

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Utility Supply of America, Inc.		09/29/2008	CORPORATION: ILLINOIS

RECEIVING PARTY DATA	
<b>Name:</b>	HDS IP Holding, LLC
<b>Street Address:</b>	101 Convention Center Drive
<b>Internal Address:</b>	Suite 850
<b>City:</b>	Las Vegas
<b>State/Country:</b>	NEVADA
<b>Postal Code:</b>	89109
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEVADA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3224814	USABLUERBUCKS
Registration Number:	2945650	AQUATRAC
Registration Number:	2426425	COREPRO
Registration Number:	2119931	WHEN IT COMES TO UTILITY SUPPLIES, WE WROTE THE BOOK
Registration Number:	2181896	PLANTPRO
Registration Number:	2236393	USABLUERBOOK
Registration Number:	2252348	UTILITY SUPPLY OF AMERICA
Registration Number:	2266004	USA BLUEBOOK

CORRESPONDENCE DATA	
Fax Number:	(404)962-6831
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	404-885-3380
Email:	trademarks@troutmansanders.com

OP \$215.00 3224814

Correspondent Name: F. Richard Rimer, Jr.  
Address Line 1: 600 Peachtree Street NE  
Address Line 2: Suite 5200  
Address Line 4: Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:	41079.14-UTILSUPPAMER MKS
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NAME OF SUBMITTER:	F. Richard Rimer, Jr.
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Signature:	/frr/
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Date:	11/11/2008
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Total Attachments: 2  
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source=Assignment from Utility Supply of America#page2.tif

TRADEMARK ASSIGNMENT

THIS TRADEMARKS ASSIGNMENT (the "Assignment") is made and entered into as of the 29<sup>th</sup> day of September, 2008, by and between Utility Supply of America, Inc., an Illinois corporation, whose address is 3781 Burwood Drive, Waukegan, IL 60085 (hereinafter referred to as "Assignor"), and HDS IP Holding, LLC, a Nevada limited liability company, whose address is 101 Convention Center Drive, Suite 850, Las Vegas Nevada 89109 (hereinafter referred to as "Assignee").

WITNESSETH

WHEREAS, Assignor has received registrations for the marks listed on Exhibit A (the "Marks");

WHEREAS, Assignor is the owner of all right, title, and interest in and to the Marks;

WHEREAS, Assignee and Assignor desire to enter into this Assignment to effect the transfer of the Marks to Assignee on a worldwide basis, including but not limited to the application set forth above; and

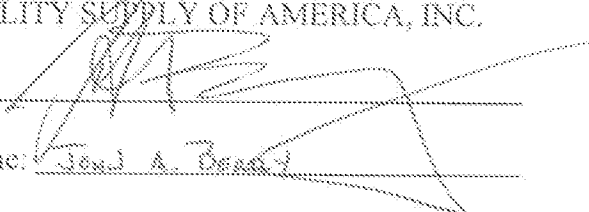
NOW, THEREFORE, for and in consideration of the premises and the mutual promises hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby agree as follows:

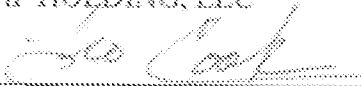
1. Transfer and Assignment. Assignor hereby transfers and assigns to Assignee all right, title, and interest in and to the Marks on a worldwide basis, including but not limited to the registration set forth above, together with the goodwill associated therewith, along with the right to recover for damages and profits and other remedies for past infringements of the Marks.

2. Further Documentation and Actions. Assignor hereby agrees to execute and deliver to Assignee any further documents and instruments in Assignor's possession, and to do any and all further reasonable acts that are deemed necessary by Assignee to vest in Assignee all right, title, and interest in and to the Marks, and to enable such right, title, and interest to be recorded in the United States Patent and TradeMark Office and any other appropriate governmental authority or agency of the United States and internationally.

"ASSIGNOR"  
UTILITY SUPPLY OF AMERICA, INC.

"ASSIGNEE"  
HDS IP HOLDING, LLC

By:  \_\_\_\_\_

By:  \_\_\_\_\_

Name: David A. Deary \_\_\_\_\_

Name: Leo Cook \_\_\_\_\_

Title: President, USADLCO, Inc. \_\_\_\_\_

Title: Pres. \_\_\_\_\_

*Exhibit A*

*Marks*

Mark	Registration No.
USABUEBUCKS	3224814
AQUATRAC	2945650
COREPRO	2426425
WHEN IT COMES TO UTILITY SUPPLIES, WE WROTE THE BOOK	2119931
PLANTPRO	2181896
USABUEBOOK	2236393
UTILITY SUPPLY OF AMERICA	2252348
USA BLUEBOOK	2266004