

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NATIONAL DIVERSIFIED SALES, INC.		08/09/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	NATIONAL CITY BANK
Street Address:	One South Broad Street
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19107
Entity Type:	COMPANY: PENNSYLVANIA

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2513806	DFW
Registration Number:	2445786	SPEE-D
Registration Number:	1931081	BUBBLER HYDRANT
Registration Number:	1658662	DRIP HYDRANT
Registration Number:	2069560	DRIP-A-LONG
Registration Number:	2686626	STRETCH 'N LOCK
Registration Number:	2104980	G.P.8 PLUS
Registration Number:	1172139	RAINDRIP
Serial Number:	78526982	FLO-WELL
Serial Number:	78526990	DURA
Serial Number:	78527012	GRASSROAD PAVERS
Serial Number:	78527021	EZ ROLL
Serial Number:	78527039	TUFFTRACK

OP \$440.00 2513806

Serial Number:	78526851	DRIPSTAR
Serial Number:	78526860	HYDRO-PORT
Serial Number:	78560389	INTELLIDRIP
Serial Number:	78568105	ULTRA SPRAY

CORRESPONDENCE DATA

Fax Number: (215)851-1420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 215-241-8859
Email: philipdocketing@reedsmith.com
Correspondent Name: Louis M. Heidelberger, Esquire
Address Line 1: P.O. Box 7990
Address Line 2: Intellectual Property
Address Line 4: Philadelphia, PENNSYLVANIA 19101

NAME OF SUBMITTER:	Todd A. Norton, Esquire
Signature:	/Todd A. Norton, Esquire/
Date:	08/19/2005

Total Attachments: 8
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NOTICE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

NOTICE dated the 9th day of August, 2005 by NATIONAL DIVERSIFIED SALES, INC., a California corporation, having an address at, 21820 Burbank Blvd., Suite 200 Woodland Hills, CA 91367 ("Debtor") to and in favor of NATIONAL CITY BANK, a national banking association having offices at One South Broad Street, Philadelphia, PA 19107 ("Secured Party"), as administrative agent under a certain Credit Agreement dated August 9, 2005 among Debtor, Secured Party and the lenders referred to therein (the "Lenders") (as may be amended, restated or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, Debtor is the owner of certain Intellectual Property Collateral as listed in Exhibits A, B, C and D hereto; and

WHEREAS, the Lenders have agreed to extend certain credit to Debtor on a term and revolving basis under the Credit Agreement on the condition that Debtor pledges and grants to Secured Party, for the benefit of the Lenders, as collateral for the Obligations (as defined in the IP Agreement described below) a security interest and lien in and to such Intellectual Property Collateral and application therefor described above, including the registrations thereof, the goodwill associated therewith and other related claims and rights (the "IP") as more fully described in that certain Intellectual Property Security Agreement by Debtor in favor of Secured Party, for the benefit of Lenders, dated August 9, 2005 (the "IP Agreement");

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Debtor hereby pledges, grants and assigns to Secured Party, for the benefit of Lenders, a security interest and lien in and to all rights, title and interest in and to the aforesaid IP, and give notice of such security interest and the existence of such IP Agreement providing therefor.

Executed as of the date first above written.

NATIONAL DIVERSIFIED SALES, INC.

Address: :

By:



Name: William P. McKee Jr

Title: VP

IP Assignment

TRADEMARK
REEL: 003143 FRAME: 0547

STATE OF Pennsylvania
COUNTY OF Philadelphia

SS.

Before me, the undersigned, a Notary Public in and for the state and county aforesaid, on this 9th day of August, 2005, personally appeared William P. McKee to me known personally, and who, being first by me duly sworn, deposed and said that he/she is the VP of NATIONAL DIVERSIFIED SALES, INC., and that the foregoing instrument was signed and sealed on behalf of said company by authority of its Board of Directors, and that he/she acknowledged said instrument to be the free act and deed of said company.

Renay L. Wanser
Notary Public

My commission expires: _____

(Notarial Seal)

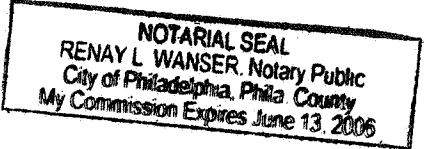


EXHIBIT "A"

COMPUTER SOFTWARE COLLATERAL

NONE

EXHIBIT "B"

COPYRIGHT COLLATERAL

<u>COPYRIGHT DESCRIPTION</u>	<u>DATE OF CREATION</u>	<u>FIRST DATE OF DISTRIBUTION</u>	<u>ORIGINAL AUTHOR OR OWNER OR COPYRIGHT (IF DIFFERENT FROM DEBTOR)</u>	<u>DATE AND RECORDATION NUMBER OF IP AGREEMENT TO OWNER OF DEBTOR (IF ORIGINAL AUTHOR OR OWNER OF COPYRIGHT IS DIFFERENT FROM DEBTOR)</u>
<u>NONE</u>				

EXHIBIT "C"

PATENT COLLATERAL

<u>Description</u>	<u>Patent Number</u>	<u>Application/Issue Date</u>
Edging Strip	10/615,967	07/09/2003
Rollable Load Bearing Mat	11/134,526	05/20/2005
Adjustable Flow Bubbler	6,827,298	12/07/2004
Water Heater Stand	D441,855	05/08/2001
Utility Outlet To Connect A Corrugated Sewer And A Drain Pipe To A Catch Basin	D402,013	12/01/1998
Channel Drain And Support Bracket Unit	D377,389	01/14/1997
Water Relief Valve For Drainage System	D363,769	10/31/1995
Combined Drywall Cover And Drain Insert	D350,816	09/20/1994
Combined Drywall And Storm Drain	D350,815	09/20/1994
Composite Drywell, Drywell System And Method	D350,814	09/20/1994

EXHIBIT "D"

TRADEMARK COLLATERAL

<u>Trademark</u>	<u>Registration Number</u>	<u>Reg./App. Date</u>
DFW	2,513,806	12/04/2001
SPEE-D	2,445,786	04/24/2001
BUBBLER HYDRANT	1,931,081	10/31/1995
DRIP HYDRANT	1,658,662	09/24/1991
DRIP-A-LONG	2,069,560	06/10/1997
RAINDRIP	1,172,139	10/06/1981
STRETCH N' LOCK	2,686,626	02/11/2003
G.P.8 PLUS	2,104,980	10/14/1997
FLO-WELL	78/526,982	12/03/2004
DURA	78/526,990	12/03/2004
GRASSROAD PAVER	78/527,012	12/03/2004
EZ ROLL	78/527,021	12/03/2004
TUFFTRACK	78/527,039	12/03/2004
DRIPSTAR	78/526,851	12/03/2004
HYDRO-PORT	78/526,860	12/03/2004
INTELLIDRIP	78/560,389	12/03/2005
ULTRA SPRAY	78/568,105	02/03/2003

OTHER TRADEMARK COLLATERAL

NONE