

Form PTO-1594 (Rev. 03-11)
OMB Collection 0651-0027 (exp. 03/31/2012)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

HD Supply Repair & Remodel, LLC

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation- State: _____
☒ Other limited liability company

Citizenship (see guidelines) Delaware

Additional names of conveying parties attached? ☒ Yes ☐ No

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

Execution Date(s) April 12, 2012

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other ABL Notice and Confirmation of Grant
☒ Other of Security Interest in Trademarks

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: General Electric Capital Corporation

Internal _____

Address: _____

Street Address: 299 Park Avenue

City: New York

State: New York

Country: U.S.A. Zip: 10017

- ☐ Association Citizenship _____
☐ General Partnership Citizenship _____
☐ Limited Partnership Citizenship _____
☒ Corporation Citizenship Delaware
☐ Other _____ Citizenship _____

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)

See Sch. A of the attached ABL Notice and Confirmation of Grant of Security Interest in Trademarks document

B. Trademark Registration No.(s)

See Sch. A of the attached ABL Notice and Confirmation of Grant Security Interest in Trademarks document

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: Steven Keslowitz, Esq.

Internal Address: Debevoise & Plimpton LLP

Street Address: 919 Third Avenue

City: New York

State: New York Zip: 10022

Phone Number: 212-909-6000

Fax Number: 212-909-6836

Email Address: trademarks@debevoise.com

6. Total number of applications and registrations involved:

89

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 2240.00

- ☒ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

Deposit Account Number 501997

Authorized User Name Steven Keslowitz

9. Signature:


Signature

4/12/2012

Date

Steven Keslowitz, Esq.

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 20

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

Item No. 1 – Continuation Sheet
Name of Conveying Parties

Creative Touch Interiors, Inc.

Entity Type: Corporation

Citizenship: Maryland

HD Supply Facilities Maintenance Limited

Entity type: Limited Partnership

Citizenship: Florida

HDS IP Holding, LLC.

Entity Type: Limited liability company

Citizenship: Nevada

HSI IP, Inc.

Entity Type: Corporation

Citizenship: Delaware

HD Supply Support Services, Inc.

Entity type: Corporation

Citizenship: Delaware

ProValue, LLC

Entity type: Limited liability company

Citizenship: Delaware

White Cap Construction Supply, Inc.

Entity type: Corporation

Citizenship: Delaware

Williams Bros. Lumber Company, LLC

Entity type: Limited liability company

Citizenship: Delaware

Schedule A**Trademarks**

HD Supply Repair & Remodel, LLC

TRADEMARK	Status	Ser. No./Reg. No.	App. Date/Reg. Date
CW CONTRACTORS' WAREHOUSE and Design	Registered	RN: 1,753,027	2/16/1993

Creative Touch Interiors, Inc.

TRADEMARK	Status	Ser. No./Reg. No.	App. Date/Reg. Date
CTE CREATIVE TOUCH EXTERIORS and Design	Registered	RN: 2,991,212	9/6/2005
CTI CREATIVE TOUCH INTERIORS and Design	Registered	RN: 2,988,553	8/30/2005
CTM CREATIVE TOUCH MAINTENANCE	Registered	RN: 2,988,552	8/30/2005

HD Supply Facilities Maintenance, Ltd.

TRADEMARK	Status	Ser. No./Reg. No.	App. Date/Reg. Date
MAINTENANCE WAREHOUSE	Registered	RN: 3,563,112	1/20/2009

HDS IP Holding, LLC

TRADEMARK	Status	Ser. No./Reg. No.	App. Date/Reg. Date
ALWAYS ON THE JOB	Registered	RN: 4,079,895	1/3/2012

