

07-17-2003



JUN 25 2003

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

1. Name of conveying party(ies):

Hughes Supply IP, Inc. 6-25-03

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: April 16, 2003

2. Name and address of receiving party(ies)

Name: HSI IP, Inc.

Internal Address: JUN 25 2003

Street Address: Harbour Centre, Fourth Floor George Town, Grand Cayman

City: State: Zip: Cayman Islands

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) see attached Schedule "A"

B. Trademark Registration No.(s) see attached Schedule "A"

Additional number(s) attached Yes No

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

Name: Robert L. Wolter, Esquire

Internal Address:

Beusse Brownlee Bowdoin & Wolter, P.A.

Street Address: 390 N. Orange Avenue, Ste. 2500

6. Total number of applications and registrations involved:

52

7. Total fee (37 CFR 3.41) \$ 1,315.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

07/16/2003 ORLANDO 00000163 76437851 State: FL Zip: 32801

01 FC:8521 40.00 OP 02 FC:8522 1275.00 OP

DO NOT USE THIS SPACE

Robert L. Wolter, Esquire Name of Person Signing

Signature

June 20, 2003 Date

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

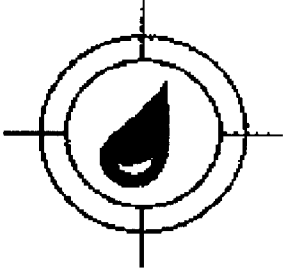
Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

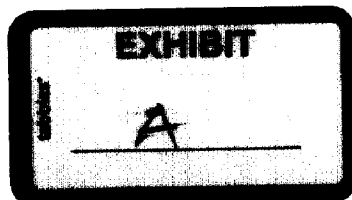


06-25-2003

SCHEDULE A

FEDERAL TRADEMARKS and SERVICE MARKS

<u>NAME</u>	<u>STATUS</u>	<u>REG./APPL. NO.</u>
	PENDING	76/437,251
A	REGISTERED	2,456,912
AMERICAN INDUSTRIAL PRE-CAST PRODUCTS, INC.	REGISTERED	2,454,829
BATHSTYLE	REGISTERED	1,531,455
BATHSTYLE & DESIGN	REGISTERED	1,541,006
CERAMFLEX	REGISTERED	1,411,310
CHAD SUPPLY	PENDING	2,279,404
COMPLYRIGHT	REGISTERED	2,456,829
ELASCO	REGISTERED	1,818,239
ELASCO and Design	REGISTERED	1,843,279
ELEGANTE	PENDING	76/074,522
GRIPPER	REGISTERED	1,858,276
H and Design	RENEWED	1,078,126
H and Design	REGISTERED	2,285,364
HSC POWER SALES	REGISTERED	2,693,423
HSI FUSION SERVICES	REGISTERED	2,285,074
HUGHES	REGISTERED	2,288,983
HUGHES	REGISTERED	2,064,591
HUGHES (Stylized w/shield)	PENDING	76/462,935
HUGHES KITCHEN AND BATH COLLECTION (Stylized w/shield)	PENDING	76/407,560



HUGHES SERVICES	PENDING	76/407,560
HUGHES SUPPLY	REGISTERED	2,307,278
HUGHES SUPPLY, INC.	REGISTERED	2,068,635
HUGHES SUPPLY, INC. (Design w/shield)	REGISTERED	2,288,981
HUGHES SUPPLY BUILDING		
MATERIALS & TOOLS	REGISTERED	76/752,286
LIGHTSTYLE	REGISTERED	1,530,327
MEREX	REGISTERED	2,411,778
MINALOY	RENEWED	1,033,014
MINE TUFF	REGISTERED	1,381,417
MULTALLOY	REGISTERED	2,099,246
NV NATIONAL VALVE (w/design)	PENDING	76/476,110
OH-SO-SOFT	PENDING	75/907,894
PRO LINE	REGISTERED	2,108,155
PRO LINE	REGISTERED	2,116,484
PROQUALITY	PENDING	76/464,932
PROVALUE	PENDING	76/464,933
REPAIRCO	REGISTERED	2,069,873
RG CONNECTOR	REGISTERED	1,529,697
SOME YOU SEE SOME YOU DON'T	REGISTERED	2,597,962
SOUTHEAST SOURCE	REGISTERED	2,632,907
SOUTHWEST CARBON & ALLOY	REGISTERED	2,320,506
SOUTHWEST STAINLESS	REGISTERED	2,095,142
SS and Design	REGISTERED	2,158,303
STICKMAN W/HAT FALLING (DESIGN)	REGISTERED	1,898,918
STICKMAN W/HAT HOLDING PIPE	REGISTERED	1,898,919
STICKMAN W/HAT ON SLIDE (DESIGN)	REGISTERED	1,898,917
SUPER SLICK	REGISTERED	1,972,185
SUPERPIPE	REGISTERED	1,907,345
SUPPLY ON DEMAND	REGISTERED	2,386,622
THE NEXT STEP	ABANDONED	76/239,924

