

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM437082

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	First Amendment To Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Roseburg Forest Products Co.		07/21/2017	Corporation: OREGON
Roseburg Forest Products South Limited Partnership		07/21/2017	Limited Partnership: OREGON
RLC Industries Co.		07/21/2017	Corporation: OREGON
RFP Composites LLC		07/21/2017	Limited Liability Company: OREGON

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	400 4th Street
Internal Address:	OR1-110-01-15
City:	Lake Oswego
State/Country:	OREGON
Postal Code:	97034
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3309692	ARREIS
Registration Number:	4596755	BRECKENRIDGE
Registration Number:	4542690	BRECKENRIDGE SIDING
Registration Number:	1503949	MEDEX
Registration Number:	1191192	MEDITE
Registration Number:	2432845	PERMACORE
Registration Number:	4612915	RIGIDCOAT
Registration Number:	4550731	RIGIDCOAT UNDERLAYMENT
Registration Number:	4866461	SKYPLY

CORRESPONDENCE DATA

Fax Number: 2027393001

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: 202.739.3000

TRADEMARK

Email: jennifer.evans@morganlewis.com
Correspondent Name: Morgan, Lewis & Bockius LLP
Address Line 1: 1111 Pennsylvania Avenue, NW
Address Line 4: Washington, D.C. 20004

ATTORNEY DOCKET NUMBER: 10250704-0123

NAME OF SUBMITTER: Jennifer C. Evans

SIGNATURE: /jce/

DATE SIGNED: 07/28/2017

Total Attachments: 8

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FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT

THIS FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT (the "Amendment"), is dated as of July 21, 2017, and entered into by and among **Roseburg Forest Products Co.**, an Oregon corporation, ("RFP"), **Roseburg Forest Products South Limited Partnership**, an Oregon limited partnership ("RFPS"), **RLC Industries Co.**, an Oregon corporation ("Parent"), **RFP Composites LLC**, an Oregon limited liability company ("Composites"), **Roseburg International Co.**, a Nevada corporation ("International" and together with RFP, RFPS, Parent, and Composites, each a "Grantor" and collectively, the "Grantors") and BANK OF AMERICA, N.A., as Agent (in such capacity together with its successors and assigns in such capacity, "Grantee").

RECITALS

A. RFP and RFPS, the lenders party thereto, and Grantee are parties to that certain Loan and Security Agreement dated March 31, 2011 (as amended, modified, supplemented or restated from time to time, the "Original Loan Agreement").

B. To induce Grantee to provide the financial accommodations described in the Original Loan Agreement, Grantors, **Scott Timber Co.**, an Oregon corporation ("Scott"), and Grantee entered into that certain Trademark Security Agreement, dated as of March 31, 2011 (as recorded on April 7, 2011 with the United States Patent and Trademark Office at REEL/FRAME 4516/0883 and as amended, modified, supplemented or restated from time to time, the "Agreement").

C. RFP and RFPS have requested that Grantee amend and restate the Original Loan Agreement by executing that certain Amended and Restated Loan and Security Agreement, dated as of the date hereof, by and among RFP, RFPS, the lenders signatory thereto, and Grantee (the "Amended and Restated Loan Agreement"). Capitalized terms used herein have the meanings given to them in the Amended and Restated Loan Agreement unless otherwise specified.

D. To induce Grantee to provide the financial accommodations described in the Amended and Restated Loan Agreement, Grantors have requested that Grantee modify and amend certain terms of the Agreement as set forth herein.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, it is agreed as follows:

1. Amendments to the Agreement.

(a) As of the date hereof, Scott shall be released and discharged from its obligations as a Grantor and shall no longer be a party to the Agreement. .

(b) Schedule A to the Agreement is hereby supplemented by adding the trademark registrations and trademark applications set forth on Schedule A hereto ("New Trademarks"), and the New Trademarks shall be deemed Trademarks (as defined in the Agreement) thereunder.

2. No Other Changes. Except as modified by this Amendment, all of the terms and conditions of the Agreement shall remain in full force and effect are hereby ratified and reaffirmed by Grantors.

3. Counterparts. This Amendment may be executed in any number of counterparts, each of

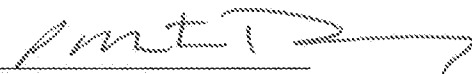
which when so executed and delivered shall be deemed an original and all of which counterparts, taken together, shall constitute one and the same instrument.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed and delivered as of the day and year first above written.

