

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|-------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
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| NATURE OF CONVEYANCE: | Release of Security Interest |
|------------------------------|------------------------------|

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|------------------------------------|-----------------|-----------------------|---------------------|
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Canadian Imperial Bank of Commerce | | 01/20/2004 | CORPORATION: CANADA |

| | |
|-----------------------------|----------------------------|
| RECEIVING PARTY DATA | |
| Name: | American Buildings Company |
| Street Address: | 1220 Old Alpharetta Road |
| City: | Alpharetta |
| State/Country: | GEORGIA |
| Postal Code: | 30005 |
| Entity Type: | CORPORATION: DELAWARE |

| | | |
|----------------------------------|---------------|------------------|
| PROPERTY NUMBERS Total: 2 | | |
| Property Type | Number | Word Mark |
| Serial Number: | 78082682 | TALON |
| Registration Number: | 2412067 | SS&C |

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|--|------------------------------------|
| CORRESPONDENCE DATA | |
| Fax Number: | (212)878-8375 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | 2128788300 |
| Email: | trademark.group@cliffordchance.com |
| Correspondent Name: | Melissa Scanzillo |
| Address Line 1: | 200 Park Avenue |
| Address Line 4: | New York, NEW YORK 10166-0153 |

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| ATTORNEY DOCKET NUMBER: | 6455-21 |
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| NAME OF SUBMITTER: | Melissa Scanzillo |
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Total Attachments: 8
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RELEASE OF SECURITY INTEREST
(TRADEMARKS)

THIS RELEASE OF SECURITY INTEREST (this "Release"), dated as of January 20, 2004, is made in favor of the Grantors listed on Schedule I (individually, a "Grantor" and collectively, the "Grantors"), by CANADIAN IMPERIAL BANK OF COMMERCE, as administrative agent (in such capacity, the "U.S. Administrative Agent") for the U.S. banks and other financial institutions (the "U.S. Lenders") from time to time parties to the Credit Agreement (as defined below) and as administrative agent (in such capacity, the "Canadian Administrative Agent" and together with the U.S. Administrative Agent, the "Administrative Agent") for the Canadian banks and other financial institutions (the "Canadian Lenders" and, together with the U.S. Lenders, the "Lenders") from time to time parties to the Second Amended and Restated Credit Agreement, dated as of March 10, 2000 (as such may be amended, amended and restated, supplemented or otherwise modified, renewed or replaced from time to time, the "Credit Agreement") among MAGNATRAX CORPORATION, a Delaware corporation ("Holdings"), AMERICAN BUILDINGS COMPANY, a Delaware corporation (the "U.S. Borrower"), ONEX ABCO LIMITED PARTNERSHIP, a Nevada limited partnership (the "Tranche B Borrower"), VICWEST CORPORATION, a corporation organized under the laws of the Province of Ontario (the "Canadian Borrower"), the Lenders, the U.S. Administrative Agent and the Canadian Administrative Agent.

WHEREAS, the Grantors have made and entered into that certain Second Amended and Restated Guarantee and Collateral Agreement, dated as of March 10, 2000 (as such may be amended, amended and restated, supplemented or otherwise modified, renewed or replaced from time to time, the "U.S. Guarantee and Collateral Agreement"), in favor of the Administrative Agent, for the ratable benefit of the Lenders, pursuant to which the Grantors have guaranteed the Guarantor Obligations and have granted to the Administrative Agent, for the ratable benefit of the Lenders, a security interest in the Collateral as security for the Grantors' Obligations;

WHEREAS, pursuant to the U.S. Guarantee and Collateral Agreement, the Grantors have granted, pledged, assigned and hypothecated to the Administrative Agent, for the ratable benefit of the Lenders, a continuing security interest in all right, title and interest of the Grantors in and to, among other things, the Collateral;

WHEREAS, pursuant to that certain Trademark Security Agreement, dated as of January 29, 2003 (the "IP Security Agreement"), by the Grantors in favor of the Administrative Agent, the Grantors have granted to the Administrative Agent, for the ratable benefit of the Lenders, a continuing security interest in all right, title and interest of the Grantors to the Trademark Collateral (as such term is defined in the IP Security Agreement) identified in Exhibit A attached hereto (the "Intellectual Property Assets"), which security interest and liens were recorded in the U.S. Patent and Trademark Office on March 24, 2003 as Reel/Frame No. 2700/0879; and

WHEREAS, the capitalized terms used herein and not otherwise defined herein or where no definition is referenced shall have the meanings ascribed to them in the U.S. Guarantee and Collateral Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, the Administrative Agent agrees as follows:

1. Release. The Administrative Agent hereby releases and discharges its security interest in and lien upon the Intellectual Property Assets.

