

07-31-1998



U.S. Patent & TMO's/TM Mail Rpt. Dt. #10



07-20-1998

100782213

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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7-20-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
06181998

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership Corporation Association
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

07/29/1998 DNGUYEN 00000230 070650 75103914

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 75.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75103914"/>	<input type="text" value="75074307"/>	<input type="text"/>	<input type="text" value="2038530"/>	<input type="text" value="2104237"/>	<input type="text" value="2121628"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1624670"/>	<input type="text" value="1054959"/>	<input type="text" value="1259098"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1453902"/>	<input type="text" value="1765754"/>	<input type="text" value="1373408"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

William J. Davis

William J. Davis

7/17/98

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

TRADEMARK

REEL: 1761 FRAME: 0920

Schedule A

Country	Mark	Number	Type
U.S.	PACE SETTER PROFESSIONAL STANDARD & Design	2,038,530	Registration
U.S.	BIO CLEAR HOME AIR AND DUCT TREATMENT & Design	2,104,237	Registration
U.S.	THE ENTRY PROTECTOR & Design	75/103,914	Application
U.S.	ATTIC PRO "THE MODERN SECRET TO ENERGY SAVINGS"	2,121,628	Registration
U.S.	RIDGE RUNNER	1,624,670	Registration
U.S.	STYLE-A-RAIL	1,054,959	Registration
Australia	LL LESLIE LOCKE & Design	669144	Registration
Australia	LESLIE LOCKE (block)	669142	Application
Indonesia	LL LESLIE LOCKE & Design	D95-21147	Application
Indonesia	LL LESLIE LOCKE & Design	400270	Registration
Indonesia	LL LESLIE LOCKE (block)	374665	Registration
Indonesia	LL LESLIE LOCKE (block)	D95-21144	Application
Malaysia	LESLIE LOCKE (block)	95-08685	Application
Malaysia	LESLIE LOCKE (block)	95-08687	Application
Malaysia	LL LESLIE LOCKE & Design	95-08688	Application
Malaysia	LL LESLIE LOCKE & Design	95-08686	Application
New Zealand	LL LESLIE LOCKE & Design	252,521	Registration
New Zealand	LESLIE LOCKE (block)	252,519	Registration
New Zealand	LL LESLIE LOCKE & Design	252,520	Registration
New Zealand	LESLIE LOCKE (block)	252,518	Registration
U.S.	ON GUARD & Design	75/074,307	Application
U.S.	THE VILLAGE IRONSMITH & Design	1,259,098	Registration
U.S.	CONTEMPO	1,453,902	Registration
U.S.	FREE-FLO	1,765,754	Registration
U.S.	LL LESLIE LOCKE & Design	1,373,408	Registration
U.S.	Design Only	1,253,604	Registration
U.S.	THE VILLAGE IRONSMITH (Stylized)	1,267,684	Registration
U.S.	LL & Design	1,277,962	Registration
U.S.	RIDGE RUNNER & Design	1,258,460	Registration
U.S.	LL LESLIE LOCKE & Design	1,285,794	Registration
U.S.	RIDGE RUNNER (Block Letters)	1,236,174	Registration
U.S.	WE'VE DONE THE HARD WORK FOR YOU	1,254,052	Registration
U.S.	VERSA	1,162,449	Registration
U.S.	QUALI-TEE	1,145,641	Registration
U.S.	LESLIE-LOCKE	970.192	Registration

Country	Mark	Number	Type
U.S.	LESLIE-LOCKE	971,140	Registration
U.S.	LL & Design	954,075	Registration
U.S.	PLAS.T.LOUVER	951,343	Registration
U.S.	PACESETTER	920,686	Registration
U.S.	BLOK-VENT	763,129	Registration
U.S.	SOFVENT	766,377	Registration
U.S.	WIND-O-GUARD	764,908	Registration
U.S.	PHOS.FUSED	737,400	Registration
U.S.	VERSACAP	705,238	Registration
U.S.	ADJUST A PITCH	702,774	Registration
U.S.	ADJUST-A-RAIL	664,611	Registration
U.S.	LL LESLIE LOCKE & Design	1,373,408	Registration
U.S.	LL LESLIE LOCKE & Design	1,285,794	Registration
U.S.	LESLIE-LOCKE (block)	971,140	Registration
U.S.	LESLIE-LOCKE (block)	970,192	Registration
U.S.	LESLIE-LOCKE (block)	970,192	Registration
	Columbia Rail		Unregistered
	Classic Rail		Unregistered
	Columbia Fence		Unregistered
	Classic Fence		Unregistered
	General Steel		Unregistered
	"Dade County Approval Logo"		Unregistered

ASSIGNMENT OF TRADEMARKS
REGISTRATIONS AND APPLICATIONS
FROM LESLIE-LOCKE, INC. TO LL BUILDING PRODUCTS INC.

