

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM456512

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citibank, N.A., as administrative agent		01/02/2018	National Banking Association:

RECEIVING PARTY DATA

Name:	Beacon Roofing Supply, Inc.
Street Address:	505 Huntmar Park Drive, Suite 300
City:	Herndon
State/Country:	VIRGINIA
Postal Code:	20170
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 48

Property Type	Number	Word Mark
Registration Number:	3315628	ALABAMA ROOFING SUPPLY
Registration Number:	3322416	BEACON ROOFING SUPPLY CANADA COMPANY
Registration Number:	3282231	
Registration Number:	3292842	BEACON
Registration Number:	3281781	A CONTINUOUS COMMITMENT TO SERVICE & QUA
Registration Number:	3296354	BEST DISTRIBUTING CO.
Registration Number:	3296353	BEST DISTRIBUTING CO.
Registration Number:	3310814	A BEACON ROOFING SUPPLY COMPANY
Registration Number:	3770850	THE EXPERIENCE YOU WANT, THE SERVICE YOU
Registration Number:	3296421	COASTAL METAL SERVICE
Registration Number:	3300798	GROUPE BEDARD MATERIAUX DE TOITURE ROOFI
Registration Number:	3300799	GROUPE BEDARD
Registration Number:	3281824	JGA
Registration Number:	3300815	MISSISSIPPI ROOFING SUPPLY
Registration Number:	3296355	P
Registration Number:	3602343	BEACON SALES COMPANY EST. 1928
Registration Number:	3315630	Q QUALITY
Registration Number:	3300800	THE ROOF CENTER

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3296356	ROOF DEPOT
Registration Number:	3281798	RSM ROOFING & SHEET METAL SUPPLY
Registration Number:	3387503	SUN/BELT
Registration Number:	3225358	SAMMY
Registration Number:	3281861	
Registration Number:	3322450	BSA BUILDING SYSTEMS ATLANTA
Registration Number:	3296385	SOUTHERN ROOF CENTER
Registration Number:	3281810	WEST END ROOFING SIDING & WINDOWS
Registration Number:	3281812	WEST END
Registration Number:	3365269	NORTH COAST COMMERCIAL ROOFING SYSTEMS
Registration Number:	3434377	NORTH COAST COMMERCIAL ROOFING SYSTEMS
Registration Number:	2529737	BEACON SALES COMPANY
Registration Number:	2500039	BEACON ROOFING SUPPLY
Registration Number:	3295607	EL CENTRO DE TECHOS
Registration Number:	1963996	DEALERS CHOICE
Registration Number:	3310627	DEALERS CHOICE
Registration Number:	1963994	DEALERS CHOICE
Registration Number:	3980113	INDEPENDENT BUILDING MATERIALS
Registration Number:	3980434	INDEPENDENT BUILDING MATERIALS
Registration Number:	3872863	LOOKOUT SUPPLY COMPANY
Registration Number:	3872864	LOOKOUT SUPPLY COMPANY
Registration Number:	4122659	JGA BEACON
Registration Number:	4270745	FP FOWLER & PETH
Registration Number:	4167877	FOWLER & PETH
Registration Number:	4266844	YOUR ROCKY MOUNTAIN BUILDING MATERIALS D
Registration Number:	4167860	THE ROOF CENTER ROOFING · SIDING · WINDO
Registration Number:	3989931	THE ROOF CENTER
Registration Number:	3989917	MISSISSIPPI ROOFING SUPPLY
Serial Number:	85190573	BEST DISTRIBUTING ROOFING SIDING WINDOWS
Registration Number:	3225357	NETPOST MAILING ONLINE

CORRESPONDENCE DATA

Fax Number: 8004947512

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: 202-370-4750

Email: ipteam@cogencyglobal.com

Correspondent Name: Melony Sot

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: COGENCY GLOBAL INC.

TRADEMARK

REEL: 006240 FRAME: 0498

Address Line 4:	Washington, D.C. 20005
ATTORNEY DOCKET NUMBER:	F174617 BRS Release
NAME OF SUBMITTER:	Rachel Klein
SIGNATURE:	/RACHEL KLEIN/
DATE SIGNED:	01/02/2018
Total Attachments: 9 source=Beacon Roofing Supply TM Release#page2.tif source=Beacon Roofing Supply TM Release#page3.tif source=Beacon Roofing Supply TM Release#page4.tif source=Beacon Roofing Supply TM Release#page5.tif source=Beacon Roofing Supply TM Release#page6.tif source=Beacon Roofing Supply TM Release#page7.tif source=Beacon Roofing Supply TM Release#page8.tif source=Beacon Roofing Supply TM Release#page9.tif source=Beacon Roofing Supply TM Release#page10.tif	

