

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	First Supplement to Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Harbor Freight Tools USA, Inc.		06/28/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	One Boston Place, 19th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Serial Number:	85763124	LUMINAR INDOOR	
Serial Number:	85763112	LUMINAR WORK	
Serial Number:	85763076	LUMINAR OUTDOOR	
Serial Number:	85873938	VOYAGER	
Registration Number:	4341361	EARTHQUAKE	
Serial Number:	85846592	GREENWOOD	
Serial Number:	85891931	HFT	
Serial Number:	85798534	PREDATOR	
Registration Number:	4300776	HARBOR FREIGHT TOOLS	

Phone: 2023704761
Email: tfahey@nationalcorp.com
Correspondent Name: Thomas Fahey
Address Line 1: 1025 Vermont Avenue NW, Suite 1130
Address Line 2: National Corporate Research, Ltd.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Janet S. Wamsley
Signature:	/Janet S. Wamsley/
Date:	07/02/2013

Total Attachments: 4
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FIRST SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT

This Supplement to Trademark Security Agreement (this "Supplement") is made as of the 28th day of June, 2013 by Harbor Freight Tools USA, Inc. (the "Grantor"), in favor of Wells Fargo Bank, National Association, as administrative agent (in such capacity, together with its successors and permitted assigns, ("Administrative Agent")) for the Secured Parties.

WHEREAS, the Grantor and each of the entities listed on Schedule 1 attached hereto (collectively, the "Grantors") executed and delivered a Trademark Security Agreement dated May 14, 2012 and recorded on May 15, 2012 at Reel 004780, Frame 0019 (as amended of record from time to time hereinafter, the "Grant") in favor of the Administrative Agent, pursuant to which the Grantors pledged, assigned and granted a security interest in certain Trademarks (as defined therein); and

WHEREAS, the Grantor has developed ten (10) additional Trademarks and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Trademarks in favor of the Administrative Agent.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and benefits to be derived herefrom, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the Grant.
2. Supplement to Schedule A. Schedule A to the Grant is hereby supplemented, but not replaced, by Schedule A-1 annexed hereto.
3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the Grant remain in full force and effect. The Grantors hereby ratify, confirm and reaffirm all of the representations, warranties and covenants contained therein.
 - b. This Supplement covers the entire understanding of the parties with respect to the matters set forth herein and supersedes all prior discussions and negotiations hereon.

[signature pages follow]

IN WITNESS WHEREOF, the undersigned have executed this First Supplemental Trademark Security Agreement as of the date first above written.

GRANTOR:

HARBOR FREIGHT TOOLS USA, INC.,
a Delaware corporation

By: 
Name: JORDAN COPLAND
Title: CHIEF FINANCIAL OFFICER

[Signature Page to First Supplemental Trademark Security Agreement]

SCHEDULE 1

HARBOR FREIGHT TOOLS USA, INC.
HFT HOLDINGS, INC.
TEXAS MANAGEMENT SERVICES, LLC
HARBOR FREIGHT TOOLS TEXAS, L.P.
HARBOR FREIGHT TOOLS INCENTIVES, LLC
CENTRAL PURCHASING, LLC
CENTRAL PURCHASING INTERNATIONAL INC.

SCHEDULE A-1

Owner	Mark	Application No.	Registration No.
Harbor Freight Tools USA, Inc.	LUMINAR INDOOR	85763124	
Harbor Freight Tools USA, Inc.	LUMINAR WORK	85763112	
Harbor Freight Tools USA, Inc.	LUMINAR OUTDOOR	85763076	
Harbor Freight Tools USA, Inc.	VOYAGER	85873938	
Harbor Freight Tools USA, Inc.	EARTHQUAKE	85669333	4341361
Harbor Freight Tools USA, Inc.	GREENWOOD	85846592	
Harbor Freight Tools USA, Inc.	HFT	85891931	
Harbor Freight Tools USA, Inc.	PREDATOR	85798534	
Harbor Freight Tools USA, Inc.	HARBOR FREIGHT TOOLS	85669037	4300776
Harbor Freight Tools USA, Inc.	QUALITY TOOLS AT RIDICULOUSLY LOW PRICES	85669074	4292108

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