

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ORCHARD SUPPLY HARDWARE LLC		10/17/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	WELLS FARGO BANK, NATIONAL ASSOCIATION		
Street Address:	One Boston Place, 18th Floor		
City:	BOSTON		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	3926325	AQUA VISTA	
Registration Number:	2918132	BACKYARD PRO	
Registration Number:	3635800	EARTH FRIENDLY EARTH FRIENDLY	
Registration Number:	4095995	ORCHARD	
Registration Number:	4096521	ORCHARD EST. 1931	
Registration Number:	3958656	ORCHARD SUPPLY HARDWARE EST. 1931	
Registration Number:	3958657	ORCHARD SUPPLY HARDWARE EST. 1931	
Registration Number:	4149029	ORCHARD SUPPLY HARDWARE EST. 1931	
Registration Number:	3900869	PACIFIC BAY	
Registration Number:	3994025	PACIFIC BAY	
Registration Number:	4165239	SUPER SELECT	
Registration Number:	4161817	SUPERTUF	
Registration Number:	3667934	WESTERN HAWK	

OP \$340.00 3926325

CORRESPONDENCE DATA

Fax Number: 8004947512

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 2023704761

Email: tfahey@nationalcorp.com

Correspondent Name: Thomas Fahey

Address Line 1: 1100 G Street NW, Suite 420

Address Line 2: National Corporate Research, Ltd.

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F141900
NAME OF SUBMITTER:	Andrew Nash
Signature:	/Andrew Nash/
Date:	10/25/2012
Total Attachments: 4 source=Orchard Supply - Trademark IPSA#page2.tif source=Orchard Supply - Trademark IPSA#page3.tif source=Orchard Supply - Trademark IPSA#page4.tif source=Orchard Supply - Trademark IPSA#page5.tif	


GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ORCHARD SUPPLY HARDWARE LLC, a Delaware limited liability company having an address at 6450 Via Del Oro, San Jose, CA 95119 (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, a national association having an address at One Boston Place, 18th Floor, Boston, MA 02108 (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, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds 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 is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Third Amended and Restated Senior Secured Credit Agreement by, among others, the Grantor and the Grantee, dated as of October 17, 2012, as amended, modified, restated and/or supplemented from time to time. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Second Amended and Restated Pledge and Security Agreement by, among others, the Grantor and the Grantee, dated as of January 29, 2010, (as amended, modified, restated and/or supplemented from time to time, the "Security 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 Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
17th day of October, 2012.

ORCHARD SUPPLY HARDWARE LLC, as
Grantor

By: 
Name: Michael W. Fox
Title: Senior Vice President, General Counsel
and Secretary

WELLS FARGO BANK, NATIONAL
ASSOCIATION,
as Grantee


By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
17th day of October, 2012.

ORCHARD SUPPLY HARDWARE LLC, as
Grantor

By: _____
Name: _____
Title: _____

WELLS FARGO BANK, NATIONAL
ASSOCIATION,
as Grantee

By: 
Name: JASON B SEAKE
Title: DIRECTOR

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
Aqua Vista	3,926,325	March 1, 2011
Backyard Pro	2,918,132	January 11, 2005
Earth Friendly and Earth Friendly and Design	3,635,800	June 9, 2009
Orchard	4,095,995	February 7, 2012
Orchard Est. 1931	4,096,521	February 7, 2012
Orchard Supply Hardware Est. 1931 and Design	3,958,656	May 10, 2011
Orchard Supply Hardware Est. 1931 and Design	3,958,657	May 10, 2011
Orchard Supply Hardware Est. 1931 and Design	4,149,029	May 29, 2012
Pacific Bay	3,900,869	January 4, 2011
Pacific Bay	3,994,025	July 12, 2011
Super Select	4,165,239	June 26, 2012
Supertuf	4,161,817	June 19, 2012
Western Hawk	3,667,934	August 11, 2009