THE SOURCE	REGISTERED	2,360,623
THE TERMINATOR	PENDING	76/070,681

STATE TRADEMARKS and SERVICE MARKS

<u>NAME</u>	<u>STATUS</u>	<u>STATE</u>	<u>REG./APPL. NO.</u>
DIXIE FORM & BLDG. SPEC. & DESIGN	REGISTERED	SC	SC doesn't issue numbers
DIXIE FORMING & BLDG. SPEC.	REGISTERED	SC	SC doesn't issue numbers
DIXIE FORMING AND BLDG. ETC.	REGISTERED	NC	T-14115
DIXIE FORMING AND BLDG., ETC.	REGISTERED	NC	T-14116
HOUSTON PRODUCTS & MACHINE	REGISTERED	TX	56278
LIGHTSTYLE	REGISTERED	FL	T09582
MULTALLOY	REGISTERED	TX	55915
SOUTHWEST CARBON & ALLOY	REGISTERED	TX	56271
SOUTHWEST STAINLESS	REGISTERED	TX	56272

FOREIGN TRADEMARKS and SERVICE MARKS

<u>NAME</u>	<u>STATUS</u>	<u>COUNTRY</u>	<u>REG./APPL. NO.</u>
HUGHES SUPPLY	REGESTERED	CHILE	513557
HUGHES SUPPLY (Class 1)	PENDING	PAKISTAN	147894
HUGHES SUPPLY (Class 21)	PENDNG	PAKISTAN	147910
HUGHES SUPPLY (Class 19)	PENDNG	PAKISTAN	147908
HUGHES SUPPLY (Class 17)	PENDNG	PAKISTAN	147906
HUGHES SUPPLY (Class 11)	PENDNG	PAKISTAN	147904
HUGHES SUPPLY (Class 9)	PENDNG	PAKISTAN	147902
HUGHES SUPPLY (Class 8)	PENDNG	PAKISTAN	147900
HUGHES SUPPLY (Class 21)	PENDNG	PAKISTAN	147910

**ASSIGNMENT *NUNC PRO TUNC*
TRADEMARKS AND TRADE NAMES**

WHEREAS, HUGHES SUPPLY IP, INC. ("Assignor"), a Delaware corporation having its principal place of business at 1403 Foulk Road, Suite 102, Wilmington, Delaware 19803, is the owner of the entire right, title and interest in and to certain United States and foreign trademarks, trade names, service marks, trademark and service mark registrations, trademark and service mark applications described on the attached Schedule A (the "Trademarks and Trade Names"); and

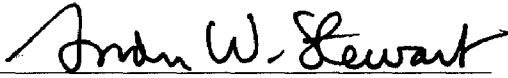
WHEREAS, HSI IP, INC. ("Assignee"), a Delaware corporation having as its principal place of business Harbour Centre, Fourth Floor, George Town, Grand Cayman, Cayman Islands, having acquired certain assets from Assignor by the Contribution and Assignment Agreement between Assignor and Assignee executed on January 31, 2003, including the Trademark and Trade Names, and the goodwill associated therewith;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns and transfers absolutely unto Assignee *nunc pro tunc* as of the close of business on January 31, 2003 the entire right, title and interest in and to the Trademarks and Trade Names, therefore and thereupon, together with any and all divisions, continuations, reissues, and extensions thereof, the right to sue and recover for past, present and future infringement regard the Trademarks and Trade Names, all goodwill and the business of Assignor to which the Trademarks and Trade Names pertain, all claims for damages by reason of past infringement of the Trademarks and Trade Names and the right to sue and collect damages for such infringement, to be held and enjoyed by the Assignee for its own use and benefit, and for its successors and assigns as the same would have been held by Assignor had this Assignment not been made.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed by their duly authorized officers.

Dated: As of January 31, 2003

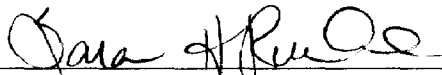
HUGHES SUPPLY IP, INC. (ASSIGNOR)

By: 
GORDON W. STEWART
President

STATE OF DELAWARE)
 : SS
NEW CASTLE COUNTY)

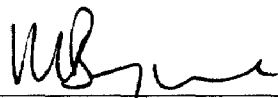
BE IT REMEMBERED, That on this 8th day of April, 2003, personally came before me, the Subscriber, a Notarial Officer, Gordon W. Stewart, known to me personally to be such, and acknowledged this Agreement to be his act and deed.

