

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Security Agreement

<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
NCI Group, Inc.		06/22/2012	CORPORATION: NEVADA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Credit Suisse AG, Cayman Islands Branch, as Administrative Agent and Collateral Agent
<b>Street Address:</b>	One Madison Avenue
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10010
<b>Entity Type:</b>	Bank: SWITZERLAND

<b>PROPERTY NUMBERS Total: 99</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Registration Number:	1906296	RETRO-R
Registration Number:	2025884	ROYAL K-70
Registration Number:	2037498	DURA-20
Registration Number:	2110344	METALLIC BUILDING COMPANY
Registration Number:	0623865	METALLIC
Registration Number:	2028845	NCI
Registration Number:	2035454	AAS
Registration Number:	2028846	A&S BUILDING SYSTEMS
Registration Number:	2040247	MID-WEST STEEL BUILDING COMPANY
Registration Number:	2030148	MW
Registration Number:	2028844	NCI BUILDING COMPONENTS
Registration Number:	2079167	NCI
Registration Number:	2071877	DBCI
Registration Number:	2119193	METALLIC

**TRADEMARK**

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Registration Number:	2085914	VERTI-LOC
Registration Number:	2335371	VISTASHEEN
Registration Number:	2335369	VISTASHADOW
Registration Number:	2169345	SS216
Registration Number:	1055914	M MESCO
Registration Number:	1069517	M MESCO
Registration Number:	2183547	CLASSIC STEEL FRAME HOMES
Registration Number:	2196662	IPS
Registration Number:	1686016	BATTENLOK
Registration Number:	1750427	SIGNATURE
Registration Number:	1310768	ULTRA-DEK 124
Registration Number:	1684278	LOKSEAM
Registration Number:	1424579	MBCI
Registration Number:	1917593	NUROOF
Registration Number:	1950005	FLEXLOC
Registration Number:	1980366	IMPERIAL RIB
Registration Number:	1926989	ABC AMERICAN BUILDING COMPONENTS
Registration Number:	1905298	MONARCH RIB
Registration Number:	1206560	MBCI
Registration Number:	1082255	REGAL RIB
Registration Number:	1171944	RUGGED RIB
Registration Number:	2218230	NUWALL
Registration Number:	2161830	SUPERLOK
Registration Number:	2277089	STORMPROOF
Registration Number:	2192159	RAIN GUARD
Registration Number:	2256416	CLASSIC
Registration Number:	2193540	PERMA-CLAD
Registration Number:	2262021	ARTISAN
Registration Number:	2266112	LITEFRAME
Registration Number:	2286987	TRADITIONAL
Registration Number:	2192160	SLIMLINE
Registration Number:	2770513	ROYAL LOCK
Registration Number:	2264507	AMERI-DRAIN
Registration Number:	2647624	SUPRA-RIB
Registration Number:	2478821	7/8" WIDE RIB

	1675343	METAL COATERS
Registration Number:	2005583	DOUBLECOTE
Registration Number:	2485858	LONG BAY SYSTEM
Registration Number:	2359209	SL-16
Registration Number:	2458977	MILLENNIUM
Registration Number:	2489812	WEATHERSAFE
Registration Number:	2741396	CLASSIC STEEL FRAME HOMES
Registration Number:	2837799	DBCI
Registration Number:	2850206	A&S A&S BUILDING SYSTEMS
Registration Number:	2957507	NCI METAL DEPOTS
Registration Number:	2910053	ULTRA-DEK
Registration Number:	3112441	MESCO BUILDING SOLUTIONS
Registration Number:	3171918	M MESCO BUILDING SOLUTIONS
Registration Number:	2444278	HERITAGE BUILDING SYSTEMS
Registration Number:	3497466	STEELBUILDING.COM
Registration Number:	2644801	DESIGN PRICE BUY ONLINE
Registration Number:	3474327	STEELBUILDING.COM THE FUTURE OF METAL BUILDINGS
Registration Number:	0500226	STEELOX
Registration Number:	1971249	STEELOX
Registration Number:	0320405	STEELOX
Registration Number:	3296129	VALUE EXPRESS
Registration Number:	3259598	EXPRESS BUILDINGS
Registration Number:	3315295	STEELOX
Registration Number:	3510203	DESIGNER SERIES
Registration Number:	3635678	PRO SERIES
Registration Number:	3411288	S STEEL SYSTEMS
Registration Number:	3411290	DURA-20
Registration Number:	3346738	ECI
Registration Number:	3227303	DESIGN · PRICE · BUY ONLINE
Registration Number:	3696235	EXPRESSPLUS
Registration Number:	3631843	FASTAR
Registration Number:	3596986	YOUR TEAM FOR BUILDING SUCCESS
Registration Number:	3857122	OUR PANELS MAKE THE DIFFERENCE
Registration Number:	3612444	STEELBUILDING.COM
Registration Number:	3740081	DESIGN · PRICE · BUY ONLINE

