

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Execution Date
Ply Gem Pacific Windows Corporation	10/03/2007

RECEIVING PARTY DATA

Name:	UBS AG, Stamford Branch
Street Address:	677 Washington Boulevard
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901

PROPERTY NUMBERS Total: 138

Property Type	Number
Patent Number:	D375246
Patent Number:	D375247
Patent Number:	D380137
Patent Number:	D380138
Patent Number:	5575116
Patent Number:	D380370
Patent Number:	5618067
Patent Number:	D407504
Patent Number:	D407506
Patent Number:	D397804
Patent Number:	D407505
Patent Number:	D417919
Patent Number:	D403237
Patent Number:	D405683
Patent Number:	D408264

PATENT

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REEL: 020196 FRAME: 0364

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Patent Number:	D406750
Patent Number:	D400984
Patent Number:	D434858
Patent Number:	D403439
Patent Number:	D408728
Patent Number:	D407968
Patent Number:	D389250
Patent Number:	D392393
Patent Number:	D388887
Patent Number:	D420753
Patent Number:	D398708
Patent Number:	D390974
Patent Number:	D404998
Patent Number:	D391649
Patent Number:	D420149
Patent Number:	D419695
Patent Number:	D424710
Patent Number:	D414277
Patent Number:	D419693
Patent Number:	D422093
Patent Number:	D420150
Patent Number:	D420453
Patent Number:	D419244
Patent Number:	6047507
Patent Number:	D432248
Patent Number:	D434637
Patent Number:	D434967
Patent Number:	D439149
Patent Number:	D442473
Patent Number:	D436670
Patent Number:	D432676
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Patent Number:	D432249
Patent Number:	D449388

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Patent Number:	D441098
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Patent Number:	D442292
Patent Number:	D438644
Patent Number:	D441099
Patent Number:	D440664
Patent Number:	D441100
Patent Number:	D441880
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Patent Number:	D436413
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Patent Number:	6625941
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Patent Number:	D487936
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Patent Number:	D535407
Patent Number:	D537173
Patent Number:	D537962
Patent Number:	D537543
Patent Number:	D537542
Patent Number:	6151832

Patent Number:	D338719
Patent Number:	D343239
Patent Number:	D338970
Patent Number:	D338971
Patent Number:	D343005
Patent Number:	D338968
Patent Number:	D338972
Patent Number:	D345427
Patent Number:	D338079
Patent Number:	D338537
Patent Number:	4917416
Patent Number:	D338720
Application Number:	10607743
Application Number:	29244147
Application Number:	11408780
Application Number:	11714977
Application Number:	29240410
Application Number:	29244149

CORRESPONDENCE DATA

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 Address Line 2: Paul, Weiss, Rifkind, Wharton & Garrison
 Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:	17556-009
NAME OF SUBMITTER:	Lindsay N. Silber

Total Attachments: 12

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Patent U.S. Security Agreement

Patent U.S. Security Agreement, dated as of October 3, 2007, by PLY GEM PACIFIC WINDOWS CORPORATION (the "Pledgor"), in favor of UBS AG, STAMFORD BRANCH, in its capacity as Collateral Agent pursuant to the Credit Agreement (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, Pledgor is party to a U.S. Security Agreement of even date herewith (the "U.S. Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgor is required to execute and deliver this Patent U.S. Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the U.S. Security Agreement and used herein have the meaning given to them in the U.S. Security Agreement.

SECTION 2. Grant of Security Interest in Patent Collateral. The Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

- (a) Patents of the Pledgor listed on Schedule I attached hereto; and
- (b) all Proceeds of any and all of the foregoing (other than Excluded Property).

SECTION 3. U.S. Security Agreement. The security interest granted pursuant to this Patent U.S. Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the U.S. Security Agreement and Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Patents made and granted hereby are more fully set forth in the U.S. Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Patent U.S. Security Agreement is deemed to conflict with the U.S.