GIVEN under my Hand and Seal of office, the day and year aforesaid.



Notary Public
My Commission Expires: _____
SARA H. RUDER
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires Nov 8 2005

HSI IP, INC. (ASSIGNEE)

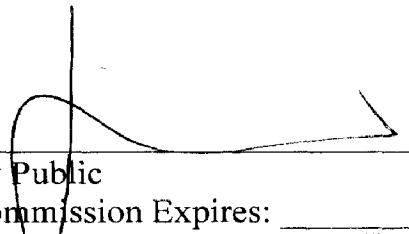
By: 

MARTIN J. F. BYRNE
Assistant Secretary

CAYMAN ISLANDS)
 : SS
GRAND CAYMAN)

BE IT REMEMBERED, That on this 16th day of April, 2003, personally came before me, the Subscriber, a Notarial Officer, Martin J. F. Byrne, known to me personally to be such, and acknowledged this Indenture to be act and deed.

GIVEN under my Hand and Seal of office, the day and year aforesaid.

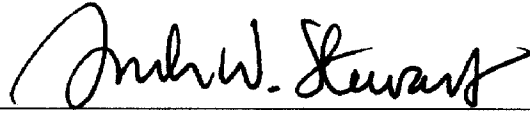


Notary Public
My Commission Expires: _____
John Campbell Law
Notary Public Cayman Islands
My commission expires January 31st 2004

DOMESTIC REPRESENTATIVE DESIGNATION

The Registrant, HSI IP, Inc., a Delaware Corporation, having as its principal place of business Harbour Centre, Fourth Floor, George Town, Grand Cayman, Cayman Islands, has appointed Mark D. Scimeca, its Assistant Secretary, to receive service of process on behalf of the Registrant for each of the trademark registrations/applications listed on Exhibit "A" attached to the Assignment *Nunc Pro Tunc* executed as of January 31, 2003.

HSI IP, INC.

A handwritten signature in black ink, appearing to read "Gordon W. Stewart", written over a horizontal line.

Gordon W. Stewart, President

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

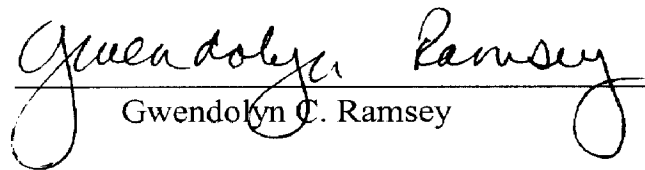
In re Application of)
)
Applicant: Hughes Supply IP, Inc.)
)
Application No.: See Attached Exhibit "A")
)
Filing Date: See Attached Exhibit "A")
)
Mark: See Attached Exhibit "A")
_____)

Commissioner for Trademarks
Box ASSIGNMENTS
2900 Crystal Drive
Arlington, Virginia 22202-3513

Sir:
EXPRESS MAIL # EO 000 767 543 US

Date of Deposit: June 20, 2003

I hereby certify that the attached trademark assignment and domestic representative designation was deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and was addressed to Commissioner for Trademarks, Box ASSIGNMENTS, 2900 Crystal Drive, Arlington, Virginia 22202-3513.


Gwendolyn C. Ramsey



INTERNATIONAL MANAGEMENT SERVICES LTD

Post Office Box 61, Grand Cayman, Cayman Islands
Tel: 345 949 4244 • Fax: 345 949 8635
Email: ims@candw.ky • Web Page: www.ims.ky

16 April, 2003

Mr. R. L. Wolter
Beusse Brownlee Bowdoin & Wolter
390 North Orange Ave.
Suite 2500
Orlando, Florida 32801
USA

By Fax and Courier
407 926 7720

Dear Mr. Wolter,

Re: HSI IP Inc.

As requested by Keith Sattesahn of Stewart & Associates I am pleased to enclose the Assignment Nunc Pro Tunc duly executed by Gordon W. Stewart and myself.

Kind regards.

Yours sincerely,
INTERNATIONAL MANAGEMENT SERVICES LTD

Martin Byrne
Trust & Company Manager
E-Mail: mbyrne@ims.ky

CC Keith R. Sattesahn by Fax 302 652 7211

Directors & Officers:

Paul Harris F.C.A., Michael Howard F.I.D., Ian Goodall M.A. (Hons.), C.A., Martin Lang B.Sc. (Hons.), A.C.A.,
Mark Shadwick L.L.B. (Hons.), L.L.M., Barrister, Martin Byrne, B.Sc. (Hons.), ACIS, TEP
Consultant: Clive Harris, B.Sc. (Econ.), A.C.A.
Correspondents – World Wide

RECORDED: 06/25/2003

TRADEMARK
REEL: 002772 FRAME: 0962