

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice and Confirmation of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NCI Group, Inc.		10/20/2009	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association, as Agent
Street Address:	1525 W.T. Harris Blvd.
Internal Address:	Mail Code NC 0680
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28262
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 104

Property Type	Number	Word Mark
Registration Number:	3635678	PRO SERIES
Registration Number:	3631843	FASTAR
Registration Number:	3625096	LONG BAY
Registration Number:	3612444	STEELBUILDING.COM
Registration Number:	3596986	YOUR TEAM FOR BUILDING SUCCESS
Registration Number:	3510203	DESIGNER SERIES
Registration Number:	3497466	STEELBUILDING.COM
Registration Number:	3485997	KILAWORX
Registration Number:	3474327	STEELBUILDING.COM THE FUTURE OF METAL BUILDINGS
Registration Number:	3463776	KILAWORX
Registration Number:	3411290	DURA-20
Registration Number:	3411288	S STEEL SYSTEMS
Registration Number:	3346738	ECI

OP \$2615.00 3635678

900148034

**TRADEMARK
 REEL: 004099 FRAME: 0038**

Registration Number:	3315295	STEELUX
Registration Number:	3304984	NATURALSTONE
Registration Number:	3296129	VALUE EXPRESS
Registration Number:	3259598	EXPRESS BUILDINGS
Registration Number:	3227303	DESIGN · PRICE · BUY ONLINE
Registration Number:	3171918	M MESCO BUILDING SOLUTIONS
Registration Number:	3112441	MESCO BUILDING SOLUTIONS
Registration Number:	3069796	ER ENNIS ROLLFORMING
Registration Number:	3052544	ABLE DOOR MANUFACTURING A DIVISION OF NCI BUILDING SYSTEMS, L.P.
Registration Number:	3037314	MM MIDLAND METALS
Registration Number:	2957507	NCI METAL DEPOTS
Registration Number:	2910053	ULTRA-DEK
Registration Number:	2859589	SS STEEL SYSTEMS
Registration Number:	2850206	A&S A&S BUILDING SYSTEMS
Registration Number:	2837799	DBCI
Registration Number:	2770513	ROYAL LOCK
Registration Number:	2741396	CLASSIC STEEL FRAME HOMES
Registration Number:	2662600	TUFF-SHIELD
Registration Number:	2647624	SUPRA-RIB
Registration Number:	2644801	DESIGN PRICE BUY ONLINE
Registration Number:	2581159	SPEEDY STEEL GARAGES
Registration Number:	2489812	WEATHERSAFE
Registration Number:	2485858	LONG BAY SYSTEM
Registration Number:	2478821	7/8" WIDE RIB
Registration Number:	2458977	MILLENNIUM
Registration Number:	2444278	HERITAGE BUILDING SYSTEMS
Registration Number:	2390227	SABRE BUILDING SYSTEMS
Registration Number:	2359209	SL-16
Registration Number:	2335371	VISTASHEEN
Registration Number:	2335370	VISTACOLOR
Registration Number:	2335369	VISTASHADOW
Registration Number:	2293241	SENTRY XTR
Registration Number:	2286987	TRADITIONAL
Registration Number:	2277089	STORMPROOF

Registration Number:	2266746	BI-36
Registration Number:	2266112	LITEFRAME
Registration Number:	2264507	AMERI-DRAIN
Registration Number:	2262735	S-36
Registration Number:	2262021	ARTISAN
Registration Number:	2259247	B-36
Registration Number:	2256416	CLASSIC
Registration Number:	2218230	NUWALL
Registration Number:	2196662	IPS
Registration Number:	2193540	PERMA-CLAD
Registration Number:	2192160	SLIMLINE
Registration Number:	2192159	RAIN GUARD
Registration Number:	2183547	CLASSIC STEEL FRAME HOMES
Registration Number:	2169345	SS216
Registration Number:	2161830	SUPERLOK
Registration Number:	2119193	METALLIC
Registration Number:	2110344	METALLIC BUILDING COMPANY
Registration Number:	2085914	VERTI-LOC
Registration Number:	2079167	NCI
Registration Number:	2071877	DBCI
Registration Number:	2040247	MID-WEST STEEL BUILDING COMPANY
Registration Number:	2037498	DURA-20
Registration Number:	2035454	AAS
Registration Number:	2030148	MW
Registration Number:	2028846	A&S BUILDING SYSTEMS
Registration Number:	2028845	NCI
Registration Number:	2028844	NCI BUILDING COMPONENTS
Registration Number:	2025884	ROYAL K-70
Registration Number:	2005583	DOUBLECOTE
Registration Number:	1980366	IMPERIAL RIB
Registration Number:	1971249	STEELOX
Registration Number:	1950005	FLEXLOC
Registration Number:	1926989	ABC AMERICAN BUILDING COMPONENTS
Registration Number:	1917593	NUROOF
Registration Number:	1906296	RETRO-R