Security Agreement, the provisions of the U.S. Security Agreement shall control unless the Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the full performance of the Obligations, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collateral pledge, grant,

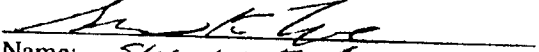
assignment, lien and security interest in the Patents under this Patent U.S. Security Agreement.

[signature page follows]

IN WITNESS WHEREOF, the Pledgor has caused this Patent U.S. Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

PLY GEM PACIFIC WINDOWS
CORPORATION

By: 
Name: Shoshun K. Toe
Title: Vice President, Treasurer,
Secretary

Accepted and Agreed:

UBS AG, STAMFORD BRANCH,
as Collateral Agent

By: _____
Name:
Title:

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Pledgor has caused this Patent U.S. Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

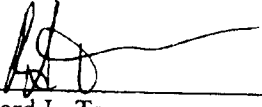
Very truly yours,

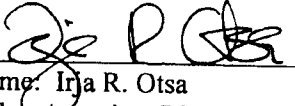
PLY GEM PACIFIC WINDOWS
CORPORATION

By: _____
Name:
Title:

Accepted and Agreed:

UBS AG, STAMFORD BRANCH,
as Collateral Agent

By:  _____
Name: Richard L. Tavrow
Title: Director

By:  _____
Name: Irja R. Otsa
Title: Associate Director

SCHEDULE I
to
PATENT SECURITY AGREEMENT
PATENTS AND PATENT APPLICATIONS

Patents:

OWNER	PATENT NUMBER	NAME
Ply Gem Pacific Windows Corporation	D375,246	LATCH MEMBER
Ply Gem Pacific Windows Corporation	D375,247	LATCH MEMBER
Ply Gem Pacific Windows Corporation	D380,137	TILT LATCH DEVICE
Ply Gem Pacific Windows Corporation	D380,138	VENT STOP FOR WINDOW SASHES
Ply Gem Pacific Windows Corporation	5,575,116	WINDOW VENT STOP
Ply Gem Pacific Windows Corporation	D380,370	LATCH FOR SECURING TILTABLE WINDOW PANELS AND SASHES TO A WINDOW FRAME
Ply Gem Pacific Windows Corporation	5,618,067	TILT LATCH DEVICE
Ply Gem Pacific Windows Corporation	D407,504	MEETING RAIL - WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D407,506	WINDOW COMPONENT EXTRUSION (DOUBLE SLIDER FRAME)
Ply Gem Pacific Windows Corporation	D397,804	WINDOW COMPONENT EXTRUSION (SINGLE HUNG FRAME)
Ply Gem Pacific Windows Corporation	D407,505	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D417,919	WINDOW COMPONENT EXTRUSION (DOUBLE HUNG FRAME)
Ply Gem Pacific Windows Corporation	D403,237	WINDOW ATTACHMENT CLIP COMPONENT
Ply Gem Pacific Windows Corporation	D405,683	ATTACHMENT CLIP (25002-0467) WINDOW ATTACHMENT CLIP COMPONENT
Ply Gem Pacific Windows Corporation	D408,264	PIN FOR JOINING COMPONENTS OF A WINDOW MUNTIN BAR ASSEMBLY
Ply Gem Pacific Windows Corporation	D406,750	ATTACHMENT CLIP (25002-0473) WINDOW ATTACHMENT
Ply Gem Pacific Windows Corporation	D400,984	HALF ROUND BASE WINDOW COMPONENT (25002- 0493)