TRADEMARK	Status	Ser. No./Reg. No.	App. Date/Reg. Date
AQUAGUARD	Registered	RN: 0,720,199	8/22/1961
AQUATRAC	Registered	RN: 2,945,650	5/3/2005
BEST BUSINESS ELECTRONIC SOLUTION TECHNOLOGIES (stylized)	Registered	RN: 3,611,013	4/28/2009
BRIGADE (Multistar stylization)	Registered	RN: 3,845,600	9/7/2010
BRIGADE (Multistar stylization)	Registered	RN: 3,928,403	3/8/2011
BRIGADE (star stylization)	Registered	RN: 3,865,925	10/19/2010
CLEARCAN	Registered	RN: 2,887,975	9/21/2004
COREPRO	Registered	RN: 2,426,425	2/6/2001
COTTON BAY	Registered	RN: 3,627,904	5/26/2009
COTTON BAY	Registered	RN: 3,679,770	9/8/2009
CROWN BOLT	Registered	RN: 1,644,947	5/21/1991
HD SUPPLY	Registered	RN: 3,559,162	1/6/2009
HD SUPPLY FIRE PROTECTION (stylized)	Registered	RN: 3,671,809	8/25/2009
HD SUPPLY (logo)	Registered	RN: 3,454,324	6/24/2008
HD SUPPLY (logo)	Registered	RN: 3,550,632	12/23/2008
HD SUPPLY WATERWORKS (stylized)	Registered	RN: 3,468,515	7/15/2008
HOME IMPROVEMENT PRODUCTS DIRECT (stylized)	Registered	RN: 3,478,426	7/29/2008
HOUSE-MATES HARDWARE	Registered	RN: 2,286,367	10/12/1999
I (stylized)	Registered	RN: 3,679,438	9/8/2009
IDEALLYGREEN	Registered	RN: 3,523,340	10/28/2008
Design only	Registered	RN: 2,621,865	9/17/2002
Design only	Registered	RN: 2,779,848	11/4/2003
LOCAL SERVICE NATIONWIDE	Registered	RN: 3,665,886	8/11/2009
PERFECT SEAL	Registered	RN: 4,001,186	7/26/2011
POWERSCOPE	Registered	RN: 3,461,922	7/8/2008
SEASONS (stylized)	Registered	RN: 3,835,518	8/17/2010
SEASONS GOLD (stylized)	Registered	RN: 3,850,430	9/21/2010
SHIELD SECURITY	Registered	RN: 2,949,257	5/10/2005
TOTAL CHOICE ADVANTAGE PROGRAM	Registered	RN: 3,911,575	1/25/2011
VISTRA	Registered	RN: 3,895,271	12/21/2010
WE GOT IT YOU GET IT AND YOU'RE GONE	Registered	RN: 3,632,249	6/2/2009

TRADEMARK	Status	Ser. No./Reg. No.	App. Date/Reg. Date
USA BLUEBOOK and Design	Registered	RN: 2,266,004	8/3/1999
USABLUEBOOK	Registered	RN: 2,236,393	4/6/1999
USABLUEBUCKS	Registered	RN: 3,224,814	4/3/2007
UTILITY SUPPLY OF AMERICA	Registered	RN: 2,252,348	6/15/1999

HSI LP, Inc.

TRADEMARK	Status	Ser. No./Reg. No.	App. Date/Reg. Date
ASPEN	Registered	RN: 2,455,675	5/29/2001
BAJA	Registered	RN: 2,243,286	5/4/1999
BRIGHTON	Registered	RN: 3,086,948	5/2/2006
CHAMPION	Registered	RN: 2,995,438	9/13/2005
CHAMPION METALS	Registered	RN: 2,948,182	5/10/2005
CHAMPION PLUS	Registered	RN: 2,944,121	4/26/2005
CHAMPION VINYL	Registered	RN: 2,944,120	4/26/2005
CHAMPION WINDOW COVERINGS (stylized)	Registered	RN: 3,535,469	11/18/2008
DUROGUARD	Pending	SN: 77/841,144	10/5/2009
ELASCO	Registered	RN: 1,818,239	1/25/1994
ELASCO (stylized)	Registered	RN: 1,843,279	7/5/1994
EDWARDS	Registered	RN: 2,983,752	8/9/2005
H (and design w/shield)	Registered	RN: 1,078,126	11/22/1977
HUGHES	Registered	RN: 2,288,983	10/26/1999
HUGHES EDWARDS	Registered	RN: 3,004,848	10/4/2005
MARDEN SUSCO	Registered	RN: 2,991,505	9/6/2005
MINALOY	Registered	RN: 1,033,014	2/10/1976
MINE TUFF	Registered	RN: 1,381,417	2/4/1986
PROFESSIONAL QUALITY. EXCEPTIONAL VALUE.	Registered	RN: 3,288,848	9/4/2007
PROVALUE	Registered	RN: 2,863,412	7/13/2004
RIO	Registered	RN: 1,929,737	10/24/1995
SOLUTIONS. SUPPLY. SERVICE.	Registered	RN: 3,054,307	1/31/2006

TRADEMARK	Status	Ser. No./Reg. No.	App. Date/Reg. Date
SOME YOU SEE SOME YOU DONT	Registered	RN: 2,597,962	7/23/2002
TERMINATOR	Registered	RN: 2,729,726	6/24/2003
THE PRODUCTS YOU WANT! THE SERVICE YOU DESERVE!	Registered	RN: 2,514,480	12/4/2001
THE SOURCE	Registered	RN: 2,360,623	6/20/2000

HD Supply Support Services, Inc.