Registration Number:	1905298	MONARCH RIB
Registration Number:	1750427	SIGNATURE
Registration Number:	1686016	BATTENLOK
Registration Number:	1686013	ABLE
Registration Number:	1684278	LOKSEAM
Registration Number:	1675343	METAL COATERS
Registration Number:	1663644	METAL-PREP
Registration Number:	1613519	DOUBLE-LOK 124
Registration Number:	1424579	MBCI
Registration Number:	1310768	ULTRA-DEK 124
Registration Number:	1206560	MBCI
Registration Number:	1171944	RUGGED RIB
Registration Number:	1082255	REGAL RIB
Registration Number:	1069517	M MESCO
Registration Number:	1055914	M MESCO
Registration Number:	0623865	METALLIC
Registration Number:	0500226	STEELOX
Registration Number:	0320405	STEELOX
Serial Number:	78734227	DESIGN · PRICE · BUY ONLINE
Serial Number:	76698908	CLASSIC STEEL BUILDINGS
Serial Number:	76693637	DOUBLE-LOK
Serial Number:	76685864	EXPRESSPLUS

CORRESPONDENCE DATA

Fax Number: (919)416-8328
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	512485-1270 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/

Date:

11/19/2009

Total Attachments: 7

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NOTICE AND CONFIRMATION OF GRANT OF
SECURITY INTEREST IN TRADEMARKS

NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Agreement"), dated as of October 20, 2009, made by NCI Group, Inc., a Nevada corporation having a principal place of business at 10943 N. Sam Houston Parkway W., Houston, Texas 77064 ("Grantor"), in favor of Wachovia Bank, National Association, a national banking association having a principal place of business at 1525 West W.T. Harris Blvd., Mail Code NC 0680, Charlotte, North Carolina 28262, as administrative agent and collateral agent (the "Agent") for the several banks and other financial institutions (the "Lenders") that are parties to the Amended and Restated Credit Agreement, dated as of October 20, 2009 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among NCI Building Systems, Inc. (the "Borrower"), the Agent and the Lenders.

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, the Borrower and the Grantor have executed and delivered a Guarantee and Collateral Agreement, dated as of October 20, 2009, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement"); and

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Grantor granted to the Agent, for the ratable benefit of the Secured Parties, a security interest in all of its Intellectual Property, including the Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make their respective extensions of credit to the Borrower pursuant to the Credit Agreement, the Grantor agrees, for the ratable benefit of the Secured Parties, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Confirmation of Grant of Security Interest. The Grantor hereby confirms that, subject to existing licenses to use the Trademarks granted by the Grantor in the ordinary course of its business, pursuant to the Guarantee and Collateral Agreement it granted to the Agent, for the ratable benefit of the Secured Parties, a security interest in all of the Trademarks of the Grantor (including, without limitation, those items listed on Schedule I hereto) and to the extent not otherwise included, all Proceeds and products of any and all of the Trademarks, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Obligations of the Grantor, except that no security interest is or will be granted pursuant hereto in any right, title or interest of the Grantor under or in any Excluded Assets.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest with the United States Patent and Trademark Office. This Agreement is expressly subject to the terms and conditions of the Guarantee and Collateral Agreement. The Guarantee and Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Trademarks are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

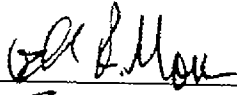
SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

* * *

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

NCI GROUP, INC.

By: 
Name: TODD R. MOORE
Title: EVP + General Counsel

WACHOVIA BANK, NATIONAL
ASSOCIATION, as Agent

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

NCI GROUP, INC.

By: _____
Name:
Title:

