

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM357119

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BEACON ROOFING SUPPLY, INC.		10/01/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CITIBANK, N.A., AS ADMINISTRATIVE AGENT		
Street Address:	UNIT 580 CROSSPOINT PKWY		
Internal Address:	CRMS DOCUMENTATION		
City:	GETZVILLE		
State/Country:	NEW YORK		
Postal Code:	14068		
Entity Type:	ASSOCIATION: UNITED STATES		
PROPERTY NUMBERS Total: 48			
Property Type	Number	Word Mark	
Registration Number:	3315628	ALABAMA ROOFING SUPPLY	
Registration Number:	3322416	BEACON ROOFING SUPPLY CANADA COMPANY	
Registration Number:	3282231		
Registration Number:	3292842	BEACON	
Registration Number:	3281781	A CONTINUOUS COMMITMENT TO SERVICE & QUA	
Registration Number:	3296354	BEST DISTRIBUTING CO.	
Registration Number:	3296353	BEST DISTRIBUTING CO.	
Registration Number:	3310814	A BEACON ROOFING SUPPLY COMPANY	
Registration Number:	3770850	THE EXPERIENCE YOU WANT, THE SERVICE YOU	
Registration Number:	3296421	COASTAL METAL SERVICE	
Registration Number:	3300798	GROUPE BEDARD MATERIAUX DE TOITURE ROOFI	
Registration Number:	3300799	GROUPE BEDARD	
Registration Number:	3281824	JGA	
Registration Number:	3300815	MISSISSIPPI ROOFING SUPPLY	
Registration Number:	3296355	P	
Registration Number:	3602343	BEACON SALES COMPANY EST. 1928	
Registration Number:	3315630	Q QUALITY	
Registration Number:	3300800	THE ROOF CENTER	
TRADEMARK			

OP \$1215.00 3315628

Property Type	Number	Word Mark
Registration Number:	3296356	ROOF DEPOT
Registration Number:	3281798	RSM ROOFING & SHEET METAL SUPPLY
Registration Number:	3387503	SUN/BELT
Registration Number:	3296358	SHELTER DISTRIBUTION
Registration Number:	3296357	SHELTER DISTRIBUTION
Registration Number:	3281861	
Registration Number:	3322450	BSA BUILDING SYSTEMS ATLANTA
Registration Number:	3296385	SOUTHERN ROOF CENTER
Registration Number:	3281810	WEST END ROOFING SIDING & WINDOWS
Registration Number:	3281812	WEST END
Registration Number:	3365269	NORTH COAST COMMERCIAL ROOFING SYSTEMS
Registration Number:	3434377	NORTH COAST COMMERCIAL ROOFING SYSTEMS
Registration Number:	2529737	BEACON SALES COMPANY
Registration Number:	2500039	BEACON ROOFING SUPPLY
Registration Number:	3295607	EL CENTRO DE TECHOS
Registration Number:	1963996	DEALERS CHOICE
Registration Number:	3310627	DEALERS CHOICE
Registration Number:	1963994	DEALERS CHOICE
Registration Number:	3980113	INDEPENDENT BUILDING MATERIALS
Registration Number:	3980434	INDEPENDENT BUILDING MATERIALS
Registration Number:	3872863	LOOKOUT SUPPLY COMPANY
Registration Number:	3872864	LOOKOUT SUPPLY COMPANY
Serial Number:	85190573	BEST DISTRIBUTING ROOFING SIDING WINDOWS
Serial Number:	85190455	JGA BEACON
Serial Number:	85467403	FP FOWLER & PETH
Serial Number:	85467482	FOWLER & PETH
Serial Number:	85467566	YOUR ROCKY MOUNTAIN BUILDING MATERIALS D
Serial Number:	85467299	THE ROOF CENTER ROOFING · SIDING · WINDO
Registration Number:	3989931	THE ROOF CENTER
Registration Number:	3989917	MISSISSIPPI ROOFING SUPPLY

CORRESPONDENCE DATA

Fax Number: 8668265420

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 301-638-0511

Email: ipresearchplus@comcast.net

Correspondent Name: IP Research Plus, Inc.

