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RECORDATION FORM COVER
TRADEMARKS O

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

FLEET CAPITAL CORPORATION

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance / Execution Date(s) :

Execution Date(s) 07/15/2004

- Assignment
- Security Agreement
- Other Trademark Release
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Central Purchasing, LLC

Internal Address: _____

Street Address: 3491 Mission Oaks Blvd.

City: Camarillo

State: CA

Country: USA Zip: 93011

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____

Other LLC Citizenship California

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,779,361

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Deborah Taylor

Internal Address: c/o Latham & Watkins LLP

Street Address: 633 W. Fifth Street #4000

City: Los Angeles

State: CA Zip: 90071

Phone Number: 213/485-1234

Fax Number: 213/891-8763

Email Address: deborah.taylor@lw.com

6. Total number of applications and registrations involved:

41

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$1,040.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Deborah Taylor
Signature

May 24, 2005

Date

Deborah E. Taylor
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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06/02/2005 JUALANE 0000031 2779361
40.00 DP
1000.00 DP
D.F.C. 8521
D.F.C. 8522

EXHIBIT A

Trademarks of Central Purchasing, LLC (formerly Central Purchasing, Inc.) registered with United States Federal Trademark Office:

<u>Description</u>	<u>Registration Number</u>	<u>Registration/Filing Date</u>
RAPID PUMP	2,779,361	11/26/02
ONESTOPGARDENS.COM	2,469,750	7/17/01
ONE STOP GARDENS	2,467,936	7/10/01
HARBORFREIGHT.COM	2,397,649	10/24/00
HARBORFREIGHTTOOLS.COM	2,372,871	8/1/00
HARBOR FREIGHT TOOLS	2,264,787	7/27/99
HARBOR FREIGHT TOOLS & Design	2,262,968	7/20/99
DIAMOND LIFE & Design	2,195,090	10/13/98
WINDSOR DESIGN & Design	2,163,466	6/9/98
FISHERMAN'S HABIT & Design	2,142,233	3/10/98
BUMBLE BEE & Design	2,191,713	9/29/98
PRO-KART & Design	1,898,834	6/13/95
CENTRAL PNEUMATIC & Design	1,623,254	11/20/91
HARBOR FREIGHT & Design	1,530,291	
CENTRAL PNEUMATIC & Design	1,564,171	11/7/89
HARBOR FREIGHT TOOLS & Design	1,558,534	9/26/89
HARBOR FREIGHT SALVAGE COMPANY	1,552,340	8/15/89
"INSIDE TRACK" CLUB	1,464,950	11/10/87
BIG TOP	1,351,733	7/30/85
PITTSBURGH FORGE & Design	1,392,153	5/6/86
PITTSBURGH & Design	1,337,579	5/28/85
CENTRAL FLEX	1,281,579	6/12/84
CHICAGO ELECTRIC	1,306,584	11/20/84
DM DRILLMASTER	1,280,530	6/5/84
CENTRAL PNEUMATIC TOOL & Design	1,264,742	1/24/84
CENTRAL HYDRAULICS & Design	1,307,657	12/4/84

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CENTRAL MACHINERY	1,250,962	9/13/83
CENTRAL FORGE & Design	1,317,682	2/5/85
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HARBOR FREIGHT SALVAGE CO. (AND DESIGN)	1,555,826	9/12/89
HARBOR FREIGHT SALVAGE CO. (AND DESIGN)	1,557,643	9/26/89
DIAMOND LIFE	2,414,392	12/19/00
ESSEX BRASS	2,420,638	1/16/01
HARBOR FREIGHT (Service Mark)	2,394,977	10/17/00
HARBOR FREIGHT (AND DESIGN)	2,403,471	11/14/00
HARBOR FREIGHT TOOLS USA	2,438,888	3/27/01
HARBOR FREIGHT TOOLS USA (AND DESIGN)	2,476,123	8/7/01
HARBOR FREIGHT USA	2,441,298	4/3/01
HARBOR FREIGHT USA (AND DESIGN)	2,574,045	5/28/02

TRADEMARK RELEASE

THIS RELEASE is made as of this 15th day of July, 2004, by Fleet Capital Corporation, in its capacity as Agent ("Fleet"), in favor of Central Purchasing, LLC (formerly, Central Purchasing, Inc., "CP"), Harbor Freight Tools USA, Inc. ("HFT"), Harbor Freight Tools Texas, L.P. ("TLP," and together with CP and HFT, the "Borrowers"), under that certain Amended and Restated Loan and Security Agreement dated January 31, 2003 by and among each of the Borrowers, Fleet and each of the lenders signatory thereto from time to time (the "Loan Agreement"); and

WHEREAS, the Borrowers have paid and performed in full their obligations to such lenders and terminated all further obligations of such lenders to extend credit to any Borrower.

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Fleet hereby unconditionally and expressly releases, terminates and extinguishes any and all of its right, title and interest in and to, and any and all liens and security interest it may have upon the trademarks listed on Exhibit A attached hereto (and all other trademarks (both common law and registered), trademark applications, trademark registrations, divisions, renewals and extensions of the Borrowers in which Fleet obtained a security interest on or after February 1, 2003), which liens and security interests were established under and pursuant to that certain Trademark Security Agreement dated as of August 26, 1999, made by the Borrowers in favor of Fleet, recorded on or about September 9, 1999, reel number 1958, frame number 260, as amended in February 2003.

This Release shall be binding upon Fleet's legal representatives, assigns and successors. This Release is made without recourse, representation, warranty or other assurance of any kind by Fleet as to Fleet's rights in any collateral security for amounts owing under the Loan

Agreement, the condition or value of any collateral or any other matter (other than the representation that Agent has not previously transferred its rights in such collateral security or created a lien on such rights).

**Fleet Capital Corporation,
as Agent**

By: 
Name: _____
Title: _____

**John Tolle
Vice President**

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TRADEMARK
REEL: 003168 FRAME: 0696

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HARBOR FREIGHT USA (AND DESIGN)	2,574,045	5/28/02

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RECORDED: 05/25/2005

TRADEMARK
REEL: 003168 FRAME: 0697