TERMINATION AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS

This TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Termination and Release"), dated as of January 2, 2018, from Citibank, N.A., as administrative agent (in such capacity, the "Administrative Agent") for the Secured Parties, to Beacon Roofing Supply, Inc. (the "Grantor") in connection with the Trademark Security Agreement, dated as of October 1, 2015 between the Grantor and the Administrative Agent, (the "Trademark Security Agreement"), as amended, restructured, renewed, novated, supplemented, restated, replaced or otherwise modified from time to time). Capitalized terms used herein without definition have the meanings set forth in the Collateral Agreement (as defined below).

WITNESSETH:

WHEREAS, pursuant to (i) that certain Term Loan Collateral Agreement, dated as of October 1, 2015 (as amended, restructured, renewed, novated, supplemented, restated, replaced or otherwise modified from time to time, the "Collateral Agreement"), among Beacon Roofing Supply, Inc., a Delaware corporation (the "Borrower"), the Grantors from time to time party thereto and the Administrative Agent and (ii) the Trademark Security Agreement, the Grantors granted and pledged to the Administrative Agent, its successors and permitted assigns, for the ratable benefit of itself and the Secured Parties, and granted to the Administrative Agent, its successors and permitted assigns, for the ratable benefit of the Secured Parties, among other collateral as set forth therein, a continuing security interest in all of the Borrower's right, title and interest in (a) the Trademark registrations set forth on Schedule I hereto, (b) all claims by the Grantor against third parties for (1) past, present or future infringement or dilution of any Trademark or Trademark registration, including, without limitation, any Trademark or Trademark registration described on Schedule I hereto or (2) injury to the goodwill associated with any Trademark or Trademark registration and (c) all products and proceeds of the foregoing (collectively, the "Trademark Collateral");

WHEREAS, the Trademark Security Agreement was recorded with the Trademark Division of the United States Patent and Trademark Office on October 1, 2015 at Trademark Reel 5635 and Frame 753; and

WHEREAS, the Administrative Agent is, pursuant to (i) that certain payoff letter dated as of the date hereof among Citibank, N.A. and the Borrower and (ii) this Termination and Release, terminating, releasing and discharging the entirety of its continuing security interest in the Trademark Collateral in accordance with Section 7.15 of the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademarks pursuant to the Trademark Security Agreement, the receipt and adequacy of which are

hereby acknowledged, and upon the terms set forth in this Termination and Release, the Administrative Agent hereby agrees as follows:

1. Release of Security Interest. The Administrative Agent hereby terminates, releases and discharges its continuing security interest in all of the Grantors' right, title or interest in, to and under all of the Trademark Collateral, and any right, title or interest of the Administrative Agent or any other Secured Party therein shall hereby cease and become void.

2. Further Assurances. The Administrative Agent shall, at the expense of the Grantors, execute and deliver to the Grantors all further releases and other documents (including, without limitation, Uniform Commercial Code termination statements), and take all other actions necessary or reasonably desirable for the release of the security interest in respect of the Trademark Collateral, in each case as reasonably requested by the Grantors.

3. Applicable Law. **THIS TERMINATION AND RELEASE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.**

4. Electronic Delivery. Delivery of an executed page to this Termination and Release by facsimile transmission or other customary means of electronic transmission (e.g., "pdf") shall be effective as delivery of a manually signed Termination and Release.

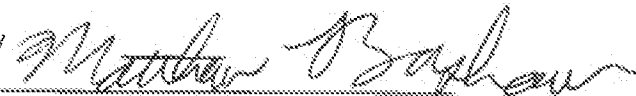
5. Miscellaneous. The execution and delivery of this Termination and Release and any document or agreement referred to herein or in connection herewith, and the taking of any action in connection herewith shall be without recourse to, or representation or warranty by, the Administrative Agent or any other Secured Party. Nothing herein shall be construed to act as a release of, or prejudice the rights of the Administrative Agent or the Secured Parties to, the security interest created under any Security Document, other than in respect of the assets being released hereunder.