**TRADEMARK**

**REEL: 004805 FRAME: 0699**

	3304984	NATURALSTONE
Registration Number:	3485997	KILAWORX
Registration Number:	3463776	KILAWORX
Registration Number:	3625096	LONG BAY
Registration Number:	3787724	ECO-FICIENT
Registration Number:	3779840	CLASSIC STEEL BUILDINGS
Registration Number:	4119895	INTELLIGENT DESIGN
Registration Number:	4127217	
Registration Number:	2581159	SPEEDY STEEL GARAGES
Registration Number:	4148181	METAL COATERS
Serial Number:	76704784	CUBIX
Serial Number:	76706714	METAL PREP
Serial Number:	76707350	HANDY MAN GARAGE
Serial Number:	76707349	HANDY MAN GARAGE
Serial Number:	76979188	METAL COATERS

**CORRESPONDENCE DATA**

Fax Number: 8004947512  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 2023704761  
Email: tfahey@nationalcorp.com  
Correspondent Name: Thomas Fahey  
Address Line 1: 1100 G Street NW, Suite 420  
Address Line 2: National Corporate Research, Ltd.  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F139914
NAME OF SUBMITTER:	Courtney J. Mitchell
Signature:	/Courtney J. Mitchell/
Date:	06/22/2012

**Total Attachments: 8**

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**TRADEMARK**

**REEL: 004805 FRAME: 0700**



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 June 22, 2012, made by NCI Group, Inc., a Nevada corporation (the "Grantor"), in favor of Credit Suisse AG, Cayman Islands Branch as collateral agent (in such capacity, and together with its successors and assigns in such capacity, the "Collateral Agent") and administrative agent (in such capacity, and together with its successors and assigns in such capacity, the "Administrative Agent") for the several banks and other financial institutions (collectively, the "Lenders") from time to time parties to the Credit Agreement described below.

WHEREAS, pursuant to that certain Credit Agreement, dated as of the date hereof (as amended, amended and restated, waived, supplemented or otherwise modified from time to time, together with any agreement extending the maturity of, or restructuring, refunding, refinancing or increasing the Indebtedness under such agreement or successor agreements, the "Credit Agreement"), among NCI Building Systems, Inc., a Delaware corporation (the "Borrower"), the Collateral Agent, the Administrative Agent and the other parties party thereto, the Lenders have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Granting Parties have executed and delivered a Guarantee and Collateral Agreement, dated as of the date hereof, in favor of the Collateral Agent (as amended, amended and restated, waived, supplemented or otherwise modified from time to time, the "Collateral Agreement");

WHEREAS, pursuant to the Collateral Agreement, the Grantor granted to the Collateral Agent for the 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, in consideration of the premises and to induce the Lenders to make their respective extensions of credit to Borrower under the Credit Agreement, the Grantor agrees, for the 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 Collateral Agreement.

SECTION 2. Confirmation of Grant of Security Interest. The Grantor hereby confirms that, pursuant to the Collateral Agreement, it granted to the Collateral Agent, for

the 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 such Grantor, except that no security interest is or will be granted pursuant thereto in any right, title or interest of the Grantor under or in any Trademark License for so long as, and to the extent that, the granting of such a security interest pursuant thereto would result in a breach, default or termination of such Trademark License.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of the security interest with the United States Patent and Trademark Office. This Agreement is expressly subject to the terms and conditions of the Collateral Agreement. To the extent that there is any conflict between this Agreement and the Collateral Agreement, the Collateral Agreement shall control in all respects. The 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 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.

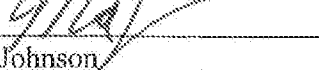
SECTION 6. Governing Law. THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER AND ANY CLAIM OR CONTROVERSY RELATING HERETO SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

\* \* \*

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

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.,  
as Grantor

By:   
Name: Mark Johnson  
Title: Executive Vice President, Chief Financial  
Officer and Treasurer

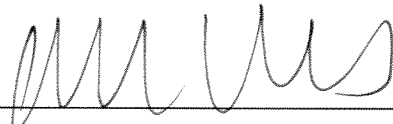
[SIGNATURE PAGE TO NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN  
TRADEMARKS]

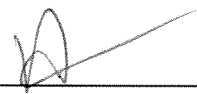
**TRADEMARK**  
**REEL: 004805 FRAME: 0704**



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.

