

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Value City of Michigan, Inc.		05/30/2013	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	Tuesday Morning Partners, Ltd.
Street Address:	6250 LBJ Freeway
City:	Dallas
State/Country:	TEXAS
Postal Code:	75240
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Serial Number:	77093153	ALPINE RIDGE
Serial Number:	77517099	ALPINE RIDGE
Serial Number:	75167791	BARBECUE CLASSICS
Serial Number:	76977838	CHEF'S HELPER
Serial Number:	76978589	CHEF'S HELPER
Serial Number:	78667366	HOLIDAY MAGIC BY WONDERLAND TRADITIONS
Serial Number:	78977490	HOLIDAY MAGIC BY WONDERLAND TRADITIONS
Serial Number:	78664795	PREMIER HOTEL LINENS
Serial Number:	78979928	PREMIER HOTEL LINENS
Serial Number:	75155096	ROSEMARY & IVY
Serial Number:	76976800	TODAY'S LIVING
Serial Number:	76975259	TODAY'S LIVING
Serial Number:	76975660	TODAY'S LIVING
Serial Number:	76976288	TODAY'S LIVING

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Serial Number:	76977232	TODAY'S LIVING
Serial Number:	76261834	TODAY'S LIVING
Serial Number:	75060685	VILLAGE GARDENER
Serial Number:	75200985	VILLAGE GARDENER
Serial Number:	75200983	VILLAGE GARDENER
Serial Number:	75201097	VILLAGE GARDENER
Serial Number:	75201096	VILLAGE GARDENER
Serial Number:	74703246	WONDERLAND TRADITIONS
Serial Number:	75222765	WONDERLAND TRADITIONS

CORRESPONDENCE DATA

Fax Number: 2149783000
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 214-978-3000
Email: angela.young@bakermckenzie.com
Correspondent Name: Baker & McKenzie LLP
Address Line 1: 2001 Ross Ave., Suite 2300
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	24273978-000001
NAME OF SUBMITTER:	Justin Welch
Signature:	/Justin Welch/
Date:	05/30/2013

Total Attachments: 17
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Trademark Assignment Agreement

This Trademark Assignment Agreement (the "Assignment") is made this 30th day of May, 2013 (the "Effective Date") by and between Value City Michigan, Inc., a Michigan corporation (the "Assignor") and Tuesday Morning Partners, Ltd., a Texas limited partnership, having a place of business at 6250 LBJ Freeway, Dallas, Texas 75240 ("Assignee").

WHEREAS Assignor has (or in the past had) an ownership interest in certain intellectual property including: (i) the trademarks and logos identified more particularly as "Marks" on Schedule "1" attached hereto, and all goodwill in or related to such trademarks and logos (collectively, the "Marks"), and (ii) the copyrights, works, and designs identified more particularly as "Copyrights" on Schedule "2" attached hereto (collectively, the "Copyrights");

WHEREAS, under that certain Agreement and Assignment between Assignor and Assignee of even date herewith (the "Agreement"), Assignor has sold, agreed to assign, and assigned the Seller's interest, if any, in the Marks and the Copyrights to Assignee;

WHEREAS, Assignor and Assignee wish to document and confirm such assignment in this Assignment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignor hereby confirms and ratifies Assignor's sale, assignment, transfer, and conveyance to Assignee of all rights, title, and interest of the Seller, if any, in and to the Marks and the Copyrights.
2. Assignor hereby authorizes and requests the United States Patent and Trademark Office to issue, certify, or assign as appropriate the registrations to Assignee and Assignee's successors, assigns, designees, nominees, and other legal representatives in accordance with the terms of this Assignment.
3. Assignor hereby authorizes and requests the United States Copyright Office to issue, certify, or assign as appropriate the registrations to Assignee and Assignee's successors, assigns, designees, nominees, and other legal representatives in accordance with the terms of this Assignment.
4. This Assignment shall be binding upon Assignor, Assignee, and each respective successors and assigns and shall inure to the benefit Assignor, Assignee, and respective successors and assigns.
5. Other than the Agreement, this Assignment represents the entire agreement between the parties with respect to the subject matter hereof and replaces and supersedes any and all prior or contemporaneous agreements or understandings, written, oral, or otherwise, with

respect to the subject matter hereof, provided that, in the event of a conflict between this Assignment and the Agreement, the Agreement shall prevail.