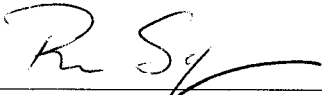
2. Further Assurances. The Administrative Agent acknowledges and agrees to execute and deliver all such other documents and statements reasonably requested by the Grantors to further evidence or effect the release set forth in Section 1 above.

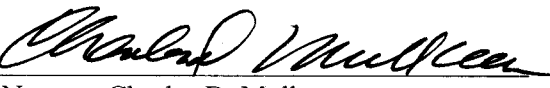
3. **GOVERNING LAW. THIS RELEASE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, EXCLUDING ANY CONFLICTS-OF-LAWS RULES THAT WOULD OTHERWISE CAUSE THE LAWS OF ANY OTHER JURISDICTION TO APPLY.**

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IN WITNESS WHEREOF, the undersigned has caused this Release to be executed by its duly authorized representative as of the date first above written.

CANADIAN IMPERIAL BANK OF COMMERCE, as
Administrative Agent

By: 
Name: Ronald E. Spitzer
Title: Authorized Signatory

By: 
Name: Charles D. Mulkeen
Title: Authorized Signatory

Schedule of Grantors

MAGNATRAX CORPORATION
AMERICAN BUILDINGS COMPANY
ONEX ABCO LIMITED PARTNERSHIP
AMERICAN BUILDINGS COMPANY INTERNATIONAL, INC.
AMT/BEAMAN CORPORATION
ASSOCIATED BUILDING SYSTEMS, INC.
BLACK RAVEN ENTERPRISES LLC
JANNOCK, INC.
JANNOCK U.S.B.G., INC.
JANNOCK VINYL GROUP, INC.
JENISYS ENGINEERED PRODUCTS, INC.
MAGNATRAN CORPORATION
MAGNATRAN LOGISTICS, INC.
MAGNATRAX FINANCE CO.
REPUBLIC BUILDERS PRODUCTS COMPANY
RESCOM OVERHEAD DOORS, INC.
SMITH DOOR DISTRIBUTING INC.
U.S. WESTEEL, INC.
WINDSOR DOOR, INC.

EXHIBIT A
TO
RELEASE OF SECURITY INTEREST

SCHEDULE OF INTELLECTUAL PROPERTY ASSETS

TRADEMARKS

1. Grantor: Windsor Door, Inc.

| <u>Jurisdiction</u> | <u>Application No./ Registration No.</u> | <u>Issue/File/ Registration Date</u> | <u>Mark</u> |
|---------------------|--|--|--------------------------|
| United States | Registration No. 1,257,389 | Issued: 11/15/1983 | WINDSOR |
| United States | Registration No. 1,774,592 | Issued: 06/01/1993 | W and Design |
| United States | Application No. 76/196,992 Registration No. 2,500,451 | Registered: 10/23/2001 | STOR-A-DOOR |
| United States | Application No. 76/390,826 | Filed: 4/4/2002 | WINDSOR DOOR DESIGNER |
| Mexico | Registration No. 479155 | Issued: 11/11/1994 | W and Design |
| Mexico | Application No. 162250 (Class 6) | Filed: 03/05/1993 | WINDSOR |
| Spain | Registration No. 1,774,712 (Class 19) | Issued: 03/05/1996 | W WINDSOR DOOR |
| Spain | Registration No. 1,774,711 | Issued: 03/05/1996 | W WINDSOR DOOR |
| France | Registration No. 93489311 | Issued: 10/25/1993 | WINDSOR |
| Germany | Registration No. 2,065,913 | Issued: 05/27/1994 | WINDSOR |
| Portugal | Application No. 14,858 (Class 19) | Issued: 05/18/1995 | WINDSOR |
| Portugal | Application No. 14,857 in Class 6 | Issued: 05/18/1995 | WINDSOR and Design |
| Canada | Application No. 811,771 Registration No. TMA0495253 | Filed: 05/03/1996 Registered: 05/27/98 | WINDSOR |
| Portugal | Registration No. 293,659 | Registered: | Windsor (Cl. 19) |