TRADEMARK	Status	Ser. No./Reg. No.	App. Date/Reg. Date
HD SUPPLY SUPPORT SERVICES, INC.	Registered	RN: 3,835,928	8/17/2010

ProValue, LLC

TRADEMARK	Status	Ser. No./Reg. No.	App. Date/Reg. Date
PROVALUE	Registered	RN: 3,545,345	12/9/2008

White Cap Construction Supply, Inc.

TRADEMARK	Status	Ser. No./Reg. No.	App. Date/Reg. Date
BLACK MARLIN	Registered	RN: 3,299,068	9/25/2007
CONTRACTOR TRADER	Registered	RN: 2,997,227	9/20/2005
PANEL-PRO	Registered	RN: 2,966,934	7/12/2005
PANEL-PRO TILT-UP ESTIMATING SOFTWARE	Registered	RN: 2,901,054	11/9/2004
PANEL-TRAK	Registered	RN: 2,987,418	8/23/2005
WC and Design	Registered	RN: 2,385,183	9/12/2000
WC PHENOLOIC PLY (stylized)	Registered	RN: 3,416,045	4/22/2008
WCFP WHITE CAP FORMING PANEL (stylized)	Registered	RN: 3,416,044	4/22/2008

TRADEMARK	Status	Ser. No./Reg. No.	App. Date/Reg. Date
WHITE CAP	Registered	RN: 3,048,812	1/24/2006
WHITE CAP (Stylized)	Registered	RN: 3,026,834	12/13/2005
WHITE CAP (stylized)	Registered	RN: 1,478,065	2/23/1988
WHITE CAP CONSTUCTION SUPPLY	Registered	RN: 2,927,946	2/22/2005
WHITE CAP CUSTOM SHOP 1976-2006 (stylized)	Registered	RN: 3,396,239	3/11/2008
WHITE CAP CUSTOM SHOP COAST TO COAST 19676-2006 (stylized)	Registered	RN: 3,396,238	3/11/2008

Williams Bros. Lumber Company, LLC

TRADEMARK	Status	Ser. No./Reg. No.	App. Date/Reg. Date
THE NAME PROFESSIONALS BUILD ON	Registered	RN: 3,070,996	3/21/2006
WB	Registered	RN: 1,297,296	9/25/1984
WB	Registered	RN: 1,241,620	6/7/1983
WB	Registered	RN: 1,237,828	5/10/1983
WB	Registered	RN: 1,297,295	9/25/1984
WB	Registered	RN: 3,185,687	12/16/2006

EXECUTION VERSION

**ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST
IN TRADEMARKS**

THIS ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Agreement"), dated as of April 12, 2012, is made by each of the signatories hereto (each, a "Grantor") in favor of GENERAL ELECTRIC CAPITAL CORPORATION ("GE Capital"), as administrative agent and collateral agent for the banks and other financial institutions (the "Lenders") that are parties to the ABL Credit Agreement (in such capacities, respectively, the "Administrative Agent" and the "U.S. ABL Collateral Agent"), dated as of April 12, 2012 (as amended, amended and restated, waived, supplemented or otherwise modified from time to time, together with any agreement extending the maturity of, or restructuring, refunding, refinancing or increasing the Indebtedness under such agreement or successor agreements, the "ABL Credit Agreement"), among HD SUPPLY, INC., a Delaware corporation (the "Parent Borrower"), GE Capital, as administrative agent and collateral agent, and the other parties thereto.

