344	11/04/1997
	United States	0623865	03/27/1956
	United States	2028845	01/07/1997
A&S BUILDING SYSTEMS	United States	2028846	01/07/1997
MID-WEST STEEL BUILDING COMPANY	United States	2040247	02/25/1997
	United States	2030148	01/14/1997
NCI BUILDING COMPONENTS	United States	2028844	01/07/1997
NCI	United States	2079167	07/15/1997
DBCI	United States	2071877	06/17/1997
METALLIC	United States	2119193	12/09/1997
VERTI-LOC	United States	2085914	08/05/1997
VISTASHEEN	United States	2335371	03/28/2000
VISTASHADOW	United States	2335369	03/28/2000
SS216	United States	2169345	06/30/1998
	United States	1055914	01/11/1977
	United States	1069517	07/12/1977
CLASSIC STEEL FRAME HOMES	United States	2183547	08/25/1998

Trademark	Country	Registration No.	Reg. Date
	United States	2196662	10/13/1998
BATTENLOK	United States	1686016	05/12/1992
SIGNATURE	United States	1750427	02/02/1993
LOKSEAM	United States	1684278	04/28/1992
	United States	1424579	01/13/1987
NUROOF	United States	1917593	09/12/1995
FLEXLOC	United States	1950005	01/23/1996
IMPERIAL RIB	United States	1980366	06/18/1996
 AMERICAN BUILDING COMPONENTS	United States	1926989	10/17/1995
MONARCH RIB	United States	1905298	07/18/1995
	United States	1206560	08/24/1982
REGAL RIB	United States	1082255	01/17/1978
RUGGED RIB	United States	1171944	10/06/1981
NUWALL	United States	2218230	01/19/1999
SUPERLOK	United States	2161830	06/02/1998
STORMPROOF	United States	2277089	09/14/1999
RAIN GUARD	United States	2192159	09/29/1998
CLASSIC	United States	2256416	06/29/1999
PERMA-CLAD	United States	2193540	10/06/1998
ARTISAN	United States	2262021	07/20/1999
LITEFRAME	United States	2266112	08/03/1999
TRADITIONAL	United States	2286987	10/19/1999
SLIMLINE	United States	2192160	09/29/1998
AMERI-DRAIN	United States	2264507	07/27/1999
7/8" WIDE RIB	United States	2478821	08/21/2001
LONG BAY SYSTEM	United States	2485858	09/04/2001

Trademark	Country	Registration No.	Reg. Date
SL-16	United States	2359209	06/20/2000
MILLENNIUM	United States	2458977	06/12/2001
WEATHERSAFE	United States	2489812	09/18/2001
	United States	2837799	05/04/2004
	United States	2850206	06/08/2004
ULTRA-DEK	United States	2910053	12/14/2004
MESCO BUILDING SOLUTIONS	United States	3112441	07/04/2006
	United States	3171918	11/14/2006
HERITAGE BUILDING SYSTEMS	United States	2444278	04/17/2001
	United States	3497466	09/09/2008
Design • Price • Buy Online	United States	2644801	10/29/2002
STEELOX	United States	0500226	05/11/1948
STEELOX	United States	3315295	10/23/2007
DESIGNER SERIES	United States	3510203	09/30/2008
	United States	3411288	04/15/2008
Design • Price • Buy Online	United States	3227303	04/10/2007
	United States	1065170	05/10/1977
GARCO	United States	1624435	11/27/1990
EXPRESSPLUS	United States	3696235	10/13/2009
FASTAR	United States	3631843	06/02/2009
STEELBUILDING.COM	United States	3612444	04/28/2009


