

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
Ware Industries, Inc.		12/29/2008	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	HSBC Business Credit (USA) Inc.
Street Address:	452 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	Financial Institution:

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	2527356	CERTIFIED PRIME
Registration Number:	0989474	STUD-RITE
Registration Number:	1894825	WAREWALL
Registration Number:	1905305	WARE QUALITY & SERVICE COUNT
Registration Number:	1972736	WAREGROM-IT
Registration Number:	3317699	BRIDGE RITE
Registration Number:	3042520	JOIST RITE
Registration Number:	3046812	TRUSS RITE
Registration Number:	3250532	MARINO WARE
Registration Number:	3285549	MARINO\WARE
Registration Number:	3179558	DESIGN RITE
Registration Number:	3349829	CONNECT SOURCE
Registration Number:	3286362	DEFLEX CLIP
Registration Number:	3494139	EXPEDIUS

CH \$465.00 2527356

Serial Number:	77436428	VIPERRIB
Registration Number:	3441443	VIPERSTUD
Serial Number:	77436430	VIPERTRACK
Registration Number:	3250759	FRAME RITE

CORRESPONDENCE DATA

Fax Number: (202)408-3141
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 2: Attn: Jean Paterson
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Jean Paterson
Signature:	/Jean Paterson/
Date:	01/12/2009

Total Attachments: 7
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

Tab settings → → →

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Ware Industries, Inc.
400 Metuchen Road
South Plainfield, NJ 07080

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: HSBC Business Credit (USA) Inc.
Internal Address: _____
Street Address: 452 Fifth Avenue
City: New York State: NY ZIP: 10017

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Financial Institution

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)
 Additional Name(s) & address(es) attached? Yes No

3. Nature of conveyances:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 29, 2008

4. Application Number(s) or registration number(s):
A. Trademark Application.(s)
See attached Schedule A

Additional numbers attached? Yes No

B. Trademark registration No.(s)
See attached Schedule A

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Corporation Service Company
Internal Address: _____

Street Address: 1133 Avenue of the Americas
31st Floor
City: New York State: NY ZIP: 10036

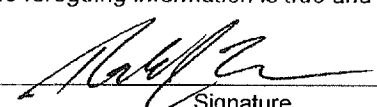
6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41): \$ _____
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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

Robert J. Tan  January 12, 2009
Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 7

Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

RECORDATION OF TRADEMARK SECURITY INTEREST

WHEREAS, WARE INDUSTRIES, INC., a corporation formed under the laws of New Jersey, located at 400 Metuchen Road, South Plainfield, New Jersey 07080 ("Borrower"), owns the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to HSBC BUSINESS CREDIT (USA) INC. ("HSBC") and various other financial institutions (collectively, "Lenders") and HSBC as agent for Lenders ("Agent") pursuant to (i) a certain Amended and Restated Financing Agreement, dated the date hereof, among Agent, Lenders and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

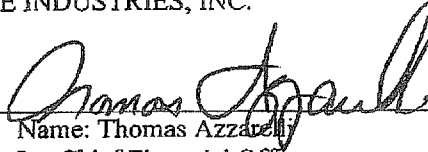
WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
December 29, 2008

WARE INDUSTRIES, INC.

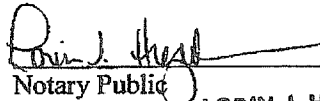
By: 
Name: Thomas Azzarelli
Its: Chief Financial Officer

HSBC BUSINESS CREDIT (USA) INC., as
Agent

By: _____
Name: Jimmy Schwartz
Its: Vice President

STATE OF NEW JERSEY)
: ss.:
COUNTY OF MIDDLESEX)

On this 29th day of December, 2008, before me personally came Thomas Azzarelli, to me known, who, being by me duly sworn, did depose and say that he is the Chief Financial Officer of Ware Industries, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.


Notary Public
LORIN J. HAGEDORN
NOTARY PUBLIC OF NEW JERSEY
ID. No. 2207054
My Commission Exp. Oct. 30, 2012

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this ____ day of December, 2008, before me personally came Jimmy Schwartz, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of HSBC Business Credit (USA) Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Notary Public

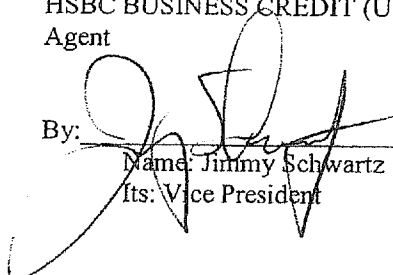
Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
December 29, 2008

WARE INDUSTRIES, INC.

By: _____
Name: Thomas Azzarelli
Its: Chief Financial Officer

HSBC BUSINESS CREDIT (USA) INC., as
Agent

By:  _____
Name: Jimmy Schwartz
Its: Vice President

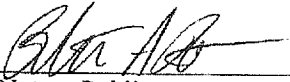
STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this ____ day of December, 2008, before me personally came Thomas Azzarelli, to me known, who, being by me duly sworn, did depose and say that he is the Chief Financial Officer of Ware Industries, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Notary Public

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 20th day of December, 2008, before me personally came Jimmy Schwartz, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of HSBC Business Credit (USA) Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.



Notary Public

ROBERT A. ROOT
Notary Public - State of New York
No. 01R06066843
Qualified in Suffolk County
My Commission Expires Nov. 26, 2009

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December 29, 2008, by and between Ware Industries, Inc. and HSBC Business Credit (USA) Inc., as Agent.

Mark	Country	Filing Date	App. No.	Reg. Date	Reg. No.	Status
CERTIFIED PRIME AND DESIGN	US	3/16/2001	76/225,681	1/8/2002	2,527,356	Registered
STUD-RITE	US	3/26/1973	72/452,575	7/30/1974	989,474	Registered
WAREWALL	US	5/25/1994	74/512,283	5/23/1995	1,894,825	Registered
WARE QUALITY & SERVICE COUNT	US	3/25/1994	74/504,942	7/18/1995	1,905,305	Registered
WAREGROM-IT	US	4/18/1995	74/662,908	5/7/1996	1,972,736	Registered
FRAME RITE	US	11/29/2005	78/762,709	5/16/2008	TMA 714,598	Registered
BRIDGE RITE	US	5/4/2006	78/876,854	10/23/2007	3,317,699	Registered
JOIST RITE	US	9/18/2003	78/302,319	1/10/2006	3,042,520	Registered
TRUSS RITE	US	9/18/2003	78/302,290	1/17/2006	3,046,812	Registered
MARINO\WARE (Stylized)	US	5/27/2005	78/638,808	6/12/2007	3,250,532	Registered
MARINO\WARE	US	5/25/2005	78/637,060	8/28/2007	3,285,549	Registered
DESIGN RITE	US	5/10/2005	78/626,889	12/5/06	3,179,558	Registered
CONNECT SOURCE	US	11/22/2005	78/759,332	12/4/2007	3,349,829	Registered
DEFLEX CLIP	US	8/14/2006	78/951,224	8/28/2007	3,286,362	Registered
EXPEDIUS	US	8/24/2006	78/959,808	8/26/2008	3,494,139	Registered
VIPERRIB	US	04/01/2008	77/436,428			Pending
VIPERSTUD	US	12/04/2006	77/056,567	6/3/2008	3,441,443	Registered
VIPERTRACK	US	04/01/2008	77/436,430			Pending

Schedule A - I

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