

1.29.01

02-05-2001

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



101604701

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

JAN 29 2001

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Name

Execution Date
Month Day Year

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)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership 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

FOR OFFICE USE ONLY

02/02/2001 670M1 00000248 719607

01 FD:481 40.00 DF
02 FD:482 400.00 DF

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

TRADEMARK
REEL: 002229 FRAME: 0253

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3) JAN 29 2001

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="718807"/>	<input type="text" value="723706"/>	<input type="text" value="745293"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="748641"/>	<input type="text" value="759510"/>	<input type="text" value="813287"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="813791"/>	<input type="text" value="815289"/>	<input type="text" value="1037482"/>

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.

LORI POTTS

Name of Person Signing

Signature

01/19/01

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.)

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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)

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1037875	1078936	1135769
1492259	1642091	1817937
2063282	2154610	
<input type="text"/>	<input type="text"/>	<input type="text"/>
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GRANT OF SECURITY INTEREST (TRADEMARKS)

GAF PREMIUM PRODUCTS INC., a Delaware corporation (the "Grantor"), is obligated to THE BANK OF NEW YORK, as Collateral Agent (the "Collateral Agent"), and has entered into the Security Agreement as of December 22, 2000 (as the same may be amended, supplemented or otherwise modified, the "Security Agreement") with the Collateral Agent.

Pursuant to the Security Agreement, the Grantor granted to the Collateral Agent a security interest in all of the right, title and interest of the Grantor in and to (i) all United States, state and foreign trademarks, trade names, corporate names, company names, business names, fictitious business names, internet domain names, trade styles, service marks, certification marks, collective marks, logos, other source or business identifiers, designs and general intangibles of a like nature, all registrations and applications for any of the foregoing including, but not limited to the registrations and applications referred to in Schedule I, all extensions or renewals of any of the foregoing, all of the goodwill of the business connected with the use of and symbolized by the foregoing, the right to sue for past, present and future infringement or dilution of any of the foregoing or for any injury to goodwill (the "Trademarks"), and (ii) all proceeds of the foregoing, including, without limitation, licenses, royalties, income, payments, claims, damages, and proceeds of suit (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Collateral Agent, and grant to the Collateral Agent a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Upon the cash payment in full of all Obligations (as such term is defined in the Security Agreement), the Collateral Agent will take whatever actions are necessary at the Grantor's expense to release or reconvey to Grantor all right, title and interest of the Grantor in and to the Trademarks.

The Collateral Agent's address is: 100 Church Street, 14th Floor, New York, New York 10286.

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its duly authorized officer as of the 22nd day of December, 2000.

GAF PREMIUM PRODUCTS INC.

By: *Susan B Vass*

Name: *Susan B. Vass*

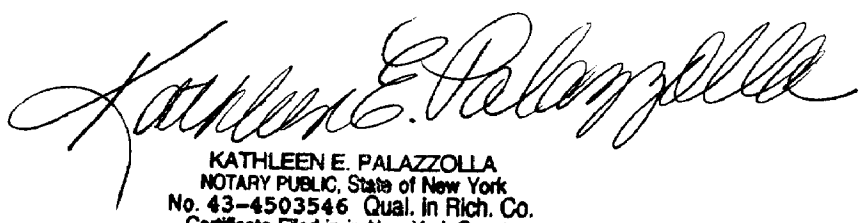
Title: *Senior Vice President and Treasurer*

STATE OF New York

COUNTY OF New York ss.:

On this 22 day of Dec., 2000 before me personally came Susan Yoss, to me known, who, being by me duly sworn, did depose and say that she resides at 425 E. 5th St. NY; that she is the SUPV ~~Treas.~~ of GAF PREMIUM PRODUCTS INC., the corporation described in and which executed the above instrument, and that he signed his name thereto by order of the board of directors thereof.

Notary Public
[Notary's Stamp]



KATHLEEN E. PALAZZOLLA
NOTARY PUBLIC, State of New York
No. 43-4503546 Qual. in Rich. Co.
Certificate Filed in in New York County
Commission Expires Jan. 31, 2002

Schedule 1
to .
Grant of Security Interest (Trademarks)
Dated as of December 22, 2000

See the list attached hereto

Trademark

AMERICAN TRADITIONAL
01703 USA G 09NO1976 106026 06DE1977 1078936 06DE2007
06DE2007
Attorney:JJW Client/Division: Agent: PO Class & Type: IN 19
Mark: AMERICAN TRADITIONAL Goods:ROOFING SHINGLES.

CALIFORNIA RANCHO & DESIGN
01705 USA G 08NO1962 156912 05NO1963 759510 05NO2003
05NO2003
Attorney:JJW Client/Division: Agent: PO Class & Type: IN 19
Mark: CALIFORNIA RANCHO & DESIGN Goods:SIDING SHINGLES.

CEDATEX
01706 USA G 11AP1975 49264 06AP1976 1037482 06AP2006
06AP2006
Attorney:JJW Client/Division: Agent: PO Class & Type: IN 19
Mark: CEDATEX Goods:SIDING SHINGLES.

COLORBLENDS
01759 USA G 18JE1996 75/121210 20MY1997 2063282 20MY2007
20MY2007
Attorney:JJW Client/Division: Agent: PO Class & Type: IN 19
Mark: COLORBLENDS Goods:FIBER-CEMENT ROOFING SHINGLES.