OWNER	PATENT NUMBER	NAME
Ply Gem Pacific Windows Corporation	D434,858	HALF ROUND BASE WINDOW COMPONENT
Ply Gem Pacific Windows Corporation	D403,439	INTERSECTION PIN WINDOW COMPONENT (25002-0504)
Ply Gem Pacific Windows Corporation	D408,728	WINDOW ATTACHMENT CLIP COMPONENT
Ply Gem Pacific Windows Corporation	D407,968	WINDOW ATTACHMENT CLIP COMPONENT
Ply Gem Pacific Windows Corporation	D389,250	WINDOW COMPONENT EXTRUSION (GLIDER (25022-0213))
Ply Gem Pacific Windows Corporation	D392,393	WINDOW COMPONENT EXTRUSION (INTEGRAL MULLION)
Ply Gem Pacific Windows Corporation	D388,887	WINDOW COMPONENT EXTRUSION (GLIDER) (25022-0163)
Ply Gem Pacific Windows Corporation	D420753	WINDOW COMPONENT EXTRUSION (25054-0013)
Ply Gem Pacific Windows Corporation	D398,708	WINDOW COMPONENT EXTRUSION (HEAD INSERT)
Ply Gem Pacific Windows Corporation	D390,974	WINDOW COMPONENT EXTRUSION (HEAD JAMB)
Ply Gem Pacific Windows Corporation	D404,998	WINDOW TANDEM BALANCE COVER
Ply Gem Pacific Windows Corporation	D391,649	WINDOW COMPONENT EXTRUSION (SILL)
Ply Gem Pacific Windows Corporation	D420,149	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D419,695	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D424,710	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D414,277	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D419,693	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D422,093	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D420,150	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D420,453	WINDOW COMPONENT EXTRUSION

OWNER	PATENT NUMBER	NAME
Ply Gem Pacific Windows Corporation	D419,244	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	6,047,507	LINEAL CORNER BLOCK
Ply Gem Pacific Windows Corporation	D432,248	GLIDER FRAME FOR NEW CONSTRUCTION DOUBLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D434,637	STAY BAR BRACKET FOR SINGLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D434,967	UPPER SASH BRACKET FOR SINGLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D439,149	VENT STOP FOR WINDOW
Ply Gem Pacific Windows Corporation	D442,473	VENT STOP HOUSING FOR WINDOW
Ply Gem Pacific Windows Corporation	D436,670	GLIDER FRAME FOR SINGLE GLIDER
Ply Gem Pacific Windows Corporation	D432,676	FLUSH FIN GLIDER FRAME FOR SINGLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D432,677	J-CHANNEL GLIDER FRAME FOR SINGLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D436,671	NEW CONSTRUCTION GLIDER FRAME FOR SINGLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D432,249	REPLACEMENT GLIDER FRAME FOR SINGLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D449,388	SILL FOR SINGLE AND DOUBLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D432,250	FLUSH FIN FOR DOUBLE AND SINGLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D432,678	J-CHANNEL SILL FOR DOUBLE AND SINGLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D436,672	NEW CONSTRUCTION STILL FOR DOUBLE AND SINGLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D432,679	REPLACEMENT SILL FOR DOUBLE AND SINGLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D437,061	BENDABLE PICTURE FRAME FOR PICTURE WINDOW
Ply Gem Pacific Windows Corporation	D433,159	BENDABLE PICTURE FRAME WITH J-CHANNEL FOR PICTURE WINDOW
Ply Gem Pacific Windows Corporation	D432,681	BENDABLE PICTURE FRAME WITH J-CHANNEL FOR PICTURE WINDOW

