

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
True Value Company		11/02/2010	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: 3			
Property Type	Number	Word Mark	
Registration Number:	3378091	TRUE VALUE	
Registration Number:	3766301	TRUE VALUE	
Registration Number:	3766300	TRUE VALUE	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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:	017625-4630 EAR		
NAME OF SUBMITTER:	Ellen A. Rubel		

OP \$90.00 3378091

900176634

TRADEMARK
REEL: 004408 FRAME: 0866

Signature:	/Ellen A. Rubel/
Date:	11/04/2010
Total Attachments: 4 source=True Value 2010 IP Trademarks#page1.tif source=True Value 2010 IP Trademarks#page2.tif source=True Value 2010 IP Trademarks#page3.tif source=True Value 2010 IP Trademarks#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

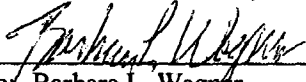
Please be advised that pursuant to the Security and Pledge Agreement dated as of November 2, 2010 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, 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.

[SIGNATURE PAGES FOLLOW]

Very truly yours,

TRUE VALUE COMPANY, a Delaware corporation

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

Acknowledged and Accepted:

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

By: 
Name:
Title:

CHAR11187218

TRADEMARK
REEL: 004408 FRAME: 0869

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: Bozena Janocisk

Title: Assistant Vice President

CHAR11187218

TRADEMARK
REEL: 004408 FRAME: 0870

Schedule 1

True Value
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
TRUE VALUE	3,378,091	02/05/2008
TRUE VALUE	3,766,301	03/30/2010
TRUE VALUE (Stylized)	3,766,300	03/30/2010