FIBER-SHAKE & DESIGN
01702 USA G 23AP1965 72-217220 20SE1966 815289 20SE2006
20SE2006
Attorney:JJW Client/Division: Agent: PO Class & Type: IN 19
Mark: FIBER-SHAKE & DESIGN Goods:FIBER-CEMENT SIDING SHINGLES.

HERITAGE SLATE
01693 USA G 13JE1990 74-068740 23AP1991 1642091 23AP2001
23AP2001
Attorney: Client/Division: Agent: PO Class & Type: IN 19
Mark: HERITAGE SLATE Goods:ROOFING SHINGLES.

MAGNA-tones
01701 USA G 25AP1962 72-143060 30AP1963 748641 30AP2003
30AP2003
Attorney:JJW Client/Division: Agent: PO Class & Type: IN 19
Mark: MAGNA-tones Goods:FIBER-CEMENT SIDING SHINGLES.

Trademarks For Owner: GAF Premium Products Inc.
Date of Report: 15NO2000

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Trademark							

NARRO-SIDE							
01699	USA	G	03JA1958	72-043404	07NO1961	723706	07NO2001
07NO2001							
Attorney:JJW		Client/Division:		Agent: PO		Class & Type: IN 19	
Mark: NARRO-SIDE						Goods:FIBER-CEMENT SIDING SHINGLES.	
POCONO							
01709	USA	G	11AP1975	49266	13AP1976	1037875	13AP2006
13AP2006							
Attorney:JJW		Client/Division:		Agent: PO		Class & Type: IN 19	
Mark: POCONO						Goods:SIDING SHINGLES.	
SLATE OF THE ART							
01694	USA	G	14CC1987	73-689588	14JE1988	1492259	14JE2008
14JE2008							
Attorney:JJW		Client/Division:		Agent: PO		Class & Type: IN 19	
Mark: SLATE OF THE ART						Goods:FIBER-CEMENT ROOFING AND SIDING SHINGLES.	
STRIDE							
01700	USA	G	26AP1962	72-143180	19FE1963	745293	19FE2003
19FE2003							
Attorney:JJW		Client/Division:		Agent: PO		Class & Type: IN 19	
Mark: STRIDE						Goods:FIBER-CEMENT SIDING SHINGLES.	
SUPRA-SHAKE							
01692	USA	G	03MR1992	74-251662	27OC1992	1727636	27OC2002
27OC2002							
Attorney:JJW		Client/Division:		Agent: PO		Class & Type: IN 19	
Mark: SUPRA-SHAKE						Goods:SIDING SHINGLES.	
supra-TONES							
01695	USA	G	29JA1960	89958	25JL1961	718807	25JL2001
25JL2001							
Attorney:JJW		Client/Division:		Agent: PO		Class & Type: IN 19	
Mark: supra-TONES						Goods:ASBESTOS-CEMENT SIDING SHINGLES.	
SUPRADUR							
01689	USA	G	30MR1993	74-373264	25JA1994	1817937	25JA2004
25JA2004							
Attorney:JJW		Client/Division:		Agent: PO		Class & Type: IN 19	
Mark: SUPRADUR CEMENT SIDING						Goods:BUILDING MATERIALS; NAMELY, FIBER-REINFORCED	

Trademarks For Owner: GAF Premium Products Inc.
Date of Report: 15NO2000

Trademark							

SUPRADUR 01710 03MR2007 Attorney:JJW Mark: SUPRADUR PRODUCTS, SIDING, AND	USA	G	03OC1985	561285	03MR1987	1431045	03MR2007
			Client/Division:	Agent: PO	Class & Type: IN 16 Goods:LOOSELEAF SHEETS CONCERNING RO OFING		
SUPRANYL 01795 20MY2000 Attorney:JJW Mark: SUPRANYL	USA	G	06MR1969	73/206311	20MY1980	1135769	20MY2000
			Client/Division:	Agent: PO	Class & Type: IN 19 Goods:VINYL SIDING		
SUPRASEAL & DESIGN 01711 28OC2000 Attorney:JJW Mark: SUPRASEAL & DESIGN	USA	G	25JA1978	156605	28OC1980	1140808	28OC2000
			Client/Division:	Agent: PO	Class & Type: IN 19 Goods:ROOFING SHINGLES.		
SUPRATECT & DESIGN 01704 30AU2006 Attorney:JJW Mark: SUPRATECT & DESIGN ROLL ROOFING,	USA	G	11JE1965	220977	30AU1966	813791	30AU2006
			Client/Division:	Agent: PO	Class & Type: IN 19 Goods:ASPHALT ROOFING PRODUCTS - NAM ELY, SHINGLES.		
SUPRAWALL & DESIGN 01696 23AU2006 Attorney:JJW Mark: SUPRAWALL & DESIGN ASPHALT	USA	G	22JE1965	221760	23AU1966	813,287	23AU2006
			Client/Division:	Agent: PO	Class & Type: IN 19 Goods:ASBESTOS-CEMENT SIDING AND ROO FING SHINGLES;		
ULTRA SLATE 01778 05MY2008 Attorney:JJW Mark: ULTRA SLATE	USA	G	27SE1996	75/172899	05MY1998	2154610	05MY2008
			Client/Division:	Agent: PO	Class & Type: IN 19 Goods:FIBER-CEMENT ROOFING SHINGLES		
WESTERN-SHAKE 01691 20OC2002 Attorney:JJW Mark: WESTERN-SHAKE	USA	G	10MR1992	74-254125	20OC1992	1725715	20OC2002
			Client/Division:	Agent: PO	Class & Type: IN 19 Goods:FIBER-CEMENT SHINGLES.		