OWNER	PATENT NUMBER	NAME
Ply Gem Pacific Windows Corporation	D456,086	BENDABLE PICTURE FRAME FOR NEW CONSTRUCTION PICTURE WINDOW
Ply Gem Pacific Windows Corporation	D432,680	BENDABLE PICTURE FRAME FOR REPLACEMENT PICTURE WINDOW
Ply Gem Pacific Windows Corporation	D432,251	PICTURE FRAME FOR PICTURE WINDOW
Ply Gem Pacific Windows Corporation	D436,188	PICTURE FRAME WITH FLUSH FIN FOR PICTURE WINDOW
Ply Gem Pacific Windows Corporation	D437,424	PICTURE FRAME W/ J-CHANNEL FOR PICTURE WINDOW
Ply Gem Pacific Windows Corporation	D441,879	PICTURE FRAME FOR NEW CONSTRUCTION PICTURE WINDOW
Ply Gem Pacific Windows Corporation	D436,189	PICTURE FRAME FOR REPLACEMENT PICTURE WINDOW
Ply Gem Pacific Windows Corporation	D436,187	GILDER FRAME FOR DOUBLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D441,098	FLUSH FIN GLIDER FRAME FOR DOUBLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D442,293	J-CHANNEL GLIDER FRAME FOR DOUBLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D442,292	REPLACEMENT GLIDER FRAME FOR DOUBLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D438,644	GLIDER FRAME FOR SINGLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D441,099	FLUSH FIN GLIDER FRAME FOR SINGLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D440,664	J-CHANNEL GLIDER FRAME FOR SINGLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D441,100	NEW CONSTRUCTION GLIDER FRAME FOR SINGLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D441,880	REPLACEMENT GLIDER FRAME FOR SINGLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D448,863	HEAD FOR SINGLE GLIDER WINDOW
Ply Gem Pacific Windows Corporation	D441,102	J-CHANNEL HEAD FOR SINGLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D441,101	NEW CONSTRUCTION HEAD FOR SINGLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D440,668	REPLACEMENT HEAD FOR SINGLE HUNG WINDOW

OWNER	PATENT NUMBER	NAME
Ply Gem Pacific Windows Corporation	D438,645	JAMB FOR SINGLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D440,667	FLUSH FIN JAMB FOR SINGLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D442,294	J-CHANNEL JAMB FOR SINGLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D440,666	NEW CONSTRUCTION JAMB FOR SINGLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D448,093	REPLACEMENT JAMB FOR SINGLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D436,413	JAMB FOR DOUBLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D440,665	FLUSH FIN JAMB FOR DOUBLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D440,323	J-CHANNEL JAMB FOR DOUBLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D440,324	NEW CONSTRUCTION JAMB FOR DOUBLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D440,669	REPLACEMENT JAMB FOR DOUBLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	D440,325	SMALL SASH RAIL FOR WINDOW
Ply Gem Pacific Windows Corporation	D441,104	SMALL SASH LIFT RAIL FOR WINDOW
Ply Gem Pacific Windows Corporation	D441,103	SMALL SASH RAIL 2 FOR WINDOW
Ply Gem Pacific Windows Corporation	D441,465	LARGE SASH RAIL FOR WINDOW
Ply Gem Pacific Windows Corporation	D438,646	LARGE SASH LIFT RAIL FOR WINDOW
Ply Gem Pacific Windows Corporation	6,550,210	WINDOW FRAME MEMBER WITH CHANNEL FORMED WITHIN THE MEMBER FOR ACCEPTING SIDING OR SHEATHING
Ply Gem Pacific Windows Corporation	6,427,398	METHOD OF MAKING WINDOW FRAME COMPONENTS HAVING VARIOUS END USING APPLICATIONS
Ply Gem Pacific Windows Corporation	6,360,498	TWO-PIECE MULLION REINFORCEMENT
Ply Gem Pacific Windows Corporation	D454,213	FLUSH FIN HEAD FOR SINGLE HUNG WINDOW
Ply Gem Pacific Windows Corporation	6,625,941	DETACHABLE LINEAL FOR DOORS AND WINDOWS

