

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Grant of Security Interest in U.S. Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ROOFING SUPPLY GROUP, LLC		11/17/2010	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	DEUTSCHE BANK TRUST COMPANY AMERICAS, as collateral agent		
<b>Street Address:</b>	60 Wall Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10005		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3039303	RSG ROOFING SUPPLY GROUP	
<b>Registration Number:</b>	3069768		
<b>Registration Number:</b>	3043712	BULL	
<b>Registration Number:</b>	3177585		
<b>Registration Number:</b>	3163274	BULL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)354-8113		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2128198200		
<b>Email:</b>	fcutajar@whitecase.com		
<b>Correspondent Name:</b>	White & Case LLP		
<b>Address Line 1:</b>	1155 Avenue of the Americas		
<b>Address Line 2:</b>	Patents & Trademarks		
<b>Address Line 4:</b>	New York, NEW YORK 10036		

OP \$140.00 3039303

ATTORNEY DOCKET NUMBER:	1111779-1341
NAME OF SUBMITTER:	Frances B. Cutajar
Signature:	/Frances B. Cutajar/
Date:	11/17/2010
Total Attachments: 3 source=RSGSToDBTCASecurityInterestTMs#page1.tif source=RSGSToDBTCASecurityInterestTMs#page2.tif source=RSGSToDBTCASecurityInterestTMs#page3.tif	

**GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Roofing Supply Group, LLC, a Delaware Limited Liability Company (the "Grantor") with principal offices at 3890 W. Northwest Highway, Suite 400, Dallas, Texas 75220 , hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other Assignors from time to time party thereto and the Grantee, dated as of November 17, 2010 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the  
17<sup>th</sup> day of November, 2010.

ROOFING SUPPLY GROUP, LLC, as Grantor

By:   
Name: Mike Farrell  
Title: President and Chief Executive Officer

Signature Page to Grant of Security Interest in U.S. Trademarks

**TRADEMARK**

REEL: 004416 FRAME: 0275

SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
RSG ROOFING SUPPLY GROUP (Design)	3,039,303	January 10, 2006
BULL LOGO (Design)	3,069,768	March 21, 2006
BULL	3,043,712	January 17, 2006
BULL LOGO (Design)	3,177,585	November 28, 2006
BULL	3,163,274	October 24, 2006