WACHOVIA BANK, NATIONAL
ASSOCIATION, as Agent

By:  _____
Name: Jacob Petkovich
Title: Director

Schedule I

**NCI Group, Inc.
(Nevada Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
PRO SERIES	3635678	06/09/09
FASTAR	3631843	06/02/09
LONG BAY	3625096	05/26/09
STEELBUILDING.COM	3612444	04/28/09
YOUR TEAM FOR BUILDING SUCCESS	3596986	03/31/09
DESIGNER SERIES	3510203	09/30/08
STEELBUILDING.COM and Design	3497466	09/09/08
KILAWORX	3485997	08/12/08
STEELBUILDING.COM THE FUTURE OF METAL BUILDINGS	3474327	07/29/08
KILAWORX	3463776	07/08/08
DURA-20	3411290	04/15/08
S STEEL SYSTEMS and Design	3411288	04/15/08
ECI and Design	3346738	12/04/07
STEELOX	3315295	10/23/07
NATURALSTONE	3304984	10/02/07
VALUE EXPRESS	3296129	09/25/07
EXPRESS BUILDINGS	3259598	07/03/07
DESIGN . PRICE . BUY ONLINE	3227303	04/10/07
M MESCO BUILDING SOLUTIONS and Design	3171918	11/14/06
MESCO BUILDING SOLUTIONS	3112441	07/04/06
ER ENNIS ROLLFORMING	3069796	03/21/06
A ABLE DOOR MANUFACTURING A DIVISION OF NCI BUILDING SYSTEMS, L.P. and Design	3052544	01/31/06
MM MIDLAND METALS	3037314	01/03/06
NCI METAL DEPOTS and Design	2957507	05/31/05
ULTRA-DEK	2910053	12/14/04
SS STEEL SYSTEMS and Design	2859589	07/06/04
A&S A&S BUILDING SYSTEMS and Design	2850206	06/08/04
DBCI and Design	2837799	05/04/04
ROYAL LOCK	2770513	10/07/03
CLASSIC STEEL FRAME HOMES and Design	2741396	07/29/03
TUFF-SHIELD	2662600	12/17/02
SUPRA-RIB	2647624	11/12/02
DESIGN PRICE BUY ONLINE and Design	2644801	10/29/02
SPEEDY STEEL GARAGE and Design	2581159	06/18/02
W E A T H E R S A F E	2489812	09/18/01
LONG BAY SYSTEM	2485858	09/04/01
7/8" WIDE RIB	2478821	08/21/01
MILLENIUM	2458977	06/12/01
HERITAGE BUILDING SYSTEMS	2444278	04/17/01
SABRE BUILDING SYSTEMS	2390227	09/26/00
SL-16	2359209	06/20/00
VISTASHEEN	2335371	03/28/00

Mark	Registration No.	Registration Date
VISTACOLOR	2335370	03/28/00
VISTASHADOW	2335369	03/28/00
SENTRY XTR	2293241	11/16/99
TRADITIONAL	2286987	10/19/99
STORMPROOF	2277089	09/14/99
BI-36	2266746	08/03/99
LITEFRAME	2266112	08/03/99
AMERI-DRAIN	2264507	07/27/99
S-36	2262735	07/20/99
ARTISAN	2262021	07/20/99
B-36	2259247	07/06/99
CLASSIC	2256416	06/29/99
NUWALL	2218230	01/19/99
IPS and Design	2196662	10/13/98
PERMA-CLAD	2193540	10/06/98
SLIMLINE	2192160	09/29/98
RAIN GUARD	2192159	09/29/98
CLASSIC STEEL FRAME HOMES	2183547	08/25/98
SS216	2169345	06/30/98
SUPERLOK	2161830	06/02/98
METALLIC	2119193	12/09/97
METALLIC BUILDING COMPANY	2110344	11/04/97
VERTI-LOC	2085914	08/05/97
NCI	2079167	07/15/97
DBCI	2071877	06/17/97
MID-WEST STEEL BUILDING COMPANY	2040247	02/25/97
DURA-20	2037498	02/11/97
AAS and Design	2035454	02/04/97
MW and Design	2030148	01/14/97
A&S BUILDING SYSTEMS	2028846	01/07/97
NCI and Design	2028845	01/07/97
NCI BUILDING COMPONENTS	2028844	01/07/97
ROYAL K-70	2025884	12/24/96
DOUBLECOTE and Design	2005583	10/08/96
IMPERIAL RIB	1980366	06/18/96
STEELOX and Design	1971249	04/30/96
FLEXLOC	1950005	01/23/96
ABC AMERICAN BUILDING COMPONENTS and Design	1926989	10/17/95
NUROOF	1917593	09/12/95
RETRO-R	1906296	07/18/95
MONARCH RIB	1905298	07/18/95
SIGNATURE	1750427	02/02/93
BATTENLOK	1686016	05/12/92
ABLE	1686013	05/12/92
LOKSEAM	1684278	04/28/92
METAL COATERS and Design	1675343	02/11/92
METAL-PREP and Design	1663644	11/05/91
DOUBLE-LOK 124 and Design	1613519	09/18/90
MBCI and Design	1424579	01/13/87
ULTRA-DEK 124	1310768	12/25/84
MBCI and Design	1206560	08/24/82
RUGGED RIB	1171944	10/06/81
REGAL RIB	1082255	01/17/78
M MESCO	1069517	07/12/77

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TRADEMARK
REEL: 004099 FRAME: 0048

Mark	Registration No.	Registration Date
M MESCO	1055914	01/11/77
METALLIC and Design	0623865	03/27/56
STEELUX	0500226	05/11/48
STEELUX	0320405	12/25/34

Pending Applications

Mark	Application No.	Filing Date
DESIGN . PRICE . BUY ONLINE	78734227	10/17/05
CLASSIC STEEL BUILDINGS	76698908	08/11/09
DOUBLE-LOK	76693637	10/17/08
EXPRESSPLUS	76685864	01/17/08