

900445391 04/03/2018

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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM468389

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ABL Notice and Confirmation of Grant	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BEP/LYMAN, LLC		04/03/2018	Corporation: LLC DELAWARE
US LBM HOLDINGS, LLC		04/03/2018	Limited Liability Company: DELAWARE
UNIVERSAL SUPPLY COMPANY, LLC		04/03/2018	Limited Liability Company: DELAWARE
ALCO DOORS, LLC		04/03/2018	Limited Liability Company: DELAWARE
BELLEVUE BUILDERS SUPPLY - US LBM, LLC		04/03/2018	Corporation: LLC DELAWARE
BUILDING SUPPLY ASSOCIATION - US LBM, LLC		04/03/2018	Limited Liability Company: DELAWARE
KENTUCKY INDIANA LUMBER - US LBM, LLC		04/03/2018	Limited Liability Company: DELAWARE
SHELLY ENTERPRISES - US LBM, LLC		04/03/2018	Limited Liability Company: DELAWARE
COASTAL ROOFING SUPPLY - US LBM, LLC		04/03/2018	Limited Liability Company: DELAWARE
TOTAL TRIM, LLC		04/03/2018	Limited Liability Company: DELAWARE
FELDMAN LUMBER - US LBM, LLC		04/03/2018	Limited Liability Company: NEW YORK
B & C FASTENERS, INC.		04/03/2018	Corporation: PENNSYLVANIA
HINES BUILDING SUPPLY - US LBM, LLC		04/03/2018	Limited Liability Company: DELAWARE
DARBY DOORS, LLC		04/03/2018	Limited Liability Company: DELAWARE
GBS BUILDING SUPPLY - US LBM, LLC		04/03/2018	Limited Liability Company: DELAWARE
LUMBER SPECIALTIES - US LBM, LLC		04/03/2018	Limited Liability Company: DELAWARE
DESERT LUMBER - US LBM, LLC		04/03/2018	Corporation: LLC DELAWARE
RECEIVING PARTY DATA			
Name:	ROYAL BANK OF CANADA, as Administrative Agent		
Street Address:	222 Bay Street West, 26th Floor		

04/03/2018 09:52:07 AM

City:	Toronto
State/Country:	CANADA
Postal Code:	M5K 1A1
Entity Type:	National Banking Association: CANADA

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	5219715	ELEVATIONS CABINETRY & MILLWORK BY K-I
Registration Number:	5247443	ELEVATIONS CABINETRY & MILLWORK BY SHELL
Registration Number:	5234612	FASTENER PROS
Registration Number:	5286449	CABFIT
Registration Number:	5384894	U UNIVERSAL SUPPLY CO
Registration Number:	5390349	B&C FASTENERS INC. SERVICE IS OUR NUMBER
Registration Number:	5391267	KEYSTONE REPORT
Registration Number:	5394859	ALCO DOORS
Registration Number:	5400806	BELLEVUE BUILDERS SUPPLY
Registration Number:	5400733	BSA BUILDING SUPPLY ASSOCIATION THE PROF
Registration Number:	5411192	K-I LUMBER & BUILDING MATERIALS
Serial Number:	87432781	U.S. LBM PULSE
Serial Number:	87432778	U.S. LBM 1
Serial Number:	87432773	US LBM UNIVERSITY
Serial Number:	87489298	CRS COASTAL ROOFING SUPPLY
Serial Number:	87532206	ELEVATIONS CABINET DESIGN SOLUTIONS BY B
Serial Number:	87565915	TOTAL TRIM, LLC
Serial Number:	87672944	GALLERY CABINETRY BY ELEVATIONS
Serial Number:	87769689	FL FELDMAN LUMBER
Serial Number:	87796954	HINES
Serial Number:	87817522	DESERT COMPANIES
Serial Number:	87825128	DARBY DOORS, LLC
Serial Number:	87826111	LUMBER SPECIALTIES
Serial Number:	87841126	GBS BUILDING SUPPLY
Serial Number:	87489353	SHELLY'S LUMBER - BUILDING SUPPLIES - MI