6. This Assignment shall be governed by, and construed in accordance with, the laws of the United States with respect to trademark issues and in all other respects by the laws of the State of Texas, without giving effect to the conflict of laws rules thereof.

[Signature Page to follow]

IN WITNESS THEREOF, Assignor and Assignee have caused this Assignment to be executed by a duly authorized representative to be effective as of the date set forth above.

Assignee:

**Tuesday Morning Partners, Ltd.,
a Texas limited partnership**

By: Days of the Week, Inc., its General
Partner

Assignor:

**Value City of Michigan, Inc.,
a Michigan corporation**

By: Stephanie Bouma
Title: EVP, CFO

By: W. Edward Clingman, Jr.
Title: Chief Wind Down Officer

Schedule "1"
Marks

Mark	Country	Class & Goods	Application No.	Application Date	Registration No.	Registration Date	
ALPINE RIDGE (Word Mark)	United States	25 - Men's, women's, and children's clothing, namely, jeans, shirts, coats, jackets, snowsuits, sweatsuits, sweatshirts, sweaters, vests, parkas, gloves, mittens, socks, shoes, hats, and scarves	77/093,153	1/29/2007			
ALPINE RIDGE (Word Mark)	United States	18 - Backpacks, totebags, and wallets, small suit cases and travel bags 20 - Camping gear, namely, sleeping bags and inflatable air mattresses 22 - Tents; portable gazebos of fabric; portable gazebos of plastic; awnings; and fabric canopies	77/517,099	7/8/2008			
BARBECUE CLASSICS (Word Mark)	United States	4 - Patio candles	75/167,791	9/18/1996	2,184,734	8/25/1998	
CHEF'S HELPER (Word Mark)	United States	8 - Cutlery, including kitchen cutlery; hand-operated food choppers; pizza cutters; parers; and non-electric can openers 21 - Kitchen housewares, namely, cutting boards and bakeware; cookware; namely, steamers, steamer inserts, saucepans, non-electric griddles, frying pans, metal cooking pans, glass cooking	76/977,838	8/29/2003	3,066,472	3/7/2006	

		<p>pans, cooking pots, pot lids, non-electric coffee pots; and household kitchen utensils, namely, napkin holders, towel holders, banana hangers, trivets, strainers, turners, tongs, whisks, basters, bottle openers, pot and pan scrapers, spatulas, graters, colanders, scoops, salt and pepper shakers, cookie presses, cookie cutters, sifters, ladles, garlic presses, basting brushes, mixing bowls, rolling pins, wine cork screws, sieves, funnels, spice racks, coaster sets comprising coasters not of linen or paper, wooden mixing and serving spoons, serving forks, pepper grinders, non-electric salad spinners, and wine racks</p>					
CHEF'S HELPER (Word Mark)	United States	9 - Measuring cups, measuring spoons; and meat thermometers	76/978,589	8/29/2003	3,275,971	8/7/2007	
HOLIDAY MAGIC BY WONDERLAND TRADITIONS (Word Mark)	United States	26 - Bows and ribbons for gift wrapping	78/667,366	7/11/2005			
HOLIDAY MAGIC BY WONDERLAND TRADITIONS (Word Mark)	United States	<p>3 - Room fragrances</p> <p>4 - Candles</p> <p>6 - Christmas theme figurines and statuary of common metal, namely, Santas, kings, soldiers, snowmen, reindeer, stars, sleighs, stockings, and angels; Christmas theme ornamental sculptures of non-precious metal for indoor/outdoor décor.</p>	78/977,490	7/11/2005			