Trademark	Country	Registration No.	Reg. Date
DESIGN • PRICE • BUY ONLINE	United States	3740081	01/19/2010
LONG BAY	United States	3625096	05/26/2009
ECO-FICIENT	United States	3787724	05/11/2010
CLASSIC STEEL BUILDINGS	United States	3779840	04/27/2010
CUBIX	United States	4275962	01/15/2013
INTELLIGENT DESIGN	United States	4119895	04/03/2012
	United States	4127217	04/17/2012
METAL COATERS	United States	4351717	06/11/2013
METAL COATERS	United States	4148181	05/29/2012
TUFF T	United States	2483670	08/28/2001
CLINCH CLIP	United States	2583200	06/18/2002
TUFF WALL	United States	2933827	03/15/2005
LOCKGUARD	United States	3039760	01/10/2006
THERMALSAFE	United States	3039761	01/10/2006
TUFF COTE	United States	3233858	04/24/2007
SANTA FE	United States	3640346	06/16/2009
METL-VISION	United States	3640347	06/16/2009
METL-SPAN	United States	3722862	12/08/2009
	United States	3741567	01/26/2010
	United States	4560496	07/01/2014
	United States	4560497	07/01/2014
BUILDING RESULTS, EVERYDAY	United States	4936940	04/12/2016
CURL-LOK	United States	4592092	08/26/2014

Trademark	Country	Registration No.	Reg. Date
	United States	4632366	11/04/2014
	United States	4822662	09/29/2015
ATMP	United States	3042293	01/10/2006
	United States	4806749	09/08/2015
CASCADE	United States	4839383	10/27/2015
CENTRIA	United States	4816060	09/22/2015
DIMENSION SERIES	United States	2438328	03/27/2001
DURACAST	United States	3188494	12/26/2006
ECO SOUND BARRIER	United States	3741319	01/19/2010
ECONO-LAP	United States	705136	10/04/1960
ECOSCREEN	United States	3268359	07/24/2007
FLUOROFINISH	United States	4943925	04/26/2016
FOAMWALL	United States	868530	04/22/1969
FORMABOND	United States	2826165	03/23/2004
FORMAVUE	United States	4806748	09/08/2015
FORMAWALL	United States	1020342	09/16/1975
GRAPHIX SERIES	United States	3629250	06/02/2009
LUMATREAD	United States	4313083	04/02/2013
MICROSEAM	United States	2757247	08/26/2003
MICROSEAM	United States	4076451	12/27/2011
SRS	United States	1618413	10/23/1990
TAPMATE	United States	988816	07/23/1974
VERSACOR	United States	805428	03/15/1966
VERSAPANEL	United States	1569746	12/05/1989
VERSAPANEL	United States	1683582	04/21/1992
VERSASHIELD	United States	4956138	05/10/2016

Trademark	Country	Registration No.	Reg. Date
	United States	1419202	12/02/1986
VERSAWALL	United States	1683581	04/21/1992
CONCEPT SERIES	United States	4939959	04/19/2016
WE CREATE GREAT BUILDING SOLUTIONS EVERY DAY.	United States	5223371	06/13/2017
STEELOX	United States	0320405	12/25/1934
ULTRA-DEK 124	United States	1310768	12/25/1984
DURA-20	United States	2037498	02/11/1997
ROYAL K-70	United States	2025884	12/24/1996
	United States	2005583	10/08/1996
	United States	1971249	04/30/1996
	United States	2035454	02/04/1997
PRIME ALL THE TIME	United States	4818427	09/22/2015
WHERE MORE THAN COLOR MATTERS	United States	4488591	02/25/2014
MasterLine 16	United States	5001919	07/19/2016

State Trademark	State	Registration No.	Reg. Date
Heritage Building Systems	Arkansas	3690	02/7/2000

### Pending Applications

Trademark	Country	Application/ Serial No.	Application Date	Status
	United States	76717511	01/29/2015	Allowed; Statement of Use due 09/08/2018
WE CREATE GREAT BUILDING SOLUTIONS EVERY DAY	United States	76718624	11/04/2015	Allowed; Statement of Use due 10/11/2018

METALWRAP	United States	86/843,874	12/09/2015	Allowed; Statement of Use due 06/20/2018
QUADGUARD	United States	87/062,509	06/07/2016	Allowed; Statement of Use due 06/27/2018