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: 518-213-0910

Email: ipteam@cogencyglobal.com

Correspondent Name: Jeremy Seims

Address Line 1: 1025 Vermont Ave NW, Suite 1130

TRADEMARK

REEL: 006314 FRAME: 0779

Address Line 2: COGENCY GLOBAL INC.
Address Line 4: Washingto, DC, D.C. 20005

NAME OF SUBMITTER: Alana Gramer

SIGNATURE: /Alana Gramer/

DATE SIGNED: 04/03/2018

Total Attachments: 10

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ABL NOTICE AND CONFIRMATION OF GRANT OF
SECURITY INTEREST IN TRADEMARKS

ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS (this “Agreement”), dated as of April 3rd, 2018, made by BEP/LYMAN, LLC, a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, Buffalo Grove, Illinois 60089, US LBM HOLDINGS, LLC, a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, Buffalo Grove, Illinois 60089, UNIVERSAL SUPPLY COMPANY, LLC, a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, Buffalo Grove, Illinois 60089, ALCO DOORS, LLC, a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, Buffalo Grove, Illinois 60089, BELLEVUE BUILDERS SUPPLY - US LBM, LLC, a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, BUILDING SUPPLY ASSOCIATION - US LBM, LLC, a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, KENTUCKY INDIANA LUMBER - US LBM, LLC, a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, SHELLY ENTERPRISES - US LBM, LLC, a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, B & C FASTENERS, INC., a Pennsylvania corporation, having a principal place of business at 1000 Corporate Grove Drive, COASTAL ROOFING SUPPLY - US LBM, LLC, a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, TOTAL TRIM, LLC, a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, FELDMAN LUMBER - US LBM, LLC, a New York limited liability company, HINES BUILDING SUPPLY - US LBM, LLC, a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, DARBY DOORS, LLC, a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, GBS BUILDING SUPPLY - US LBM, LLC, a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, LUMBER SPECIALTIES - US LBM, LLC a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, Buffalo Grove, Illinois 60089 and DESERT LUMBER - US LBM, LLC a Delaware limited liability company having a principal place of business at 1000 Corporate Grove Drive, Buffalo Grove, Illinois 60089 (together, the “Grantors”, and each, a “Grantor”), in favor of ROYAL BANK OF CANADA (“RBC”), having a principal place of business at 222 Bay Street West, 26th Floor, Toronto, Ontario, M5K 1A1, as administrative agent for the banks and other financial institutions (collectively, the “Lenders”) from time to time parties to the ABL Credit Agreement (as defined below) and as collateral agent for the Secured Parties (as defined in the ABL Credit Agreement) (RBC in such capacities, the “Collateral Agent”). 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 ABL Credit Agreement and the ABL Guarantee and Collateral Agreement (as defined below), as applicable.

WHEREAS, pursuant to that certain ABL Credit Agreement, dated as of August 20, 2015 (as amended as of January 4, 2016, as further amended as of March 24, 2016, as further amended as of April 29, 2016 and as further amended, supplemented or otherwise modified from time to time, the “ABL Credit Agreement”), among LBM Borrower, LLC, a Delaware limited liability

company (the "Parent Borrower"), the Subsidiary Borrowers from time to time party thereto (together with the Parent Borrower, collectively the "Borrowers" and each individually a "Borrower") LBM Midco, LLC, a Delaware limited liability company (" Holding"), the Collateral Agent and the Lenders, the Lenders have severally agreed to make Loans and other extensions of credit (collectively, the "Loans") to the Borrowers upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the ABL Credit Agreement, the Grantors, the Parent Borrower and Holding have executed and delivered an ABL Guarantee and Collateral Agreement, dated as of August 20, 2015 (as amended, supplemented or otherwise modified from time to time, the "ABL Guarantee and Collateral Agreement"), in favor of the Collateral Agent; and

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

WHEREAS, each 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, and in order to induce the Lenders to make the Loans and other financial accommodations to the Borrowers pursuant to the ABL Credit Agreement, each Grantor agrees, for the benefit of the Secured Parties, as follows:

SECTION 1. Confirmation of Grant of Security Interest. Each Grantor hereby confirms that, subject to existing licenses to use the Trademarks granted by the Grantor in the ordinary course of its business, pursuant to the ABL Guarantee and Collateral Agreement it granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in all of the Trademarks of such Grantor (including, without limitation, those items listed opposite such Grantor's name on Schedule I hereto) and to the extent not otherwise included, all Proceeds and products of any and all of the Trademarks, 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 the Borrowers, except that no security interest is or will be granted pursuant hereto in any right, title or interest of such Grantor under or in any Trademark License for so long as, and to the extent that, the granting of such a security interest pursuant hereto would result in a breach, default or termination of such Trademark License.