	<p>namely, non-luminous and non-mechanical metal signs and baskets of common metal; Christmas tins of metal; metal hooks and metal hangers for wreaths</p> <p>9 - Reflecting decorative safety markers for paths; timers and electric cords and plug adapters; and Christmas theme thermometers</p> <p>11 - Electric lighted wooden figure stands; Christmas electric light sets resembling icicles; electric candles; Christmas theme ornamental sculptures of non-precious metal for indoor/outdoor décor, namely, candle lanterns and oil lanterns; electric Christmas light strings and replacement bulbs; lighted Christmas garlands; lighted plastic, polyresin, wood, and ceramic figurines; and lighted Christmas tree toppers</p> <p>14 - Christmas theme clocks</p> <p>16 - Boxed Christmas cards; Christmas theme plastic window decals for decorating windows; tissue paper; Christmas theme and winter theme figurines made out of paper mache; Christmas theme chalk boards for home use; gift bags made from paper, fabric</p>					
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		<p>and plastic; Christmas card holders made of fabric; decorative boxes made of cardboard; advent calendars made of wood; and Christmas theme gift wrapping paper</p> <p>18 - Pet clothing, namely, hats and vests; and pet accessories, namely, collars</p> <p>19 - Christmas theme figurines of terra cotta in the form of Santas, snowmen, nutcrackers, carolers, reindeer, corner kids, and nativities</p> <p>20 - Christmas theme figurines and statuary made of wood, plastic, fabric and resin in the form of Santas, snowmen, nutcrackers, carolers, reindeer, corner kids, sleighs, wreaths, birdhouses, bears, moose and reindeer, elves, gingerbread people, angels, Mrs. Claus, candy canes and nativities; Christmas theme ornamental sculptures made of wood for indoor/outdoor decor; Christmas theme ornamental sculptures of non-precious metal for indoor/outdoor decor, namely, wind chimes, plaques and decorative fireplace screens; and plastic hooks and hangers including wreath hangers, all for hanging decorations</p>					
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		<p>21 - Jars for holding candles; candle holders not made of precious metals; Christmas theme figurines of glass and ceramic in the form of Santas, snowmen, nutcrackers, carolers, reindeer, corner kids, and nativities; Christmas theme planters made of terra cotta; Christmas theme ornamental sculptures of non-precious metal for indoor/outdoor decor, namely, bird houses; and Christmas theme baskets made of wood</p> <p>24 - Unfitted novelty chair covers and Christmas theme hanging figures and flags, all made of fabric</p> <p>25 - Santa suits and hats</p>					
PREMIER HOTEL LINENS (Word Mark)	United States	<p>21 - Bathroom accessories, namely, bathroom glass holders not of precious metal, drinking glasses, beverage ware, plastic cups, drinking vessels, mugs, soap dishes, toothbrush holders, lotion containers with dispensing pumps, ceramic facial tissue box covers, wastebaskets, covers for spare toilet paper roll, and toilet paper holders</p> <p>27 - Bath rugs</p>	78/664,795	7/6/2005	78664795		
PREMIER HOTEL LINENS (Word Mark)	United States	<p>20 - Bed and bath linens, namely, bed sheets, comforters, throws, blankets, towels, face cloths, bath rugs, mattress pads,</p>	78/979,928	2/5/2008	3,459,764	7/1/2008	

		and pillow cases 24 - Bed pillows, plastic facial tissue box covers					
ROSEMARY & IVY (Word Mark)	United States	25 - Female clothing, namely, sleepwear, loungewear, robes and dresses	75/155,096	8/23/1996	2,098,396	9/16/1997	
TODAY'S LIVING (Word Mark)	United States	31 - Live floral items, namely centerpieces and bouquets, and topiaries	76/976,800	5/23/2001	2,872,455	8/10/2004	
TODAY'S LIVING (Word Mark)	United States	3 - Toiletries, namely shower gel, body lotion, room fragrances, bubble bath, non-medicated bath salts, aromatherapy oils, body oils; soap, namely, face soap, deodorant soap, skin soap, shaving soap, antibacterial soap, beauty soap; and potpourri 4 - Candles, in the form of pillars, votives, tapers, tea lights, balls, glow candles, and imbedded candles, namely, novelty, basic, aromatherapy, and candle sets 6 - Nautical-theme home decor items made of common metal, namely, two-dimensional and three-dimensional models in the shape of fish, lighthouses, boats, figurines made of metal, brass, and copper 8 - Kitchen cutlery, namely flatware, knives, forks, spoons, butcher knives, and kitchen knives; non-electric can	76/975,259	5/23/2001	2,805,664	1/13/2004	

