

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		02/11/2013	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:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	85395300	AQUA VISTA
Serial Number:	85753981	MISSION
Registration Number:	4272617	SEASON'S TRADITIONS
Serial Number:	85198420	ALAMITOS
Serial Number:	85198399	BOLINAS
Serial Number:	85198383	SUISUN
Serial Number:	85349086	WESTERN HAWK
Registration Number:	4155885	HOME ACCENTS
Serial Number:	85198386	LAGOON
Registration Number:	4106668	MORRO
Serial Number:	77726717	AQUA VISTA

CORRESPONDENCE DATA

Fax Number:	8004947512
-------------	------------

OP \$290.00 85395300

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:	F143476
NAME OF SUBMITTER:	ANDREW NASH
Signature:	/ANDREW NASH/
Date:	02/11/2013

Total Attachments: 4
source=Orchard Supply Hardware LLC IPSA#page2.tif
source=Orchard Supply Hardware LLC IPSA#page3.tif
source=Orchard Supply Hardware LLC IPSA#page4.tif
source=Orchard Supply Hardware LLC IPSA#page5.tif

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS


February 11, 2013

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 (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 date above first written.

ORCHARD SUPPLY HARDWARE LLC, as Grantor

By: 

Name: Chris D. Newman

Title: Executive Vice President, Chief Financial Officer and Treasurer

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Grantee

By: _____

Name: Jason B. Searle

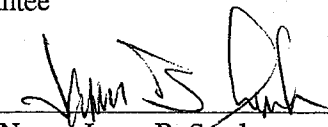
Title: Director

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

ORCHARD SUPPLY HARDWARE LLC, as
Grantor

By: _____
Name: Chris D. Newman
Title: Executive Vice President, Chief
Financial Officer and Treasurer

WELLS FARGO BANK, NATIONAL
ASSOCIATION,
as Grantee

By: 
Name: Jason B. Searle
Title: Director

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
Aqua Vista	85/395,300	August 11, 2011
Mission	85/753,981	October 15, 2012
Season's Traditions	4,272,617	January 8, 2013
Alamitos	85/198,420	December 15, 2010
Bolinas	85/198,399	December 15, 2010
Suisun	85/198,383	December 15, 2010
Western Hawk	85/349,086	June 17, 2011
Home Accents	4,155,885	June 5, 2012
Lagoon	85/198,386	December 15, 2010
Morro	4,106,668	February 28, 2012
Aqua Vista	77/726,717	May 9, 2009

1526946.1