Address Line 1: 21 Tadcaster Circle

Address Line 2: attn: Penelope J.A. Agodoa

TRADEMARK

REEL: 005635 FRAME: 0754

Address Line 4:	Waldorf, MARYLAND 20602
ATTORNEY DOCKET NUMBER:	CRS1-40435
NAME OF SUBMITTER:	Penelope J.A. Agodoa
SIGNATURE:	/pja/
DATE SIGNED:	10/01/2015
Total Attachments: 9 source=40435#page1.tif source=40435#page2.tif source=40435#page3.tif source=40435#page4.tif source=40435#page5.tif source=40435#page6.tif source=40435#page7.tif source=40435#page8.tif source=40435#page9.tif	

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this "Agreement") dated as of October 1, 2015 is entered into by and among BEACON ROOFING SUPPLY, INC., a Delaware corporation (the "Grantor"), having its chief executive office at 505 Huntmar Park Drive, Suite 300 Herndon, VA 20170, CITIBANK, N.A., as administrative agent (the "Administrative Agent"), with offices at CRMS Documentation, Unit 580 Crosspoint Pkwy., Getzville, NY 14068, for the ratable benefit of the banks and other financial institutions (the "Lenders") from time to time parties to the Term Loan Credit Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") by and among BEACON ROOFING SUPPLY, INC., a Delaware corporation (the "Borrower"), the Lenders and the Administrative Agent.

This Agreement is executed pursuant to the terms of that certain Collateral Agreement dated as of the date hereof by and among the Grantor, the Borrower, certain Subsidiaries of the Borrower party thereto and the Administrative Agent (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"). Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Collateral Agreement.

The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The obligations of the Lenders to extend such credit are conditioned upon, among other things, the execution and delivery of this Agreement. The Grantor will derive substantial benefits from the extension of credit pursuant to the Credit Agreement and is willing to execute and deliver this Agreement in order to induce the Lenders to extend such credit.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Administrative Agent, a continuing security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

- (i) each Trademark, Trademark registration and Trademark application of the Grantor, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, Trademark registration and Trademark application of the Grantor, and all other assets, rights and interests that uniquely reflect or embody such goodwill, including, without limitation, each Trademark, Trademark registration and Trademark application described on Schedule A;
- (ii) each Trademark License of the Grantor, including, without limitation, each Trademark License described on Schedule B;
- (iii) all claims by the Grantor against third parties for (a) past, present or future infringement or dilution of any Trademark or Trademark registration, including, without limitation, any Trademark or Trademark registration described on Schedule A or under any Trademark License described on Schedule B, (b) injury to the goodwill associated with any Trademark, Trademark registration or Trademark License or (c) any breach or enforcement of any Trademark License; and
- (iv) all products and proceeds of the foregoing.

The rights of the Administrative Agent with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Agreement are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern.

This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract.

This Agreement shall be construed in accordance with and governed by the laws of the State of New York.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned has executed this Agreement as of the day and year first written above.

BEACON ROOFING SUPPLY, INC., as Grantor

By: [Signature]
Name: Joseph M. Nowicki
Title: Executive Vice President, Chief Financial Officer
and Treasurer

ACKNOWLEDGMENT

STATE OF Virginia
COUNTY OF Fairfax

I, Allison Stockwell a Notary Public for said County and State, do hereby certify that Joseph M. Nowicki personally appeared before me this day and stated that he is Executive Vice President, Chief Financial Officer and Treasurer of Roofing Supply Finance, Inc. and acknowledged, on behalf of Roofing Supply Finance, Inc. the due execution of the foregoing instrument.

Witness my hand and official seal, this 29 day of September, 2015.

[Signature]
Notary Public

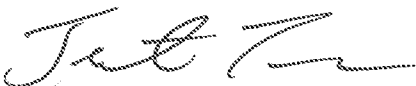
My commission expires:
7/31/2018



[Signature Page to Beacon Roofing Supply, Inc. Trademark Security Agreement]

Agreed and Accepted as of the
date first written above.

CITIBANK, N.A.,
as Administrative Agent


By: 
Name: Justin Tychauer
Title: Director




Schedule A
to
Trademark Security Agreement

	OWNER	MARK	Identification No.	Status Date	Status
1.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,315,628	10/23/07	Registered
2.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,322,416	10/30/07	Registered
3.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,282,231	8/21/07	Registered
4.	BEACON ROOFING SUPPLY, INC.	B E A C O N 	Registration No. 3,292,842	9/18/07	Registered
5.	BEACON ROOFING SUPPLY, INC.	A CONTINUOUS COMMITMENT TO SERVICE AND QUALITY	Registration No. 3,281,781	8/21/07	Registered
6.	BEACON ROOFING SUPPLY, INC.	BEST <u>DISTRIBUTING</u> <u>CO.</u>	Registration No. 3,296,354	9/25/07	Registered
7.	BEACON ROOFING SUPPLY, INC.	BEST DISTRIBUTING CO.	Registration No. 3,296,353	9/25/07	Registered
8.	BEACON ROOFING SUPPLY, INC.	A BEACON ROOFING SUPPLY COMPANY	Registration No. 3,310,814	10/16/07	Registered
9.	BEACON ROOFING SUPPLY, INC.	THE EXPERIENCE YOU WANT, THE SERVICE YOU EXPECT, THE VALUE YOU DESERVE	Registration No. 3,770,850	04/06/10	Registered
10.	BEACON ROOFING SUPPLY, INC.	COASTAL METAL SERVICE	Registration No. 3,296,421	9/25/07	Registered
11.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,300,798	10/2/07	Registered
12.	BEACON ROOFING SUPPLY, INC.	GROUPE BEDARD	Registration No. 3,300,799	10/2/07	Registered
13.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,281,824	8/21/07	Registered
14.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,300,815	10/2/07	Registered
15.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,296,355	9/25/07	Registered

