

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
HomeDirect, Inc.		06/22/2011	CORPORATION: DELAWARE
HD Holdings, Inc.		06/22/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Comerica Bank, as Agent		
Street Address:	39200 Six Mile Road		
City:	Livonia		
State/Country:	MICHIGAN		
Postal Code:	48152		
Entity Type:	a Texas banking association: TEXAS		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	85030844	HOMEDIRECT EXPRESS BRINGING IT HOME. FASTER. GUARANTEED.	
Registration Number:	3726289	DIRECT RECOVERY	
Registration Number:	3819008	HOMEDIRECT EXPRESS BRINGING IT HOME. FASTER!	
Registration Number:	3534559	HOMEDIRECT	
Registration Number:	3534557	HOMEDIRECT PASSPORT	
Registration Number:	3215838	DIRECTWARE	
CORRESPONDENCE DATA			
Fax Number:	(734)930-2494		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	734-761-3780		
Email:	asujek@bodmanlaw.com		
Correspondent Name:	Angela Alvarez Sujek - Bodman PLC		
Address Line 1:	201 South Division, Ste. 400		
Address Line 4:	Ann Arbor, MICHIGAN 48104		

OP \$165.00 85030844

NAME OF SUBMITTER:	Angela Alvarez Sujek
Signature:	/Angela Alvarez Sujek/
Date:	07/07/2011
Total Attachments: 4 source=HomeDirect -- executed Amendment to Security Agreement#page1.tif source=HomeDirect -- executed Amendment to Security Agreement#page2.tif source=HomeDirect -- executed Amendment to Security Agreement#page3.tif source=HomeDirect -- executed Amendment to Security Agreement#page4.tif	


AMENDMENT TO SECURITY AGREEMENT

This Amendment, dated June 22, 2011 is delivered pursuant to **Section 4.8(c)** of the Security Agreement referred to below. The undersigned hereby agrees that this Amendment may be attached to the Security Agreement dated as of December 13, 2005, between the undersigned and Comerica Bank, as Agent (the "**Security Agreement**"), and (a) that the intellectual property listed on ***Schedule A*** annexed hereto shall be and become part of the Collateral referred to in the Security Agreement and shall secure payment and performance of all Indebtedness as provided in the Security Agreement and (b) that ***Schedule A*** shall be deemed to amend ***Schedule 1.1*** by supplementing the information provided on such Schedule with the information set forth on ***Schedule A***.


Capitalized terms used herein but not defined herein shall have the meanings therefor provided in the Security Agreement.

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment to Security Agreement as of the day and year first written above.

HD HOLDINGS, INC.

By: 
Name: James K. Vargo
Title: Chief Financial Officer

HOMEDIRECT, INC.

By: 
Name: James K. Vargo
Title: Chief Financial Officer

COMERICA BANK, AS AGENT

By: 

Name: David J. Wible

Title: Vice President

Signature page to Amendment to Security Agreement
(1098228)

TRADEMARK
REEL: 004577 FRAME: 0238

Schedule A

U.S. Trademarks

Mark	App. No.	Filing Date	Reg. No.	Reg. Date	Owner
HOMEDIRECT EXPRESS BRINGING IT HOME. FASTER. GUARANTEED. (and Design)	85/030844	5/5/10	n/a	n/a	HomeDirect, Inc. (a Delaware corporation)
DIRECT RECOVERY	77/518011	7/9/08	3,726,289	12/15/09	HomeDirect, Inc. (a Delaware corporation)
HOMEDIRECT EXPRESS BRINGING IT HOME. FASTER! (and Design)	77/518035	7/9/08	3,819,008	7/13/10	HomeDirect, Inc. (a Delaware corporation)
HOMEDIRECT	77/055244	12/1/06	3,534,559	11/18/08	HomeDirect, Inc. (a Delaware corporation)
HOMEDIRECT PASSPORT	77/055236	12/1/06	3,534,557	11/18/08	HomeDirect, Inc. (a Delaware corporation)
DIRECTWARE	78/887584	5/19/06	3,215,838	3/6/07	HomeDirect, Inc. (a Delaware corporation)