

1. Name of conveying party(ies): MCD 5-21-98
 Metal Building Components Holding, Inc.
 7301 Fairview
 Houston, Texas 77041

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: MBCI Operating, L.P.
 Internal Address: _____
 Street Address: 7301 Fairview
 City: Houston State: TX ZIP: 77041

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes No
 (Designations must be a separate document from Additional name(s) & address(es) Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 5, 1998

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
1,686,016

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Shawna L. Brown
 Internal Address: Gardere & Wynne

Street Address: 1601 Elm Street
Suite 3000

City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved:..... 34

7. Total fee (37 CFR 3.41):.....\$ 865.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

05/27/1998 DC0ATES 00000171 1686016 DO NOT USE THIS SPACE

01 FC:481 40.00 OP
 02 FC:482 825.00 OP

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Shawna L. Brown Shawna L. Brown May 20, 1998
 Name of Person Signing Signature Date

TRADEMARK
 REFERENCE TO FRANCHISE 363

Total number of pages including cover sheet, attachments, and _____

**SCHEDULE A
REGISTRATIONS**

Registration No.	Mark	Date
1,686,016	BattenLok (Federal)	05-12-92
051075	BattenLok (Texas)	05-29-91
1,750,427	Signature Series (Federal)	02-02-93
1,310,768	Ultra-Dek 124 (Federal)	12-25-84
41713	Ultra-Dek 124 (Texas)	04-11-83
1,613,519	double-lok 124 (Federal)	09-18-90
1,684,278	LokSeam (Federal)	04-28-92
1,424,579	MBCI and Design (Federal)	01-13-87
1,917,593	NuRoof (Federal)	09-12-95
1,950,005	FlexLoc (Federal)	01-23-96
1,980,366	Imperial Rib (Federal)	06-18-96
1,926,989	ABC and Design (Federal)	10-17-95
1,905,298	Monarch Rib (Federal)	07-18-95
1,206,560	MBCI and Design (Federal)	08-24-82
1,082,255	Regal Rib (Federal)	01-17-78
1,171,944	Rugged Rib (Federal)	10-06-81
1,171,994	Solomix (Federal)	Unknown
236,307	Ajax (Federal)	Unknown

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SCHEDULE B

APPLICATIONS

Serial No.	Mark	Application Date
75/286742	NuWall (Federal)	
75/280836	SuperLok (Federal)	
75/325630	OwikLok (Federal)	07-17-97
75/325635	Stormproof (Federal)	07-17-97
75/325627	Craftsman (Federal)	07-17-97
75/325636	Rain Guard (Federal)	07-17-97
75/325626	Classic (Federal)	07-17-97
75/325628	Perma-Clad (Federal)	07-17-97
75/325631	Artisan (Federal)	07-17-97
75/325632	LiteFrame (Federal)	02-06-98
75/325625	Traditional (Federal)	07-17-97
75/325634	Heritage (Federal)	07-17-97
75/325633	Estate (Federal)	07-17-97
75/325638	Slimline (Federal)	07-17-97
75/325629	WeatherShield (Federal)	07-17-97
75/430040	Royal Lock (Federal)	02-05-98
75/431615	Royal Lock and Design (Federal)	02-10-98
75/443735	Ameri-Drain (Federal)	03-03-98

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TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is effective as of May 5, 1998 between METAL BUILDING COMPONENTS HOLDING, INC., a corporation of the State of Delaware and doing business at 7301 Fairview, Houston, Texas 77041 (hereinafter "ASSIGNOR"), and MBCI OPERATING, L.P., a limited partnership of the State of Texas and doing business at 7301 Fairview, Houston, Texas 77041 (hereinafter "ASSIGNEE").

WHEREAS, ASSIGNOR has adopted, used and is using the trademarks listed on Schedule A, attached hereto, which are registered in the United States Patent and Trademark Office with registration numbers as indicated, and

WHEREAS, ASSIGNOR has adopted and is using the trademarks of Schedule B for which it has filed applications in the United States Patent and Trademark Office for registration; and

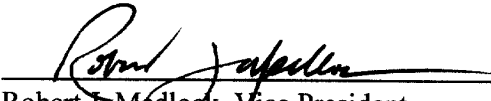
WHEREAS, ASSIGNOR has adopted and is using the trademarks of Schedule C;

WHEREAS, ASSIGNEE, is desirous of acquiring said trademarks and registrations of Schedule A, said trademarks and applications of Schedule B, and said trademarks of Schedule C;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said ASSIGNOR does hereby sell, assign and transfer to said ASSIGNEE all right, title and interest in and to the trademarks and registrations of Schedule A, said trademarks and applications of Schedule B, and said trademarks of Schedule C, together with the good will of the business symbolized by the trademarks of Schedule A, Schedule B, and Schedule C.

This Assignment executed at Houston, Texas, this ¹²~~12~~ day of May, 1998.

METAL BUILDING COMPONENTS
HOLDING, INC.

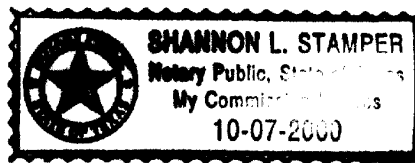
By: 
Robert J. Medlock, Vice President

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

On this 12 day of May, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared ROBERT J. MEDLOCK, known by me to be the person of the above name, who signed and sealed the foregoing instrument, and acknowledged the same to be his own free act and deed.


Notary Public, State of Texas

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SCHEDULE C

TRADEMARKS

Supra-Rib
"7/8" Wide Rib
"3/4" High Rib
"SL-16"
"S-36"
"BI-36"
"B-36"

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