

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fabral, Inc.		12/28/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Fabral Holdings, Inc.
Street Address:	3449 Hempland Road
City:	Lancaster
State/Country:	PENNSYLVANIA
Postal Code:	17601
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	2341671	SHELTERGUARD
Registration Number:	1953442	SUPER ALURITE
Registration Number:	1955087	GRANDBEAM
Registration Number:	1951586	STAND 'N SEAM
Registration Number:	1534962	SLIM SEAM
Registration Number:	1383984	GRANDRIB 3
Registration Number:	1352414	DECOR-FLUSH
Registration Number:	1187354	FABRAL
Registration Number:	1223917	STRONGRIB
Registration Number:	1239948	MIGHTI-RIB
Registration Number:	1092112	HEFTI-RIB
Registration Number:	1091258	FABRIB
Registration Number:	1091256	GRANDRIB

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Registration Number:	1091255	ULTRA-RIB
Registration Number:	0831702	PRIME RIB
Registration Number:	1783149	COPPER CRAFT
Registration Number:	3230300	DORMERLITE
Registration Number:	3428409	ENDURACOTE PREMIUM DEFENSE AGAINST THE ELEMENTS
Registration Number:	3415904	ENDURACOTE
Registration Number:	3180262	FABRAL METAL WALL AND ROOF SYSTEMS
Registration Number:	3180259	FABRAL
Registration Number:	3126898	CLIMAGUARD
Registration Number:	3331407	COPPERCRAFT BY FABRAL A EURAMAX COMPANY
Registration Number:	3741190	STRONGCLAD
Registration Number:	3191551	ALPHA PANEL
Registration Number:	3546905	VAL RIB III
Registration Number:	3103813	ULTRA-LOC
Registration Number:	3195844	JEPSEAM
Registration Number:	3580521	HORIZON 12
Registration Number:	3731464	PROCLAD
Registration Number:	3195845	JEPSNAP
Registration Number:	3293587	SELECT SERIES
Serial Number:	85378853	POWERSEAM

CORRESPONDENCE DATA

Fax Number: 6178970998
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Email: stokesb@gtlaw.com
 Correspondent Name: Bethany A. Stokes
 Address Line 1: Greenberg Traurig, LLP
 Address Line 2: One International Place
 Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	069714-010500
NAME OF SUBMITTER:	Bethany A Stokes
Signature:	/Bethany A Stokes/
Date:	06/04/2012

Total Attachments: 5

TRADEMARK
REEL: 004794 FRAME: 0618

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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 OWNERSHIP, WHICH MERGES:

"FABRAL, INC.", A DELAWARE CORPORATION,
WITH AND INTO "FABRAL HOLDINGS, INC." UNDER THE NAME OF "FABRAL HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2011, AT 3:20 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTIETH DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.


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

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9264515

DATE: 12-30-11

TRADEMARK
REEL: 004794 FRAME: 0620

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

FABRAL, INC.

WITH AND INTO

FABRAL HOLDINGS, INC.

Pursuant to Section 253 of the

General Corporation Law of the State of Delaware

FABRAL HOLDINGS, INC., a Delaware corporation (the "Parent"), does hereby certify to the following facts relating to the merger (the "Merger") of FABRAL, INC., a Delaware corporation (the "Subsidiary"), with and into the Parent, with the Parent remaining as the surviving corporation:

FIRST: The Parent is incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The Subsidiary is incorporated pursuant to the DGCL.

SECOND: The Parent owns all of the outstanding shares of each class of capital stock of the Subsidiary.

THIRD: The Board of Directors of the Parent, by the following resolutions duly adopted on December 27, 2011, determined to merge the Subsidiary with and into the Parent pursuant to Section 253 of the DGCL:

WHEREAS, the Corporation is the holder of all the outstanding shares of each class of the capital stock of Fabral, Inc., a Delaware corporation (the "Subsidiary");

WHEREAS, the Board deems that it is in the best interests of the Corporation that the Subsidiary merge with and into Corporation, with the Corporation surviving such merger (the "Subsidiary Merger"), pursuant to and in accordance with the terms of the Agreement and Plan of Merger by and between the Corporation and the Subsidiary, substantially in the form attached as Exhibit A hereto (the "Subsidiary Plan of Merger"); and

WHEREAS, the Board deems that it is in the best interests of the Corporation that the Corporation merge with and into Amerimax Fabricated Products, Inc., a Delaware corporation and the holder of all the outstanding shares of each class of the Corporation's capital stock ("AFP"), with AFP surviving such merger (the "Parent Merger" and, together with the Subsidiary Merger, the "Mergers"), pursuant to and in accordance with the terms of the Agreement and Plan of Merger by and between the Corporation, the other parties thereto, and AFP, substantially in the form attached as Exhibit B hereto (the "Parent Plan of Merger" and, together with the Subsidiary Plan of Merger, the "Plan of Mergers").

NOW, THEREFORE, IT IS HEREBY,

RESOLVED, that the Board hereby approves, and declares the advisability of, each of the each of the Mergers, each of the Plan of Mergers, the Certificate of Ownership and Merger for the Subsidiary Merger to be filed with the Delaware Secretary of State substantially in the form attached as Exhibit C-1 hereto (the "Subsidiary Certificate of Ownership and Merger"), and the Certificate of Ownership and Merger for the Parent Merger to be filed with the Delaware Secretary of State substantially in the form attached as Exhibit C-2 hereto;

RESOLVED, that the Board hereby recommends each of the Mergers and each of the Plan of Mergers to the sole stockholder of the Corporation for its approval;

RESOLVED, that, conditional upon the approval of each of the Mergers and each of the Plan of Mergers by the sole stockholder of the Corporation, each of the Mergers shall be effective as of 11:59 p.m. Eastern Time on December 30, 2011;

RESOLVED, that the officers of the Corporation (the "Authorized Officers") be, and each of them hereby is, authorized to execute and deliver each of the Plan of Mergers on behalf of the Corporation;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to execute and deliver and file the Subsidiary Certificate of Ownership and Merger on behalf of the Corporation; and

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take such other action, and to execute and

deliver any and all other instruments and documents, which such Authorized Officer deems necessary or appropriate to effect each of the Mergers and the transactions contemplated thereby.

FOURTH: The Parent shall be the surviving corporation of the Merger.

FIFTH: The Merger is to become effective as of 11:59 P.M. Eastern Time on December 30, 2011.

SIXTH: The certificate of incorporation of the Parent as in effect immediately prior to the effective time of the Merger shall be the certificate of incorporation of the surviving corporation.

[Signature page follows]

IN WITNESS WHEREOF, the Parent has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 28th day of December, 2011.

FABRAL HOLDINGS, INC.

By: RSANT

Name: R. Scott Vansant

Title: Vice President and Chief Financial
Officer

[Certificate of Ownership and Merger of Fabral Holdings, Inc. (U.S. Restructuring - Step 3)]