

01-22-2003

SHEET

Docket No.:

1/17

47497.0.14



Tab settings

To the Honorable Commissioner of

102343172

the attached original documents or copy thereof.

1. Name of conveying party(ies):

The Tile Shop, Inc.
14000 Carlson Parkway
Plymouth, MN 55441

1-17-03

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 31, 2002

2. Name and address of receiving party(ies):

Name: The Tile Shop, LLC

Internal Address:

Street Address: 14000 Carlson Parkway

City: Plymouth State: MN ZIP: 55441

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,525,697 2,182,275 2,413,607

Additional numbers Yes No

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

Name: Scott P. Sullivan

Internal Address: 4000 Pillsbury Center

Street Address: 200 South Sixth Street

City: Minneapolis State: MN ZIP: 55402

6. Total number of applications and registrations involved:.....

3

7. Total fee (37 CFR 3.41):.....\$ 990.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

061910

FINANCE SECTION

1/10/03

01/21/2003 ECOOPER 00000164 1525697-

DO NOT USE THIS SPACE

01 FC:8521
02 FC:8522

40.00 OP
50.00 OP

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.

Scott P. Sullivan

Name of Person Signing

Scott Sullivan

Signature

1/09/03

Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

TRADEMARK ASSIGNMENT

WHEREAS, The Tile Shop, Inc., a Minnesota corporation (hereinafter "Assignor"), is the owner of the trademarks and associated trademark registrations set forth on Schedule A attached hereto (hereinafter the "Marks").

WHEREAS, Assignor desires to assign the Marks together with the goodwill of the business associated therewith and the associated registrations thereof to The Tile Shop, LLC, a Delaware limited liability company (hereinafter "Assignee").

WHEREAS, Assignee desires to acquire the Marks and the goodwill of the business associated therewith and the associated registrations thereof from Assignor.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title, and interest in and to the Marks for the United States and throughout the world, together with the goodwill of the business associated therewith and the associated registrations thereof.

This Assignment includes all rights in the nature of trademark, service mark, and trade name rights, as well as the right to sue for past infringement by any third party.

Assignor agrees to execute and deliver at the request of Assignee, all documents, instruments, and assignments, and to perform any other acts that Assignee may require in order to effect and/or evidence all right, title, and interest in and to the Marks in Assignee.

THE TILE SHOP, INC.

By: *Robert Rucker*

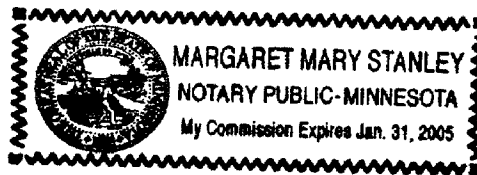
Robert Rucker, Chief Executive Officer

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 31st day of December, 2002, before me appeared Robert Rucker the person who signed this instrument, who acknowledged that he signed it as a free act.

Margaret Stanley
Notary Public

#2743058\1



Schedule A

Trademarks

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
RUSH RIVER STONE STUDIOS (and design)	U.S.	2,413,607	Dec. 19, 2000
THE TILE SHOP (and design)	U.S.	2,182,275	August 18, 1998
THE TILE SHOP (and design)	U.S.	1,525,697	February 21, 1989