SECTION 2. Purpose. This Agreement has been executed and delivered by each Grantor for the purpose of recording the grant of security interest with the United States Patent and Trademark Office. This Agreement is expressly subject to the terms and conditions of the ABL Guarantee and Collateral Agreement. The ABL Guarantee and Collateral Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 3. Acknowledgment. Each 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 ABL Credit Agreement and the ABL Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for

therein) are incorporated by reference herein as if fully set forth herein. In the event of a conflict between this Agreement and the ABL Guarantee and Collateral Agreement, the provisions of the ABL Guarantee and Collateral Agreement shall prevail.

SECTION 4. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same instrument.

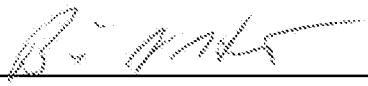
SECTION 5. GOVERNING LAW. THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER AND ANY CLAIM OR CONTROVERSY RELATING HERETO SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

* * *


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IN WITNESS WHEREOF, the parties hereto 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.

US LBM Holdings, LLC
BEP/Lyman, LLC
Desert Lumber - US LBM, LLC
Universal Supply Company, LLC
Alco Doors, LLC
Bellevue Builders Supply - US LBM, LLC
Building Supply Association - US LBM, LLC
Kentucky Indiana Lumber - US LBM, LLC
Shelly Enterprises - US LBM, LLC
B & C Fasteners, Inc.
Coastal Roofing Supply - US LBM, LLC
Total Trim, LLC
Feldman Lumber - US LBM, LLC
Hines Building Supply - US LBM, LLC
Darby Doors, LLC
Lumber Specialties – US LBM, LLC
GBS Building Supply - US LBM, LLC

By: 
Name: Brian Hein
Title: Authorized Representative



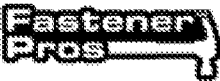

ROYAL BANK OF CANADA
as Collateral Agent


By: 
Name: Ann, Hurley
Title: Manager, Agency


SCHEDULE I

Part A

TRADEMARK REGISTRATIONS




	Mark	Source/Status	App. Date/ No. Reg. Date/No.	Owner
1.	ELEVATIONS CABINETS & MILLWORK BY K-I & Design 	USPTO Registered Principal Register	App# 87013296 Filed 25-APR-2016 Reg 06-JUN-2017 Reg# 5219715	US LBM Holdings, LLC
2.	ELEVATIONS CABINETS & MILLWORK BY SHELLY'S & Design 	USPTO Registered Principal Register	App# 87013366 Filed 25-APR-2016 Reg 18-JULY-2017 Reg# 5247443	US LBM Holdings, LLC
3.	FASTENER PROS 	USPTO Registered Principal Register	App# 86178024 Filed 28-JAN-2014 Reg 04-JUL-2017 Reg# 5234612	Desert Lumber - US LBM, LLC
4.	CABFIT	USPTO Registered Principal Register	App# 87435324 Filed 03-MAY-2017 Reg 12-SEP-2017 Reg# 5286449	BEP/Lyman, LLC
5.	UNIVERSAL SUPPLY CO. & Design 	USPTO Registered Principal Register	App# 87489319 Filed 14-JUN-2017 Reg 23-JAN-2018 Reg# 5384894	Universal Supply Company, LLC