GRANTORS:

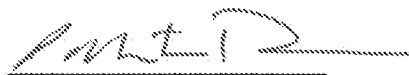
ROSEBURG FOREST PRODUCTS CO.,
an Oregon corporation

By: 
Name: P. Martin Daley
Title: Senior Vice President – Finance

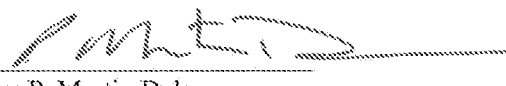
**ROSEBURG FOREST PRODUCTS SOUTH LIMITED
PARTNERSHIP,**
an Oregon limited partnership

By: RFP Composites LLC,
an Oregon limited liability company,
its General Partner

By: RLC Industries Co.,
an Oregon corporation,
its Manager

By: 
Name: P. Martin Daley
Title: Senior Vice President - Finance

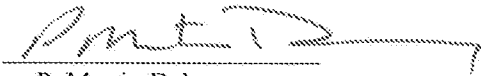
RLC INDUSTRIES CO.,
an Oregon corporation

By: 
Name: P. Martin Daley
Title: Senior Vice President – Finance

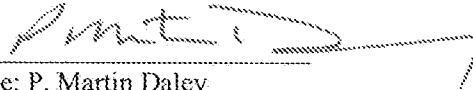
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RFP COMPOSITES LLC,
an Oregon limited liability company

By: RLC Industries Co.,
an Oregon corporation,
its Manager

By: 
Name: P. Martin Daley
Title: Senior Vice President -- Finance

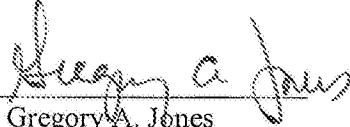
ROSEBURG INTERNATIONAL CO.,
a Nevada corporation

By: 
Name: P. Martin Daley
Title: Senior Vice President -- Finance

[Signature page to First Amendment to Trademark Security Agreement]

GRANTEE:

BANK OF AMERICA, N.A.,
as Agent and Grantee

By: 
Name: Gregory A. Jones
Title: Senior Vice President

[Signature page to First Amendment to Trademark Security Agreement]

SCHEDULE A

1. REGISTERED TRADEMARKS

<u>Mark Name</u>	<u>Country</u>	<u>Current Owner</u>	<u>Status</u>	<u>Registration Number</u>	<u>Issue Date</u>
ARREIS	U.S.	Roseburg Forest Products Co.	REGISTERED	3,309,692	10/09/2007
BRECKENRIDGE	U.S.	Roseburg Forest Products Co.	REGISTERED	4,596,755	09/02/2014
BRECKENRIDGE SIDING	U.S.	Roseburg Forest Products Co.	REGISTERED	4,542,690	06/03/2014
MEDEX	U.S.	Roseburg Forest Products Co.	REGISTERED	1,503,949	09/13/1988
MEDITE	U.S.	Roseburg Forest Products Co.	REGISTERED	1,191,192	03/02/1982
PERMACORE	U.S.	Roseburg Forest Products Co.	REGISTERED	2,432,845	03/06/2001
RIGIDCOAT	U.S.	Roseburg Forest Products Co.	REGISTERED	4,612,915	09/30/2014
RIGIDCOAT UNDERLAYMENT	U.S.	Roseburg Forest Products Co.	REGISTERED	4,550,731	06/17/2014
SKYPLY	U.S.	Roseburg Forest Products Co.	REGISTERED	4,866,461	12/08/2015
MEDEX	MX	Roseburg Forest Products	REGISTERED	921584	02/24/2006

		Co.			
MEDITE	MX	Roseburg Forest Products Co.	REGISTERED	470273	08/19/1994
ARREIS	CA	Roseburg Forest Products Co.	REGISTERED	TMA952,692	10/19/2016
MEDEX	CA	SierraPine (assignment to Roseburg Forest Products Co. not yet recorded)	REGISTERED	TMA382,098	03/22/1991
MEDITE	CA	SierraPine (assignment to Roseburg Forest Products Co. not yet recorded)	REGISTERED	TMA265,099	12/18/1981
MICROFINE	CA	Roseburg Forest Products South LP	REGISTERED	TMA371,927	08/10/1990
ARREIS	AU	SierraPine (assignment to Roseburg Forest Products Co. not yet recorded)	REGISTERED	1316162	08/20/2009
ARREIS AND DESIGN	AU	SierraPine (assignment to Roseburg Forest Products Co. not yet recorded)	REGISTERED	1316163	08/20/2009
ARREIS	NZ	SierraPine (assignment to Roseburg Forest Products Co. not yet recorded)	REGISTERED	811366	02/25/2010

		Co. not yet recorded)			
ARREIS AND DESIGN	NZ	SierraPine (assignment to Roseburg Forest Products Co. not yet recorded)	REGISTERED	811365	02/23/2010
ARREIS	IR (via WIPO)	SierraPine (assignment to Roseburg Forest Products Co. in process)	REGISTERED	IR-1136679	06/08/2012
ARREIS	EU	SierraPine (assignment to Roseburg Forest Products Co. in process)	REGISTERED (under IR)	IR-1136679	06/08/2012

2. TRADEMARK APPLICATIONS

<u>Mark Name</u>	<u>Country</u>	<u>Current Owner</u>	<u>Status</u>	<u>Application Number</u>	<u>Application Date</u>
RIGIDCORE	CA	Roseburg Forest Products Co.	FILED	1,800,122	

3. TRADEMARK LICENSES

None.