WHEREAS, LESLIE-LOCKE, INC. is a corporation organized and existing under the laws of the State of Delaware with its principal place of business at 4501 Circle 75 Parkway, Suite F-6300, Atlanta, Georgia 30339 U.S.A.; and

WHEREAS, LL BUILDING PRODUCTS INC., formerly known as BMCA Key Acquisition Corp., a corporation organized and existing under the laws of the State of Delaware, headquartered at 1361 Alps Road, Wayne, New Jersey 07470 U.S.A., with its principal place of business at 4501 Circle 75 Parkway, Suite F-6300, Atlanta, Georgia 30339 U.S.A., wishes to acquire the marks, registrations and applications for registration set forth on Schedule A to this Assignment and LESLIE-LOCKE, INC. wishes to assign said marks, registrations and applications set forth in Schedule A to this Assignment to LL BUILDING PRODUCTS INC.; and

WHEREAS, LL BUILDING PRODUCTS INC. has acquired the business, assets and appurtenant goodwill of LESLIE-LOCKE, INC. to which the marks, registrations and applications set forth at Schedule A pertain.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, LESLIE-LOCKE, INC. does hereby assign unto LL BUILDING PRODUCTS INC., to the extent provided in the Asset Purchase Agreement, dated May 26, 1998, between BMCA Key Acquisition Corp. and Leslie-Locke, Inc., all right, title and interest in

and to such marks, together with the goodwill of the business symbolized by such marks, registrations and applications set forth in Schedule A to this Assignment, including, without limitation, the right to sue for any past infringements of such marks.

LESLIE-LOCKE, INC.,
Assignor

By: Ralph C. Pepper
Its: President

State of New York)
County of New York) SS:

I CERTIFY that on June 18, 1998, Ralph C. Pepper came before me in person and stated to my satisfaction that (s)he:

- (a) made the attached instrument;
- (b) was authorized to and did execute this instrument on behalf of and as President of Leslie-Locke, Inc., the entity named in this instrument; and,
- (c) signed this instrument as the act of the entity.

Lisa A. Shemie
Notary Public

LISA A. SHEME
Notary Public, State of New York
No. 02SH5086661
Qualified in New York County
Commission Expires Oct. 20, 99

Accepted this 18th day of June, 1998.

LL BUILDING PRODUCTS INC.,
Assignee

By: Stephen R. Olson
Its: Vice President

State of New York)
County of New York) SS:

I CERTIFY that on June 18, 1998, Stephen R. Olson came before me in person and stated to my satisfaction that (s)he:

- (a) made the attached instrument;
- (b) was authorized to and did execute this instrument on behalf of and as Vice President of LL Building Products Inc., the entity named in this instrument; and,
- (c) signed this instrument as the act of the entity.

Lisa A. Shemie
Notary Public

LISA A. SHEME
Notary Public, State of New York
No. 02SH5086661
Qualified in New York County
Commission Expires Oct. 20, 99

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BMCA KEY ACQUISITION CORP.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2891125 8100

981264726

AUTHENTICATION 9185363

DATE OF 1998
TRADEMARK

REEL: 1761 FRAME: 0925

CERTIFICATE OF INCORPORATION

OF

BMCA KEY ACQUISITION CORP

THE UNDERSIGNED, being a natural person for the purposes of organizing a corporation under the General Corporation Law of the State of Delaware, hereby certifies that:

FIRST: The name of the Corporation is BMCA Key Acquisition Corp.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle, State of Delaware. The name of the registered agent of the Corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as from time to time amended.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is 1000, all of which shares shall be Common Stock having a par value of \$.001

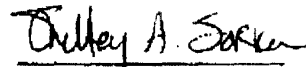
FIFTH: The name and mailing address of the incorporator is Shelley A. Sorkin, c/o ISP Management Company, Inc., 1361 Alps Road, Wayne, New Jersey 07470.

SIXTH: In furtherance and not in limitation of the powers conferred by law, subject to any limitations contained elsewhere in these articles of incorporation, By-laws of the Corporation may be adopted, amended or repealed by a majority of the board of directors of the Corporation, but any By-laws adopted by the board of directors may be amended or repealed by the stockholders entitled to vote thereon. Election of directors need not be by written ballot.

SEVENTH: (a) A director of the Corporation shall not be personally liable either to the Corporation or to any stockholder for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, or (ii) for acts or omissions which are not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for any matter in respect of which such director shall be liable under Section 174 of Title 8 of the General Corporation Law of the State of Delaware or any amendment thereto or successor provision thereto, or (iv) for any transaction from which the director shall have derived an improper personal benefit. Neither amendment nor repeal of this paragraph (a) nor the adoption of any provision of the Certificate of Incorporation inconsistent with this paragraph (a) shall eliminate or reduce the effect of this paragraph (a) in respect of any matter occurring, or any cause of action, suit or claim that, but for this paragraph (a) of this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to, or testifies in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the full extent permitted by law, and the Corporation may adopt By-laws or enter into agreements with any such person for the purpose of providing for such indemnification.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Incorporation on this 30th day of April, 1998.




Shelley A. Sorkin
Sole Incorporator

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BMCA KEY ACQUISITION CORP.", CHANGING ITS NAME FROM "BMCA KEY ACQUISITION CORP." TO "LL BUILDING PRODUCTS INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF JUNE, A.D. 1998, AT 9 O'CLOCK A.M.




Edward J. Freel, Secretary of State

2891125 8100
981264726

AUTHENTICATION: 9185364
DATE: 07-08-98