	Mark	Source/Status	App. Date/ No. Reg. Date/No.	Owner
6.	B&C FASTENERS INC. & Design 	USPTO Registered Principal Register	App# 87486165 Filed 13-JUN-2017 Reg 30-JAN-2018 Reg# 5390349	B & C Fasteners, Inc.
7.	KEYSTONE REPORT	USPTO Registered Principal Register	App# 87516504 Filed:05-JULY-2017 Reg 30-JAN-2018 Reg# 5391267	BEP/Lyman, LLC
8.	ALCO DOORS & Design 	USPTO Registered Principal Register	App# 87481866 Filed 09-JUN-2017 Reg 06-FEB-2018 Reg# 5394859	Alco Doors, LLC
9.	BELLEVUE BUILDERS SUPPLY & Design 	USPTO Registered Principal Register	App# 87532212 Filed: 18-JULY-2017 Reg 13-FEB-2018 Reg# 5400806	Bellevue Builders Supply - US LBM, LLC
10.	BSA BUILDING SUPPLY ASSOCIATION THE PROFESSIONAL'S CHOICE & Design 	USPTO Registered Principal Register	App# 87528268 Filed: 14-JULY-2017 Reg 13-FEB-2018 Reg# 5400733	Building Supply Association - US LBM, LLC
11.	K-I LUMBER & BUILDING MATERIALS & Design 	USPTO Registered Principal Register	App# 87493058 Filed 16-JUN-2017 Reg 27-FEB-2018 Reg# 5411192	Kentucky Indiana Lumber - US LBM, LLC
12.	SHELLY'S & Design	USPTO Registered Principal Register	App# 87489353 Filed 14-JUN-2017	Shelly Enterprises - US LBM, LLC

	Mark	Source/Status	App. Date/ No. Reg. Date/No.	Owner
			Reg 06-MAR-2018 Reg# 5416112	

Part B

TRADEMARK APPLICATIONS

	Mark	Source/Status	App. Date/ No. Reg. Date/No.	Owner
1.	U.S. LBM PULSE & Design 	USPTO Pending Principal Register	App# 87432781 Filed 02-MAY-2017	US LBM Holdings, LLC
2.	U.S. LBM 1 & Shield Design 	USPTO Pending Principal Register	App# 87432778 Filed 02-MAY-2017	US LBM Holdings, LLC
3.	US LBM UNIVERSITY (Stylized) 	USPTO Pending Principal Register	App# 87432773 Filed 02-MAY-2017	US LBM Holdings, LLC
4.	COASTAL ROOFING SUPPLY & Design	USPTO	App# 87489298	Coastal Roofing Supply -

	Mark	Source/Status	App. Date/ No. Reg. Date/No.	Owner
		Pending Principal Register	Filed 14-JUN-2017	US LBM, LLC
5.	<p>ELEVATIONS CABINET DESIGN SOLUTIONS BY BELLEVUE BUILDERS SUPPLY & Design</p> 	USPTO Pending Principal Register	App# 87532206 Filed: 18-JULY 2017	US LBM Holdings, LLC
6.	<p>TOTAL TRIM, LLC & Design</p> 	USPTO Pending Principal Register	App# 87565915 Filed: 11-AUG-2017	Total Trim, LLC
7.	<p>GALLERY CABINETRY BY ELEVATIONS & Design</p> 	USPTO Pending Principal Register	App# 87672944 Filed: 06-NOV-2017	US LBM Holdings, LLC
8.	<p>FELDMAN LUMBER & Design</p> 	USPTO Pending Principal Register	App# 87769689 Filed: 25-JAN-2018	Feldman Lumber - US LBM, LLC
9.	<p>HINES & Design</p> 	USPTO Pending Principal Register	App# 87796954 Filed: 14-FEB-2018	Hines Building Supply - US LBM, LLC
10.	<p>DESERT COMPANIES & Design</p>	USPTO Pending Principal Register	App# 87817522 Filed: 02-MAR-2018	Desert Lumber – US LBM, LLC

	Mark	Source/Status	App. Date/ No. Reg. Date/No.	Owner
				
11.	DARBY DOORS, LLC & Design 	USPTO Pending Principal Register	App# 87825128 Filed: 08-MAR-2018	Darby Doors, LLC
12.	LUMBER SPECIALTIES & Design 	USPTO Pending Principal Register	App# 87826111 Filed: 08-MAR-2018	Lumber Specialties - US LBM, LLC
13.	GBS BUILDING SUPPLY & Design 	USPTO Pending Principal Register	App# 87841126 Filed: 20-MAR-2018	GBS Building Supply - US LBM, LLC