

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name and Address of Conveying Party(ies):


NCI Building Systems, Inc.
 10943 Sam Houston Parkway West
 Houston, Texas 77054

<input type="checkbox"/>	Individual(s)	3-12-01
<input type="checkbox"/>	Association	
<input type="checkbox"/>	General Partnership	
<input type="checkbox"/>	Limited Partnership	
<input checked="" type="checkbox"/>	Corporation -- State:	Delaware
<input type="checkbox"/>	Other:	
Additional Name(s) of Conveying Party(ies) Attached		

2. Name and Address of Receiving Party(ies):

Rhino Steel Building Systems Incorporated
 1776 Teasley Lane, # 109
 Denton, Texas 76205

02-21-2001

<input type="checkbox"/>	Individual(s)	
<input type="checkbox"/>	Association	101616186
<input type="checkbox"/>	General Partnership	
<input type="checkbox"/>	Limited Partnership	
<input checked="" type="checkbox"/>	Corporation -- State:	Texas
<input type="checkbox"/>	Other:	
Additional Name(s) of Receiving Party(ies) Attached		
Assignee is not domiciled in the United States. a Domestic Representative Designation is Attached.		

3. Nature of Conveyance:

<input checked="" type="checkbox"/>	Assignment
<input type="checkbox"/>	Security Agreement
<input type="checkbox"/>	Merger
<input type="checkbox"/>	Change of Name
<input type="checkbox"/>	Other:

Execution Date: October 6, 2000

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s)
 75/524,236

B. Trademark Registration No.(s)

5. Name and Address of Party to Whom Correspondence Concerning Documents Should Be Mailed:

Kay Lyn Schwartz
 Gardere Wynne Sewell LLP
 1601 Elm Street, Suite 3000
 Dallas, Texas 75201

214-999-4702 - Telephone
 214-999-4667 - Facsimile

6. Total Number of Applications and Registrations Involved: 1

7. Total Fee (37 CFR 3.41): \$40.00

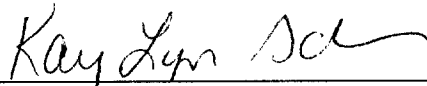
<input checked="" type="checkbox"/>	Enclosed
<input type="checkbox"/>	Authorized to be Charged to Deposit Account
<input checked="" type="checkbox"/>	Charge Any Deficiencies to Deposit Account

8. Deposit Account Number: 07-0153

9. Statement and Signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attachment copy is a true copy of the original document.

406



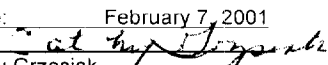
Kay Lyn Schwartz, Reg. No. 39,020

February 7, 2001 _____ Date

Certificate of Mailing

I hereby certify that this Recordation Form Cover Sheet, together with the attached Assignment, is being deposited with the U.S. Postal Service as Express Mail to Addressee Label No. EL 777482250US in an envelope addressed to the U.S. Patent and Trademark Office, Assignment Division, Box Assignments, CG-4, 1213 Jefferson Davis Hwy, Ste 320. Washington, D.C. 20231 on:

Date: February 7, 2001



Cathy Grzesiak

Mail To: Commissioner of Patents and Trademarks,
 Box ASSIGNMENTS, Washington, D.C. 20231 Total # of Pages Including This Cover Sheet: 4

TRADEMARK ASSIGNMENT

This Assignment is effective as of October 6, 2000 between NCI Building Systems, Inc., is a corporation having a business address of 10943 North Sam Houston Parkway West, Houston, Texas 77064 (hereinafter "ASSIGNOR"), and Rhino Steel Building Systems Incorporated, a corporation of the State of Texas and doing business at 1776 Teasley Lane #109, Denton, Texas 76205 (hereinafter "ASSIGNEE").

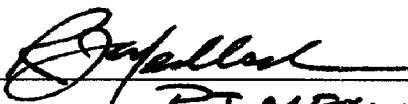
WHEREAS, ASSIGNOR has adopted, used and is using the trademark "RHINO STEEL BUILDING SYSTEMS AND DESIGN" which is currently pending in the United States Patent and Trademark Office with Serial Number 75/524,236; and

WHEREAS, ASSIGNEE, is desirous of acquiring said trademark and said registration.

NOW, THEREFORE, for good and valuable consideration of \$1.00 (One and No/100 Dollars) receipt of which is hereby acknowledged, said ASSIGNOR does hereby sell, assign and transfer to said ASSIGNEE all right, title and interest in and to the said trademark and registration identified by Serial Number 75/524,236, together with the good will of the business symbolized by said trademark, and in and to all income, royalties, damages, claims and payments now or hereafter due or payable with respect hereto, and in and to all causes of action in law or in equity for past, present or future infringement of said trademark, and to all rights corresponding to the foregoing throughout the world.

This Assignment executed at Houston, Texas on the Date first written above.

NCI BUILDING SYSTEMS, INC.

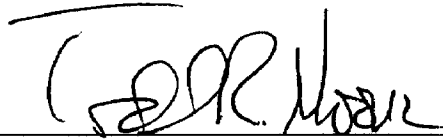
By: 
Name: RJ MEDLOCK
Title: EXEC VP & CFO

STATE OF TEXAS

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§
§

COUNTY OF HARRIS

On this 6th day of October, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared Robert J. Medlock, known by me to be the person of the above name, who signed and sealed the foregoing instrument, and acknowledged the same to be his own free act and deed.



Notary Public