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TRADEMARK
REEL: 002782 FRAME: 0625

| <u>Jurisdiction</u> | <u>Application No./ Registration No.</u> | <u>Issue/File/ Registration Date</u> | <u>Mark</u> |
|---------------------|--|--------------------------------------|-------------------|
| | | 10/25/94 | |
| Portugal | Registration No. 293,660 | Registered: 10/25/94 | Windsor (Class 6) |

2. Grantor: Associated Building Systems, Inc.

| <u>Jurisdiction</u> | <u>Application No./ Registration No.</u> | <u>Issue/File/ Registration Date</u> | <u>Mark</u> |
|---------------------|--|--------------------------------------|-------------------------|
| United States | Registration No. 2,313,832 | Registered: 2/1/2000 | RAS and Design |
| United States | Registration No. 1,463,272 | Registered: 11/03/1987 | GULF STATES and Design |
| United States | Registration No. 1,702,824 | Registered: 07/28/1992 | GULF STATES and Design |
| United States | Registration No. 1,863,468 | Registered: 11/22/1994 | KIRBYLOK2000 and Design |
| United States | Registration No. 1,863,469 | Registered: 11/22/1994 | KIRBYLOK2000 |

3. Grantor: Magnatrax Corporation

| <u>Jurisdiction</u> | <u>Application No./ Registration No.</u> | <u>Issue/File/ Registration Date</u> | <u>Mark</u> |
|---------------------|--|--------------------------------------|----------------------------------|
| United States | Application No. 76/187,509 | Filed: 12/28/2000 | MAGNATRAX |
| United States | Application No. 76/187,508 | Filed: 12/28/2000 | MAGNATRAX CORPORATION (stylized) |
| United States | Application No. 76/187,507 | Filed: 12/28/2000 | MAGNATRAN CORPORATION (stylized) |
| United States | Application No. 76/187,506 | Filed: 12/28/2000 | MAGNATRAN |
| United States | Application No. 76/187,505 | Filed: 12/28/2000 | MAGNATRAN LOGISTICS |
| Canada | Application No. 1,059,283 | Filed 5/17/2000 | MAGNATRAN |

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| | | | LOGISTICS |
| Canada | Application No. 1,059,278 | Filed 5/17/2000 | MAGNATRA |
| Canada | Application No. 1,059,277 | Filed 5/17/2000 | MAGNATRA CORPORATION & DESIGN |
| Canada | Application No. 1,059,276 | Filed 5/17/2000 | MAGNATRA CORPORATION & DESIGN |
| Canada | Application No. 1,059,275 | Filed 5/17/2000 | MAGNATRA |

4. Grantor: American Buildings Company

| <u>Jurisdiction</u> | <u>Application No./ Registration No.</u> | <u>Issue/File/ Registration Date</u> | <u>Mark</u> |
|---------------------|--|--|-------------|
| United States | Application No. 78/082,682 | Filed: 9/5/2001 | TALON |
| United States | Application No. 75/747,458 Registration No. 2,412,067 | Filed: 7/6/1999 Registered: 12/12/2000 | SS&C |

5. Grantor: Jenisys Engineered Products, Inc.

| <u>Jurisdiction</u> | <u>Application No./ Registration No.</u> | <u>Issue/File/ Registration Date</u> | <u>Mark</u> |
|---------------------|--|--|--|
| United States | Application No. 76/351,718 Registration No. 2,649,216 | Filed: 12/21/2001 Registered: 11/12/2002 | VICWEST |
| United States | Application No. 76/351,716 Registration No. 2,649,215 | Filed: 12/21/2001 Registered: 11/12/2002 | VICWEST & design |
| United States | Application No. 75/027,008 Registration No. 2,068,742 | Filed: 12/4/1995 Registered: 06/10/1997 | ULTRA-LOC |
| United States | Application No. 74/088,862 Registration No. 1,669,134 | Filed: 08/17/1990 Registered: 12/24/1991 | VICWEST STEEL U.S. OPERATIONS VW |
| Canada | Application Serial No. 1,012,873 | Filed: 04/22/1999 | JENISYS |

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Grantor: American Buildings Company

Tradenames:

- a) Republic Door
- b) Smith Door
- c) American Buildings Company
- d) Polymer Coil Coaters
- e) ABC Brokerage Co.
- f) American Buildings Storage Systems & Components
- g) American Buildings Roofing & Architectural Products
- h) American Buildings Company Heavy Fabrication Division
- i) American Modular Technologies
- j) American Residential and Light Gage Framing
- k) Windsor Door

Grantor: Republic Builders Products Company

Domain Name: republicdoor.com

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