

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Old Time Pottery, Inc.		05/28/2010	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	FirstMerit Bank, N.A.
Street Address:	3 Cascade Plaza
Internal Address:	2nd Floor
City:	Akron
State/Country:	OHIO
Postal Code:	44308
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2699175	ELVES AT WORK
Registration Number:	2619536	HAY STACKS
Registration Number:	2699174	ELVES AT WORK
Registration Number:	2539336	STYLE FOR LESS!
Registration Number:	2570774	HAY STACKS
Registration Number:	2572796	HAY STACKS
Registration Number:	2572795	HAY STACKS
Registration Number:	2544071	HAY STACKS
Registration Number:	2570773	ELVES AT WORK
Registration Number:	2570772	ELVES AT WORK
Registration Number:	2544070	ELVES AT WORK
Registration Number:	2389128	OLD TIME POTTERY

CORRESPONDENCE DATA

900164728

**TRADEMARK
 REEL: 004225 FRAME: 0504**

CH \$315.00 2699175

Fax Number: (703)415-1557
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-415-1555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 1501 Wilson Boulevard
Address Line 2: Suite 510
Address Line 4: Arlington, VIRGINIA 22209

ATTORNEY DOCKET NUMBER:	1006803
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	06/15/2010

Total Attachments: 5
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

May 28, 2010

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, OLD TIME POTTERY, INC., a Tennessee corporation (the "Grantor") with its principal offices at 480 River Rock Boulevard, Murfreesboro, Tennessee 37128, hereby grants to FIRSTMERIT BANK, N.A., with offices at 3 Cascade Plaza, 2nd Floor, Akron, Ohio 44308 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications and service mark applications (the foregoing, collectively, the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Credit Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (this "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Credit and Security Agreement, dated as of May 28, 2010, between the Grantor and the Grantee (as amended, modified, supplemented or restated and in effect from time to time, the "Credit Agreement").


This Grant has been granted in conjunction with the security interest granted to the Grantee under the Credit Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Credit Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this

Grant are deemed to conflict with the Credit Agreement, the provisions of the Credit Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

OLD TIME POTTERY, INC., as Grantor

By: 
Name: Robert L. Sharp
Title: C.F.O.

FIRSTMERIT BANK, N.A.,
as Grantee

By: _____
Name: _____
Title: _____

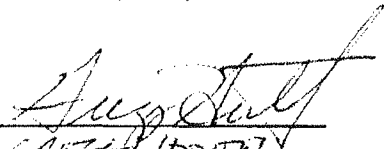
Signature Page to Grant of Security Interest in United States Trademarks

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

OLD TIME POTTERY, INC., as Grantor

By: _____
Name: _____
Title: _____

FIRSTMERIT BANK, N.A.,
as Grantee

By:  _____
Name: GERALD HARTY
Title: VICE PRESIDENT

Signature Page to Grant of Security Interest in United States Trademarks

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE</u>
Elves at Work	2699175	March 25, 2003
Hay Stacks	2619536	September 17, 2002
Elves at Work	2699174	March 25, 2003
Style for Less!	2539336	February 19, 2002
Hay Stacks	2570774	May 21, 2002
Hay Stacks	2572796	May 28, 2002
Hay Stacks	2572795	May 28, 2002
Hay Stacks	2544071	March 5, 2002
Elves at Work	2570773	May 21, 2002
Elves at Work	2570772	May 21, 2002
Elves at Work	2544070	March 5, 2002
Old Time Pottery	2389128	September 26, 2000

1220252.1

Schedule A to Grant of Security Interest in United States Trademarks

RECORDED: 06/15/2010

**TRADEMARK
REEL: 004225 FRAME: 0510**