

**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
OVERSTOCK.COM, INC.		12/22/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	U.S. BANK NATIONAL ASSOCIATION		
Street Address:	800 NICOLLET MALL		
Internal Address:	BC-MN-H04B		
City:	MINNEAPOLIS		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3971940	O.CO	
CORRESPONDENCE DATA			
Fax Number:	(612)977-8650		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	612-977-8483		
Email:	sbourdaux@briggs.com		
Correspondent Name:	Sarina I. Bourdaux, Paralegal		
Address Line 1:	80 South Eighth Street		
Address Line 2:	2200 IDS Center		
Address Line 4:	Minneapolis, MINNESOTA 55402		
ATTORNEY DOCKET NUMBER:	19401.2426		
NAME OF SUBMITTER:	John R. Brennan, Esq.		
Signature:	/JOHN R. BRENNAN, ESQ./		
Date:	08/22/2011		
Total Attachments: 1 source=Trademark Notice#page1.tif			

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

Dated as of August 9, 2011

United States Patent and Trademark Office

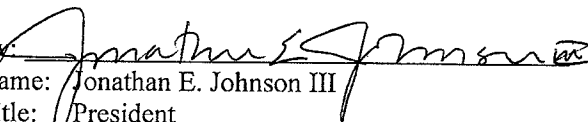
Ladies and Gentlemen:

Please be advised that pursuant to a certain Security Agreement dated as of December 22, 2009 made by OVERSTOCK.COM, INC., a Delaware corporation (the "Debtor") in favor of U.S. BANK NATIONAL ASSOCIATION, a national banking association (the "Bank") (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement"), the Debtor has granted to the Bank a continuing security interest in and continuing lien upon, among other things, the Trademark shown below:

Serial Number	Reg. Number	Word Mark
85/084,460	3,971,940	O.CO

The Debtor and the Bank hereby acknowledge and agree that the security interest in the foregoing Trademark (a) may only be terminated in accordance with the terms of the Security Agreement and (b) is not to be construed as an assignment of the foregoing Trademark.

OVERSTOCK.COM, INC.,  
a Delaware corporation

By:   
Name: Jonathan E. Johnson III  
Title: President



Acknowledged and accepted:

U.S. BANK NATIONAL ASSOCIATION,  
a national banking association

By:   
Name: Ronald Giblin  
Title: Vice President