* * *

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IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

CITIBANK, N.A., as Administrative Agent

By 

Name:

Title:

Matthew Bashaw
Vice President

[Signature Page to Termination and Release of Security Interest in Trademarks]

{13686664}






TRADEMARK






REEL: 006240 FRAME: 0502



Schedule I

Trademarks



<u>Mark</u>	<u>Serial/Reg. No.</u>	<u>Reg. Date</u>	<u>Record Owner (State of Organization)</u>	<u>Status/Lien/Ownership Other Issues</u>
	Registration No. 3,315,628	10/23/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,322,416	10/30/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,282,231	8/21/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,292,842	9/18/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
A CONTINUOUS COMMITMENT TO SERVICE AND QUALITY	Registration No. 3,281,781	8/21/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,296,354	9/25/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
BEST DISTRIBUTING CO.	Registration No. 3,296,353	9/25/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
A BEACON ROOFING SUPPLY COMPANY	Registration No. 3,310,814	10/16/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered




Mark	Serial/Reg. No.	Reg. Date	Record Owner (State of Organization)	Status/Lien/Ownership Other Issues
THE EXPERIENCE YOU WANT, THE SERVICE YOU EXPECT, THE VALUE YOU DESERVE	Registration No. 3,770,850	4/06/10	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
COASTAL METAL SERVICE	Registration No. 3,296,421	9/25/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,300,798	10/2/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
GROUPE BEDARD	Registration No. 3,300,799	10/2/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,281,824	8/21/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,300,815	10/2/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,296,355	9/25/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,602,343	4/7/09	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,315,630	10/23/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered

Mark	Serial/Reg. No.	Reg. Date	Record Owner (State of Organization)	Status/Lien/Ownership Other Issues
	Registration No. 3,300,800	10/2/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,296,356	9/25/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,281,798	8/21/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,387,503	2/26/08	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,225,358	9/25/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
SHELTER DISTRIBUTION	Registration No. 3,225,357	9/25/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,281,861	8/21/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,322,450	10/30/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
SOUTHERN ROOF CENTER	Registration No. 3,296,385	9/25/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered

Mark	Serial/Reg. No.	Reg. Date	Record Owner (State of Organization)	Status/Lien/Ownership Other Issues
	Registration No. 3,281,810	8/21/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
WEST END	Registration No. 3,281,812	8/21/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
NORTH COAST COMMERCIAL ROOFING SYSTEMS	Registration No. 3,365,269	1/8/08	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,434,377	5/27/08	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
BEACON SALES COMPANY	Registration No. 2,529,737	1/15/02	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
BEACON ROOFING SUPPLY	Registration No. 2,500,039	10/23/01	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,295,607	9/18/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 1,963,996	3/26/96	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,310,627	10/16/07	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
DEALERS CHOICE	Registration No. 1,963,994	3/26/96	BEACON ROOFING SUPPLY, INC.	Registered

Mark	Serial/Reg. No.	Reg. Date	Record Owner (State of Organization)	Status/Lien/Ownership Other Issues
			(Delaware)	
INDEPENDENT BUILDING MATERIALS	Registration No. 3,980,113	6/21/11	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,980,434	6/21/11	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
LOOKOUT SUPPLY COMPANY	Registration No. 3,872,863	11/9/10	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 3,872,864	11/9/10	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
JGA BEACON	Registration No. 4,122,659	04/03/12	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Registration No. 4,270,745	01/08/13	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
FOWLER & PETH	Registration No. 4,167,877	07/03/12	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
YOUR ROCKY MOUNTAIN BUILDING MATERIALS DISTRIBUTOR	Registration No. 4,266,844	01/01/13	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered

Mark	Serial/Reg. No.	Reg. Date	Record Owner (State of Organization)	Status/Lien/Ownership Other Issues
	Registration No. 4,167,860	07/03/12	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
THE ROOF CENTER	Registration No. 3,989,931	7/5/2011	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
MISSISSIPPI ROOFING SUPPLY	Registration No. 3,989,917	7/5/2011	BEACON ROOFING SUPPLY, INC. (Delaware)	Registered
	Serial No. 85/190,573	8/16/11	BEACON ROOFING SUPPLY, INC. (Delaware)	Pending

CANADIAN TRADEMARKS				
OWNER	MARK	Identification No.	Status Date	Status
BEACON ROOFING SUPPLY, INC.	BEACON ROOFING SUPPLY	Registration No. TMA555643	12/19/01	Registered
BEACON ROOFING SUPPLY, INC.	 Beacon Roofing Supply CANADA COMPANY	Registration No. TMA867928	12/23/13	Registered
BEACON ROOFING SUPPLY, INC.	 The Roofing Connection	Registration No. TMA842278	2/5/13	Registered
BEACON ROOFING SUPPLY, INC.	 Groupe Bédard BEACON ROOFING SUPPLY CANADA COMPANY	Registration No. TMA867930	12/23/13	Registered