CREDIT SUISSE AG, Cayman Islands  
Branch






By:   
Name: ROBERT HETU  
Title: MANAGING DIRECTOR

By:   
Name: Rahul Parmar  
Title: Associate



SCHEDULE I

U.S. Registered Marks


Mark	Registration No.	Registration Date
RETRO-R	1906296	07/18/1995
ROYAL K-70	2025884	12/24/1996
DURA-20	2037498	02/11/1997
METALLIC BUILDING COMPANY	2110344	11/04/1997
	0623865	03/27/1956
	2028845	01/07/1997
	2035454	02/04/1997
A&S BUILDING SYSTEMS	2028846	01/07/1997
MID-WEST STEEL BUILDING COMPANY	2040247	02/25/1997
	2030148	01/14/1997
NCI BUILDING COMPONENTS	2028844	01/07/1997
NCI	2079167	07/15/1997
DBCI	2071877	06/17/1997
METALLIC	2119193	12/09/1997
VERTI-LOC	2085914	08/05/1997
VISTASHEEN	2335371	03/28/2000
VISTASHADOW	2335369	03/28/2000
SS216	2169345	06/30/1998
	1055914	01/11/1977
	1069517	07/12/1977
CLASSIC STEEL FRAME HOMES	2183547	08/25/1998
	2196662	10/13/1998
BATTENLOK	1686016	05/12/1992

Mark	Registration No.	Registration Date
SIGNATURE	1750427	02/02/1993
ULTRA-DEK 124	1310768	12/25/1984
LOKSEAM	1684278	04/28/1992
	1424579	01/13/1987
NUROOF	1917593	09/12/1995
FLEXLOC	1950005	01/23/1996
IMPERIAL RIB	1980366	06/18/1996
 AMERICAN BUILDING COMPONENTS	1926989	10/17/1995
MONARCH RIB	1905298	07/18/1995
	1206560	08/24/1982
REGAL RIB	1082255	01/17/1978
RUGGED RIB	1171944	10/06/1981
NUWALL	2218230	01/19/1999
SUPERLOK	2161830	06/02/1998
STORMPROOF	2277089	09/14/1999
RAIN GUARD	2192159	09/29/1998
CLASSIC	2256416	06/29/1999
PERMA-CLAD	2193540	10/06/1998
ARTISAN	2262021	07/20/1999
LITEFRAME	2266112	08/03/1999
TRADITIONAL	2286987	10/19/1999
SLIMLINE	2192160	09/29/1998
ROYAL LOCK	2770513	10/07/2003
AMERI-DRAIN	2264507	07/27/1999
SUPRA-RIB	2647624	11/12/2002
7/8" WIDE RIB	2478821	08/21/2001
	1675343	02/11/1992
	2005583	10/08/1996
LONG BAY SYSTEM	2485858	09/04/2001
SL-16	2359209	06/20/2000
MILLENNIUM	2458977	06/12/2001
WEATHERSAFE	2489812	09/18/2001

Mark	Registration No.	Registration Date
	2741396	07/29/2003
	2837799	05/04/2004
	2850206	06/08/2004
	2957507	05/31/2005
ULTRA-DEK	2910053	12/14/2004
MESCO BUILDING SOLUTIONS	3112441	07/04/2006
	3171918	11/14/2006
HERITAGE BUILDING SYSTEMS	2444278	04/17/2001
	3497466	09/09/2008
Design • Price • Buy Online	2644801	10/29/2002
STEELBUILDING.COM THE FUTURE OF METAL BUILDINGS	3474327	07/29/2008
STEELOX	0500226	05/11/1948
	1971249	04/30/1996
STEELOX	0320405	12/25/1934
VALUE EXPRESS	3296129	09/25/2007
EXPRESS BUILDINGS	3259598	07/03/2007
STEELOX	3315295	10/23/2007
DESIGNER SERIES	3510203	09/30/2008
PRO SERIES	3635678	06/09/2009
	3411288	04/15/2008
DURA-20	3411290	04/15/2008
	3346738	12/04/2007

Mark	Registration No.	Registration Date
Design • Price • Buy Online	3227303	04/10/07
EXPRESSPLUS	3696235	10/13/2009
FASTAR	3631843	06/02/2009
YOUR TEAM FOR BUILDING SUCCESS	3596986	03/31/2009
OUR PANELS MAKE THE DIFFERENCE	3857122	10/05/2010
STEELBUILDING.COM	3612444	04/28/2009
DESIGN • PRICE • BUY ONLINE	3740081	01/19/2010
NATURALSTONE	3304984	10/02/2007
	3485997	08/12/2008
KILAWORX	3463776	07/08/2008
LONG BAY	3625096	05/26/2009
ECO-FICIENT	3787724	05/11/2010
CLASSIC STEEL BUILDINGS	3779840	04/27/2010
INTELLIGENT DESIGN	4119895	04/03/2012
	4127217	04/07/2012
SPEEDY STEEL GARAGES (Design)	2581159	06/16/02
METAL COATERS	4148181	05/29/12

U.S. Applications

Mark	Application No.	Filing Date
CUBIX	76704784	10/05/2010
METAL PREP	76706714	03/09/11
HANDY MAN GARAGE	76707350	04/21/11
	76707349	04/21/11
METAL COATERS	76979188	03/09/2011