		<p>openers; carving sets, consisting of various-sized knives</p> <p>11 - Decorative water fountains and waterfalls</p> <p>20 - Wall decor, namely, wall mirrors and accent furniture; wall plaques; figurines of wood and polyresin; wood boxes; wood tables; nautical-theme wooden and polyresin home decor items, namely, wood fish, model lighthouses, model boats, wooden signs; laundry hampers made of plastic, wicker, metal, or mesh; drapery hardware, namely, drapery rods, curtain rods, sconces, sold as a unit and individually</p> <p>21 - Vases and planters; decorative trays not of precious metal; candlesticks and candleholders not of precious metal; sconces not of precious metal; home furnishings and housewares, namely, bakeware, cookware, namely, pans, pots, carafes, dinnerware, beverageware, ceramic serveware, namely, mugs, non-electric thermal insulate food and beverage containers not of precious metal; containers for food, namely, cookie jars; cutting boards; carving boards; bowls; paper towel holders; waste baskets, wicker planters.</p>					
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		wicker goods, namely, baskets, chests and wine baskets					
		24 - Window decorations, namely, draperies; bedding, namely, blankets, bed sheets and bed sheet sets, blanket throws; towels; wash cloths; towel ensembles					
TODAY'S LIVING (Word Mark)	United States	11 - Lighting, namely, floor, table, and desk lamps	76/975,660	5/23/2001	2,768,042	9/23/2003	
		14 - Clocks					
		19 - Figurines made of stoneware					
		20 - Pillows, namely, toss pillows, floor pillows, and bed pillows; window blinds; window shades; picture frames; shelves; cabinets; decorative gifts made of wood and polyresin, namely, general purpose decorative storage cases, jewelry cases, and wooden animals; drapery hardware, namely, brackets sold as a unit and individually					
		21 - Brushes, namely, hair and cosmetic brushes; glass table tops; non-metal decorative curio boxes; figurines of earthenware, porcelain or terra cotta; candle accessories, namely, candle jars; home furnishings and housewares, namely, cookware, namely, roasters and steamers, tea					

		<p>kettles; decanters; cake plates; gravy boats; porcelain and china ornaments; wooden, glass and plastic coasters; plates; breadboxes; buckets; butter dishes; casserole dishes; crocks; ice buckets; salad sets consisting of various-sized bowls and serving salad tongs; kitchen utensils, gadgets and serving sets, namely, spoons, ladles, spatulas, turners, ice cream scoopers, tongs, graters, basters, corn cob holders; kitchen containers, namely, recipe boxes; canister sets; kitchen caddies; cutlery trays; napkin holders; spice racks; banana trees; cookie stampers; storage containers, namely, carafes, and bottles sold empty; ceramic pump pots and carafes; wicker goods, namely, portable meal tray tables, vases, and urns; decorative gifts of china, crystal, earthenware, glass, porcelain or terra cotta, namely birdcages, and items in the shapes of cars, planes, and animals; portable ice chests for food and beverages; masquerade masks for decorative purposes of ceramic, clay dough, china, crystal, earthenware, glass, porcelain and terra cotta</p> <p>24 - Window decorations, namely, curtains; bedding, namely, homemade quilts,</p>					
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		pillow shams, bed spreads, bed-in-a-bag, comforters, duvet covers, dust ruffles, mattress pads, bedding protectors, pillow protectors; fabric tub mats, table cloths not of paper; furniture throws; fabric, namely, cotton fabric, woolen fabric, nylon fabric, polyester fabric, and rayon fabric; vinyl place mats 26 - Artificial floral items, namely garlands, wreaths, centerpieces, basket arrangements, bouquets, swags, candle rings, vines, bushes and stems, topiaries, and ficus trees					
TODAY'S LIVING (Word Mark)	United States	11 - Toilet seats 16 - Framed art pictures and prints 21 - Toilet paper holders 24 - Textile and vinyl table napkins; fabric table runners; decorator rounds and toppers for tables made of lace and/or fabric	76/976,288	5/23/2001	2,826,251	3/23/2004	
TODAY'S LIVING (Word Mark)	United States	31 - Live floral items, namely garlands, wreaths, basket arrangements, swags, candle rings, vines, bushes and stems, and ficus trees	76/977,232	5/23/2001	2,929,520	3/1/2005	
TODAY'S LIVING (Word Mark)	United States	20 - Chair pads, pillows, namely, bath pillows; bathroom mirrors; clothes hangers; nonmetal clothes hooks; shower curtain rods; nonmetal shower	76/261,834	5/23/2001	3,059,244	2/14/2006	