OWNER	PATENT NUMBER	NAME
Ply Gem Pacific Windows Corporation	6,662,512	TWO-PIECE MULLION REINFORCEMENT
Ply Gem Pacific Windows Corporation	D473,662	DETACHABLE LINEAL FOR DOORS AND WINDOWS
Ply Gem Pacific Windows Corporation	D419,694	WINDOW COMPONENT EXTRUSIONS
Ply Gem Pacific Windows Corporation	D473,956	SINGLE GLIDE FRAME
Ply Gem Pacific Windows Corporation	D471,646	H-MULLION
Ply Gem Pacific Windows Corporation	D470,951	SASH WITH LIFT RAIL
Ply Gem Pacific Windows Corporation	D471,290	STAY BAR
Ply Gem Pacific Windows Corporation	D470,250	SINGLE HUNG FRAME JAMB
Ply Gem Pacific Windows Corporation	D487,935	DOUBLE HUNG REPLACEMENT FRAME SILL FOR A WINDOW
Ply Gem Pacific Windows Corporation	D490,912	SASH WITH INTERLOCK FOR A WINDOW
Ply Gem Pacific Windows Corporation	D503,812	SASH WITH LIFTRAIL FOR A WINDOW
Ply Gem Pacific Windows Corporation	D490,913	PICTURE WINDOW REPLACEMENT FRAME SILL
Ply Gem Pacific Windows Corporation	D487,936	H-MULLION FOR A WINDOW
Ply Gem Pacific Windows Corporation	D487,934	DOUBLE HUNG NEW CONSTRUCTION J-CHANNEL FRAME SILL FOR A WINDOW
Ply Gem Pacific Windows Corporation	D495,808	PICTURE WINDOW FLUSH FIN REPLACEMENT FRAME SILL
Ply Gem Pacific Windows Corporation	D487,933	PICTURE WINDOW NEW CONSTRUCTION J-CHANNEL FRAME SILL
Ply Gem Pacific Windows Corporation	D487,937	DOUBLE HUNG FLUSH FIN REPLACEMENT FRAME SILL FOR A WINDOW
Ply Gem Pacific Windows Corporation	D535,407	PATIO DOOR PANEL INTERLOCK SASH EXTRUSION
Ply Gem Pacific Windows Corporation	D537,173	PATIO DOOR PANEL SASH EXTRUSION WITH WEATHER STRIPPING
Ply Gem Pacific Windows Corporation	D537,962	BRICK MOLD EXTERIOR CASING FOR VINYL WINDOW HAVING WOOD LIKE APPEARANCE

OWNER	PATENT NUMBER	NAME
Ply Gem Pacific Windows Corporation	D537,543	1 INCH X 4 INCH FLAT TRIM EXTERIOR CASING FOR VINYL WINDOW HAVING WOOD-LIKE APPEARANCE
Ply Gem Pacific Windows Corporation	D537,542	SILL NOSE FOR VINYL WINDOW HAVING WOOD-LIKE APPEARANCE
Ply Gem Pacific Windows Corporation	6,151,832	WINDOW BALANCE CAM HOUSING
Ply Gem Pacific Windows Corporation	D338,719	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D343,239	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D338,970	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D338,971	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D343,005	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D338,968	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D338,972	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D345,427	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D338,079	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	D338,537	WINDOW COMPONENT EXTRUSION
Ply Gem Pacific Windows Corporation	4,917,416	WINDOW LATCHING DEVICE
Ply Gem Pacific Windows Corporation	D338,720	WINDOW COMPONENT EXTRUSION

Patent Applications:

OWNER	APPLICATION NUMBER	NAME
Ply Gem Pacific Windows Corporation	10/607,743	COMPOSITIONS COMPRISING MINERALIZED ASH FILTERS
Ply Gem Pacific Windows Corporation	29/244,147	PATIO DOOR PANEL UPPER LEFT HAND CORNER BRACKET CONNECTOR
Ply Gem Pacific Windows Corporation	11/408780	EXTERIOR CASING TRIM
Ply Gem Pacific Windows Corporation	11/714977	WINDOW JOINING SYSTEM
Ply Gem Pacific Windows Corporation	29/240,410	WINDOW JOINING SYSTEM
Ply Gem Pacific Windows Corporation	29/244,149	PATIO DOOR PANEL LOWER LEFT HAND CORNER BRACKET CONNECTOR