

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM471582

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Guardian Building Products, Inc.		04/18/2018	Corporation: GEORGIA
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	300 Galleria Parkway		
Internal Address:	Suite 800		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30339		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2834663	PLUS	
Registration Number:	3087503	BUILDERSPLUS	
Registration Number:	4068328	REMBRANDT	
CORRESPONDENCE DATA			
Fax Number:	4044435697		
<i>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.</i>			
Phone:	404-443-5649		
Email:	lallen@mcguirewoods.com		
Correspondent Name:	Latosha Allen, Paralegal		
Address Line 1:	McGuireWoods LLP		
Address Line 2:	1230 Peachtree St., N.E. Suite 2100		
Address Line 4:	Atlanta, GEORGIA 30309		
NAME OF SUBMITTER:	Latosha Allen		
SIGNATURE:	/Latosha Allen/		
DATE SIGNED:	04/26/2018		
Total Attachments: 4			
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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

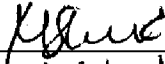
Please be advised that pursuant to the Loan and Security Agreement dated as of April 18, 2018 (as amended, modified, extended, restated, renewed, replaced, or supplemented from time to time, the "Loan Agreement") by and among **GBP HOLDING CORP.**, a Delaware corporation ("Parent" or "Initial Borrower"), as the initial borrower prior to the consummation of the Closing Date Acquisition which immediately upon the consummation of the Closing Date Acquisition and execution of the Assumption Agreement, shall be succeeded by **GUARDIAN BUILDING PRODUCTS, INC.**, a Georgia corporation (the "Grantor", and together with any other entity joined thereto in the future as a borrower, each a "Borrower" and collectively, jointly and severally, "Borrowers"), **SC PROPCO LLC**, a Delaware limited liability company ("Propco"), Parent (upon its execution of the Assumption Agreement) and the other guarantors party thereto (each a "Guarantor" and collectively, jointly and severally, "Guarantor"), the financial institutions party to the Loan Agreement from time to time as Lenders and **BANK OF AMERICA, N.A.**, a national banking association, as administrative agent for the Lenders (in such capacity, the "Agent"), the undersigned Grantor has granted to Agent a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 attached hereto.

The undersigned Grantor and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

[Signature Pages Follow]

Very truly yours,

GUARDIAN BUILDING PRODUCTS, INC., as
Grantor


By: 
Name: Michael Sheppard
Title: Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
GUARDIAN
Signature Page

TRADEMARK
REEL: 006349 FRAME: 0682

Acknowledged and Accepted:

BANK OF AMERICA, N.A.
as Agent

By: 
Name: *Bailey E. Falls*
Title: *Senior Vice President*

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS
GUARDIAN
Signature Page

TRADEMARK
REEL: 006349 FRAME: 0683

SCHEDULE 1

TRADEMARKS

<u>Grantor</u>	<u>Mark</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
Guardian Building Products, Inc.	PLUS	04/20/2004	2834663
Guardian Building Products, Inc.	BUILDERSPLUS	5/2/2006	3087503
Guardian Building Products, Inc.	REMBRANDT	12/06/2011	4068328

Schedule 1 to
Notice of Grant of Security Interest in Trademarks