

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
True Value Company		11/30/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	231 S. LaSalle Street
Internal Address:	IL1-231-08-30
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60604
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	1128203	TRUE VALUE
Registration Number:	1971101	TRUE VALUE
Registration Number:	2041789	TRUE VALUE
Registration Number:	2132536	TRUE VALUE
Registration Number:	2257874	TRUE VALUE
Registration Number:	2512447	TRUE VALUE FIBERGLASS INSULATION
Registration Number:	2540617	TRUE VALUE
Registration Number:	2615594	TRUE VALUE
Registration Number:	2631810	TRUE VALUE GARDENS
Registration Number:	2681418	TRUE VALUE
Registration Number:	2683874	TRUE VALUE
Registration Number:	2879572	TRUE VALUE
Registration Number:	3068049	TRUE VALUE

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Registration Number:	3068139	TRUE VALUE
Registration Number:	3068155	TRUE VALUE
Registration Number:	3073290	TRUE VALUE
Registration Number:	3144605	TRUE VALUE
Registration Number:	3144608	TRUEVALUE
Serial Number:	78591210	TRUE VALUE
Serial Number:	78759708	START RIGHT. START HERE.
Serial Number:	78759719	START RIGHT. START HERE.
Serial Number:	78827034	TRUE VALUE. START RIGHT. START HERE.
Serial Number:	78827098	TRUE VALUE. COMIENZA BIEN. COMIENZA AQUI.

CORRESPONDENCE DATA

Fax Number: (919)416-8363
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	17625.3797NTTRUVALUBOAJES
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	12/12/2006

Total Attachments: 3
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office


Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of November 30, 2006 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in, and a right to set-off against, any and all right, title and interest of such Grantor in the trademark registrations and applications shown on Schedule 1 hereto (the "Trademarks") to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations.

The Grantors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the Trademarks (i) is granted in accordance with the terms of the Agreement and may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

TRUE VALUE COMPANY, a Delaware corporation

By: 
Name: Barbara Wagner
Title: Vice President and Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name:
Title:

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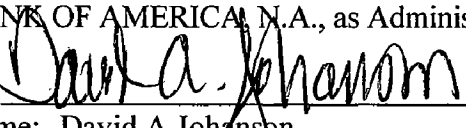
Very truly yours,

TRUE VALUE COMPANY, a Delaware corporation

By: _____
Name:
Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: 
Name: David A Johanson
Title: Vice President

**True Value Company
(Delaware corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
TRUE VALUE	1128203	12/25/79
TRUE VALUE	1971101	4/30/96
TRUE VALUE	2041789	3/4/97
TRUE VALUE	2132536	1/27/98
TRUE VALUE	2257874	6/29/99
TRUE VALUE FIBERGLASS INSULATION	2512447	11/27/01
TRUE VALUE	2540617	2/19/02
TRUE VALUE	2615594	9/3/02
TRUE VALUE GARDENS	2631810	10/8/02
TRUE VALUE	2681418	1/28/03
TRUE VALUE	2683874	2/4/03
TRUE VALUE	2879572	8/31/04
TRUE VALUE	3068049	3/14/06
TRUE VALUE	3068139	3/14/06
TRUE VALUE	3068155	3/14/06
TRUE VALUE	3073290	3/28/06
TRUE VALUE	3144605	9/19/06
TRUEVALUE	3144608	9/19/06

Pending Applications

Mark	Application No.	Filing Date
TRUE VALUE	78591210	3/21/05
START RIGHT. START HERE.	78759708	11/22/05
START RIGHT. START HERE.	78759719	11/22/05
TRUE VALUE. START RIGHT. START HERE.	78827034	3/2/06
TRUE VALUE. COMIENZA BIEN. COMIENZA AQUI.	78827098	3/2/06