	OWNER	MARK	Identification No.	Status Date	Status
16.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,602,343	4/7/09	Registered
17.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,315,630	10/23/07	Registered
18.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,300,800	10/2/07	Registered
19.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,296,356	9/25/07	Registered
20.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,281,798	8/21/07	Registered
21.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,387,503	2/26/08	Registered
22.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,225,358	9/25/07	Registered
23.	BEACON ROOFING SUPPLY, INC.	SHELTER DISTRIBUTION	Registration No. 3,225,357	9/25/07	Registered
24.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,281,861	8/21/07	Registered
25.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,322,450	10/30/07	Registered
26.	BEACON ROOFING SUPPLY, INC.	SOUTHERN ROOF CENTER	Registration No. 3,296,385	9/25/07	Registered
27.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,281,810	8/21/07	Registered
28.	BEACON ROOFING SUPPLY, INC.	WEST END	Registration No. 3,281,812	8/21/07	Registered
29.	BEACON ROOFING SUPPLY, INC.	NORTH COAST COMMERCIAL ROOFING SYSTEMS	Registration No. 3,365,269	1/8/08	Registered

	OWNER	MARK	Identification No.	Status Date	Status
30.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,434,377	5/27/08	Registered
31.	BEACON ROOFING SUPPLY, INC.	BEACON SALES COMPANY	Registration No. 2,529,737	1/15/02	Registered
32.	BEACON ROOFING SUPPLY, INC.	BEACON ROOFING SUPPLY	Registration No. 2,500,039	10/23/01	Registered
33.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,295,607	9/18/07	Registered
34.	BEACON ROOFING SUPPLY, INC.		Registration No. 1,963,996	3/26/96	Registered
35.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,310,627	10/16/07	Registered
36.	BEACON ROOFING SUPPLY, INC.	DEALERS CHOICE	Registration No. 1,963,994	3/26/96	Registered
37.	BEACON ROOFING SUPPLY, INC.	INDEPENDENT BUILDING MATERIALS	Registration No. 3,980,113	6/21/11	Registered
38.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,980,434	6/21/11	Registered
39.	BEACON ROOFING SUPPLY, INC.	LOOKOUT SUPPLY COMPANY	Registration No. 3,872,863	11/9/10	Registered
40.	BEACON ROOFING SUPPLY, INC.		Registration No. 3,872,864	11/9/10	Registered
41.	BEACON ROOFING SUPPLY, INC.		Serial No. 85/190,573	8/16/11	Pending
42.	BEACON ROOFING SUPPLY, INC.		Serial No. 85/190,455	8/30/11	Pending
43.	BEACON ROOFING SUPPLY, INC.		Serial No. 85/467,403	11/8/2011	Pending
44.	BEACON ROOFING SUPPLY, INC.	FOWLER & PETH	Serial No. 85/467,482	11/8/2011	Pending
45.	BEACON ROOFING SUPPLY, INC.	YOUR ROCKY MOUNTAIN BUILDING MATERIALS DISTRIBUTOR	Serial No. 85/467,566	11/8/2011	Pending

	OWNER	MARK	Identification No.	Status Date	Status
46.	BEACON ROOFING SUPPLY, INC.		Serial No. 85/467,299	11/8/2011	Pending
47.	BEACON ROOFING SUPPLY, INC.	THE ROOF CENTER	Registration No. 3,989,931	7/5/2011	Registered
48.	BEACON ROOFING SUPPLY, INC.	MISSISSIPPI ROOFING SUPPLY	Registration No. 3,989,917	7/5/2011	Registered

CANADIAN TRADEMARKS					
	OWNER	MARK	Identification No.	Status Date	Status
49.	BEACON ROOFING SUPPLY, INC.	BEACON ROOFING SUPPLY	Registration No. TMA555643	12/19/01	Registered
50.	BEACON ROOFING SUPPLY, INC.	 Beacon Roofing Supply CANADA COMPANY	Registration No. TMA867928	12/23/13	Registered
51.	BEACON ROOFING SUPPLY, INC.	 The Roofing Connection	Registration No. TMA842278	2/5/13	Registered
52.	BEACON ROOFING SUPPLY, INC.	 Groupe Bédard BEACON ROOFING SUPPLY CANADA COMPANY	Registration No. TMA867930	12/23/13	Registered

Schedule B
to
Trademark Security Agreement

None.