WHEREAS, pursuant to the ABL Credit Agreement, the Lenders have severally agreed to make extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the ABL Credit Agreement, the Parent Borrower, and certain Subsidiaries of the Parent Borrower, as Subsidiary Borrowers and certain other Domestic Subsidiaries of the Parent Borrower, as Subsidiary Guarantors executed and delivered a U.S. Guarantee and Collateral Agreement, dated as of April 12, 2012, in favor of GE Capital, as U.S. ABL Collateral Agent and Administrative Agent (as the same may be amended, restated, supplemented, waived or otherwise modified from time to time, the "U.S. Guarantee and Collateral Agreement");

WHEREAS, pursuant to the U.S. Guarantee and Collateral Agreement, each Grantor granted to the U.S. ABL Collateral Agent a security interest in its Intellectual Property, including Trademarks; and

WHEREAS, each Grantor has duly authorized the execution, delivery and performance of this Agreement.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make extensions of credit to the Borrowers on the terms and subject to the conditions of the ABL Credit Agreement, each Grantor agrees, for the benefit of the U.S. ABL Collateral Agent, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the

meanings provided or provided by reference in the ABL Credit Agreement and the U.S. Guarantee and Collateral Agreement.

SECTION 2. Confirmation of Security Interest. Each Grantor hereby confirms that pursuant to the U.S. Guarantee and Collateral Agreement, subject to existing licenses to use the Trademarks granted by such Grantor in the ordinary course of its business, it granted to the U.S. ABL Collateral Agent, for the benefit of the Secured Parties, a security interest in all of the Trademarks of such Grantor (including, without limitation, those items listed on Schedule A hereto under such Grantor's name) and to the extent not otherwise included, all Proceeds and products of any and all of the Trademarks, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Obligations of such Grantor, except that no security interest is or will be granted pursuant thereto in any right, title or interest of such Grantor under or in any Trademark Licenses with Persons other than the Parent Borrower, a Restricted Subsidiary or an Affiliate thereof for so long as, and to the extent that, the granting of such a security interest pursuant thereto would result in a breach, default or termination of such Trademark Licenses.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantors for the purpose of recording the security interest granted pursuant to the U.S. Guarantee and Collateral Agreement with the United States Patent and Trademark Office. This Agreement is expressly subject to the terms and conditions of the U.S. Guarantee and Collateral Agreement. The U.S. Guarantee and Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Trademarks are fully set forth in the ABL Credit Agreement and the U.S. Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

* * *

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the date first above written.

CREATIVE TOUCH INTERIORS, INC.

By: Vidya Chauhan
Name: Vidya Chauhan
Title: Vice President

ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004754 FRAME: 0870

HDS IP HOLDING, LLC

By: 

Name: Ricardo Nunez

Title: Vice President

ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004754 FRAME: 0871


HD SUPPLY SUPPORT SERVICES, INC.

By: Katherine A. Boelte
Name: Katherine Boelte
Title: Vice President

ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004754 FRAME: 0872

HD SUPPLY REPAIR & REMODEL, LLC


By: 
Name: Vidya Chauhan
Title: Vice President

ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004754 FRAME: 0873

HD SUPPLY FACILITIES
MAINTENANCE, LTD.

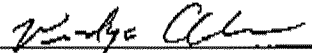
By: HD Supply GP & Management, Inc., its
general partner

By: 
Name: Vidya Chauhan
Title: Vice President

ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004754 FRAME: 0874

HSI IP, INC.

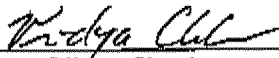
By: 
Name: Vidya Chauhan
Title: Vice President

ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004754 FRAME: 0875

WHITE CAP CONSTRUCTION SUPPLY,
INC.

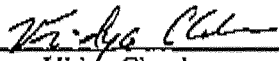
By: HD Supply Support Services, Inc., its
managing member

By: 
Name: Vidya Chauhan
Title: Vice President

ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004754 FRAME: 0876

WILLIAMS BROS. LUMBER
COMPANY, LLC

By: 
Name: Vidya Chauhan
Title: Vice President

ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004754 FRAME: 0877

PROVALUE, LLC

By: HD Supply Support Services, Inc., its
managing member

By: Katherine A. Boelte

Name: Katherine Boelte

Title: Vice President

ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004754 FRAME: 0878

GENERAL ELECTRIC CAPITAL
CORPORATION

By: 

Name:

STEVEN B. FLOWERS


Title:

DOLY AUTHORIZED SIGNATORY

ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 004754 FRAME: 0879

GE CANADA FINANCE HOLDING
COMPANY

By: 
Name: _____
Title: ITALO FORTINO
DULY AUTHORIZED SIGNATORY

SIGNATURE PAGE – ABL NOTICE AND CONFIRMATION OF GRANT OF SECURITY INTEREST IN
TRADEMARKS