

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/01/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Shelter Distribution, Inc.		09/01/2009
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Beacon Sales Acquisition, Inc.		
Street Address:	One Lakeland Park Drive		
City:	Peabody		
State/Country:	MASSACHUSETTS		
Postal Code:	01960		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	3124360	TAPERMAP
CORRESPONDENCE DATA			
Fax Number:	(301)230-2891		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	301-230-5242		
Email:	evonvorys@shulmanrogers.com		
Correspondent Name:	Eric J. von Vorys		
Address Line 1:	12505 Park Potomac Avenue		
Address Line 2:	Sixth Floor		
Address Line 4:	Potomac, MARYLAND 20854		
ATTORNEY DOCKET NUMBER:	107374.033		
NAME OF SUBMITTER:	Eric J. von Vorys		
Signature:	/EricJvonVorys/		

CH \$40.00 3124360

Date:

09/21/2010

Total Attachments: 5

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BEACON PACIFIC, INC.", A DELAWARE CORPORATION,

"BEACON SALES COMPANY, INCORPORATED", A MASSACHUSETTS CORPORATION,

"BEST DISTRIBUTING CO.", A NORTH CAROLINA CORPORATION,

"J.G.A. BEACON, INC.", A DELAWARE CORPORATION,

"NORTH COAST COMMERCIAL ROOFING SYSTEMS, INC.", AN OHIO CORPORATION,

"QUALITY ROOFING SUPPLY COMPANY, INC.", A DELAWARE CORPORATION,

"THE ROOF CENTER, INC.", A DELAWARE CORPORATION,

"SHELTER DISTRIBUTION, INC.", A DELAWARE CORPORATION,

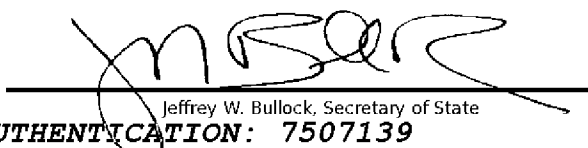
"WEST END LUMBER COMPANY, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BEACON SALES ACQUISITION, INC." UNDER THE NAME OF "BEACON SALES ACQUISITION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF SEPTEMBER, A. D. 2009, AT 5:45 O'CLOCK P.M.

2775137 8100M

090826790




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7507139

DATE: 09-02-09

You may verify this certificate online
at corp.delaware.gov/authver.shtml

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Delaware

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AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF OCTOBER, A.D. 2009, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2775137 8100M

090826790

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7507139

DATE: 09-02-09

TRADEMARK
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CERTIFICATE OF OWNERSHIP AND MERGER
MERCING EACH OF
BEACON PACIFIC, INC.
J.G.A. BEACON, INC.
QUALITY ROOFING SUPPLY COMPANY, INC.
SHELTER DISTRIBUTION, INC.
THE ROOF CENTER, INC.
WEST END LUMBER COMPANY, INC.
BEACON SALES COMPANY, INCORPORATED
BEST DISTRIBUTING CO.
NORTH COAST COMMERCIAL ROOFING SYSTEMS, INC.
INTO
BEACON SALES ACQUISITION, INC.

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

Beacon Sales Acquisition, Inc., a Delaware corporation, incorporated on July 18, 1997 (the "Corporation") pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL") **DOES HEREBY CERTIFY** that, by resolution of its Board of Directors duly adopted by written consent on September 1, 2009, the Corporation determined to and did authorize the merger into itself of the Subsidiaries (as such term is defined below), which resolution is in the following words to wit:

WHEREAS, the Corporation lawfully owns 100% of the outstanding capital stock of each of:

1. Beacon Pacific, Inc., a Delaware corporation ("Beacon Pacific"), incorporated on December 21, 2005, pursuant to the provisions of the DGCL.
2. J.G.A. Beacon, Inc., a Delaware corporation ("JGA"), incorporated on November 30, 2004, pursuant to the provisions of the DGCL.
3. Quality Roofing Supply Company, Inc., a Delaware corporation ("Quality Roofing"), incorporated on July 10, 1998, pursuant to the provisions of the DGCL.
4. Shelter Distribution, Inc., a Delaware corporation ("Shelter Distribution"), incorporated on June 10, 1996, pursuant to the provisions of the DGCL.
5. The Roof Center, Inc., a Delaware corporation ("Roof Center"), incorporated on April 30, 2001, pursuant to the provisions of the DGCL.
6. West End Lumber Company, Inc., a Delaware corporation ("West End"), incorporated on May 25, 2001, pursuant to the provisions of the DGCL.
7. Beacon Sales Company, Incorporated, a Massachusetts corporation ("Beacon Sales Company"), incorporated on August 21, 1997, pursuant to the provisions of the Massachusetts Business Corporations Act.

8. Best Distributing Co., a North Carolina corporation ("Best"), incorporated on June 20, 2000, pursuant to the provisions of the North Carolina Business Corporation Act.
9. North Coast Commercial Roofing Systems, Inc., an Ohio corporation ("North Coast" and together with Beacon Pacific, JGA, Quality Roofing, Shelter Distribution, Roof Center, West End, Beacon Sales Company and Best, the "Subsidiaries"), incorporated on March 20, 1986, pursuant to the provisions of the Ohio General Corporation Law.

WHEREAS, the Corporation desires to merge the Subsidiaries with and into itself, and to be possessed of all the estate, property, rights, privileges and franchises of said Subsidiaries (the "Merger"), upon the terms and conditions set forth in an Agreement and Plan of Merger ("Plan of Merger").

NOW, THEREFORE, BE IT RESOLVED, that the Merger be, and it hereby is, approved and that the Corporation is authorized, directed and empowered to enter into the Plan of Merger and to perform its obligations thereunder.

FURTHER RESOLVED, that the preparation, execution and filing of the Certificate of Ownership and Merger with the Delaware Secretary of State ("DE Certificate"); Articles of Merger with the Massachusetts Secretary of the Commonwealth ("MA Articles"); Articles of Merger with the North Carolina Secretary of State ("NC Articles") and Certificate of Merger with the Ohio Secretary of State ("OH Certificate" and collectively with the DE Certificate, MA Articles and NC Articles, the "Certificate of Merger") relating to the Plan of Merger and the Merger, and the consummation of the transactions contemplated thereby, be, and they hereby are, approved in all respects.

FURTHER RESOLVED, that the Merger shall become effective at 12:01 a.m. Eastern time on October 1, 2009.

FURTHER RESOLVED, that the Chairman, President, Chief Executive Officer, any Vice President, the Secretary and any Assistant Secretary of the Corporation (each an "Authorized Person") be and each of them hereby is authorized and directed, in the name and on behalf of the Corporation, to execute the Plan of Merger and the Certificate of Merger, the approval of which shall be conclusively evidenced by the execution and delivery thereof.

FURTHER RESOLVED, that each Authorized Person be and each of them hereby is authorized, directed and empowered to execute and deliver, in the name and on behalf of the Corporation, any and all other documents and to take or cause to be taken any and all lawful action necessary or desirable to carry out the purposes of the foregoing resolutions, including the execution and filing of the Certificate of Merger, all such lawful actions, whether heretofore or hereafter performed, that are in conformity with the intent of these resolutions, being hereby ratified, confirmed and approved.

FURTHER RESOLVED, that all acts and deeds heretofore done or actions taken by and all such further acts and deeds taken by any Authorized Officer or agent of the Corporation for and on behalf of the Corporation, in entering into, executing, acknowledging or attesting any arrangements, agreements, instruments or documents in carrying out the terms and intentions of the foregoing recitals and resolutions be, and each of them is, hereby in all respects ratified, approved and confirmed.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer this 1st day of September, 2009.

BEACON SALES ACQUISITION, INC.

By:



Ross D. Cooper
Senior Vice President, General Counsel and
Secretary