		<p>curtain rings; shoe racks and garment racks; masquerade masks for decorative purposes of cold cast resin, fabric, bone, ivory, plaster, plastic, wax and wood</p> <p>21 - Brushes, namely, nail and eyebrow; sponges for household purposes; tub stoppers; plungers for clearing blocked drains; candle accessories, namely, candle rings, and candle snuffers not of precious metal; plastic laundry baskets; shower caddies; towel bars; clothes drying racks; shoe trees; ironing boards; shaped ironing board covers and pads; home furnishings and housewares, namely, cookware, namely, woks, non-electric pressure cookers; storage containers, namely, stainless steel pump pots</p> <p>26 - Fabric covers for kitchen appliances; wood floral sticks with attachments for making artificial floral arrangements; decorative tassels and cords</p> <p>27 - Plastic and rubber mats, namely bath mats, carpet remnants, and textile welcome mats; rugs, namely bath rugs, area rugs, rag rugs, oriental rugs, dhurrie rugs, braided rugs, and kitchen rugs</p>					
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VILLAGE GARDENER (Word Mark)	United States	8 - Hand-operated garden tools, namely, pruners, loppers, rakes, shovels, picks, spades, hedgers, trimmers, hoes, sprayers	75/060,685	2/21/1996	2,102,148	9/30/1997	
VILLAGE GARDENER (Word Mark)	United States	21 - Hose & plastic spray nozzles; garbage cans, all-purpose portable household containers, containers not of precious metal for household use & non-metal cans sold empty; lawn sprinklers; garden hose-attached sprayers; and bird feeders and bird houses	75/200,985	11/20/1996	2,155,738	5/5/1998	
VILLAGE GARDENER (Word Mark)	United States	20 - Non-metal hand-operated hose reels; plastic hose fittings and connectors	75/200,983	11/20/1996	2,127,872	1/6/1998	
VILLAGE GARDENER (Word Mark)	United States	17 - Lawn, watering, and garden hoses; and hose mending kits consisting primarily of plastic hose connectors.	75/201,097	11/20/1996	2,154,321	4/28/1998	
VILLAGE GARDENER (Word Mark)	United States	6 - Metal hose fittings and connectors; hand-operated garden hoses	75/201,096	11/20/1996	2,127,874	1/6/1998	
WONDERLAND TRADITIONS (Word Mark)	United States	6 - Christmas-theme figurines of common metal, namely, Santas, snowmen, reindeer and stars; ornamental sculptures in the form of Christmas-theme greetings made of non-precious metal 20 - Christmas-theme figurines of wood, plastic or wicker, namely, Santas, snowmen, reindeer and stars; water-ball snow globes; ornamental sculptures in the form of Christmas-theme greetings made of wood, plastic, straw,	74/703,246	7/19/1995	2,067,780	6/3/1997	

		and wicker 28 - Christmas tree ornaments; Christmas garlands; artificial Christmas trees; artificial Christmas wreaths					
WONDERLAND TRADITIONS (Word Mark)	United States	11- Electric Christmas lights for indoor and outdoor use	75/222,765	1/8/1997	2,286,915	10/19/1999	
							
							

Schedule "2"
Copyrights

The "Copyrights" are, collectively, the following copyright registrations, the works claimed in such registrations, and the following additional works:

Work Title	Registration No.	Registration Date
Snowman design	VA0001037953	4-28-2000
Snowman with 'north pole' sign	VAu000457113	4-21-1999
Snowman with broom	VAu000456832	4-21-1999
Witch design	VA0001037950	4-28-2000
