

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America		05/16/2012	National Association:
RECEIVING PARTY DATA			
Name:	GRD Holding II Corporation		
Street Address:	666 Fifth Avenue		
Internal Address:	c/o AEA Investors LP, 36th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10103		
Entity Type:	CORPORATION: DELAWARE		
Name:	GRD Holding III Corporation		
Street Address:	666 Fifth Avenue		
Internal Address:	c/o AEA Investors LP, 36th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10103		
Entity Type:	CORPORATION: DELAWARE		
Name:	Garden Holdings Inc.		
Street Address:	19411 Atrium Place		
Internal Address:	Suite 170		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77084		
Entity Type:	CORPORATION: DELAWARE		
Name:	Garden Ridge Corporation		
Street Address:	19411 Atrium Place		

Internal Address:	Suite 170
City:	Houston
State/Country:	TEXAS
Postal Code:	77084
Entity Type:	CORPORATION: DELAWARE

Name:	Garden Ridge Finance Corporation
Street Address:	2215 B. Renaissance Drive
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	80952
Entity Type:	CORPORATION: DELAWARE

Name:	Garden Ridge, L.P.
Street Address:	19411 Atrium Place
Internal Address:	Suite 170
City:	Houston
State/Country:	TEXAS
Postal Code:	77084
Entity Type:	LIMITED PARTNERSHIP: TEXAS

Name:	Garden Ridge Management, LLC
Street Address:	19411 Atrium Place
Internal Address:	Suite 170
City:	Houston
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	GR Development LLC
Street Address:	2501 N. Harwood
Internal Address:	Suite 1800
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	29 Northwest LLC
Street Address:	2501 N. Harwood
Internal Address:	Suite 1800

City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	1600 East Plano Parkway, LLC
Street Address:	2501 N. Harwood
Internal Address:	Suite 1800
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	2650 West Interstate 20, LLC
Street Address:	2501 N. Harwood
Internal Address:	Suite 1800
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	2827 Dunvale, LLC
Street Address:	2501 N. Harwood
Internal Address:	Suite 1800
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	8651 Airport Freeway LLC
Street Address:	2501 N. Harwood
Internal Address:	Suite 1800
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	11501 Bluegrass Parkway LLC
Street Address:	2501 N. Harwood
Internal Address:	Suite 1800

City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	12990 West Center Road LLC
Street Address:	2501 N. Harwood
Internal Address:	Suite 1800
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	1634497	GARDEN RIDGE
Registration Number:	1641031	GARDEN RIDGE
Registration Number:	1934665	GARDEN RIDGE
Registration Number:	2533151	THE HOME DECOR & CRAFT MARKETPLACE
Registration Number:	2557813	THE HOME DECOR MARKETPLACE

**CORRESPONDENCE DATA**

Fax Number: 2128594000

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

Phone: 2128598000

Email: jason.greenberg@friedfrank.com, henry.lebowitz@friedfrank.com

Correspondent Name: Jason L. Greenberg

Address Line 1: One New York Plaza

Address Line 2: Fried Frank LLP

Address Line 4: New York, NEW YORK 10004-1980

ATTORNEY DOCKET NUMBER:	10026-297 (GREENBERG)
NAME OF SUBMITTER:	Jason L. Greenberg
Signature:	/jlg/
Date:	05/16/2012

Total Attachments: 7

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**TRADEMARK**  
**REEL: 004781 FRAME: 0379**

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**INTELLECTUAL PROPERTY SECURITY RELEASE AGREEMENT**

This INTELLECTUAL PROPERTY SECURITY RELEASE AGREEMENT ("Agreement"), effective as of May 16, 2012 is entered into by between by the Persons listed on the signature pages hereof (collectively, the "Grantors") and Bank of America, N.A., as administrative agent (the "Administrative Agent") for the Secured Parties (as defined in the Term Credit Agreement referred to below).

WHEREAS, GRD Holding III Corporation, a Delaware corporation ("GRD III"), has entered into a senior secured term credit facility (the "Term Facility"), pursuant to that certain Term Credit Agreement dated as of October 5, 2011 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Term Credit Agreement"), with GRD Holding II Corporation, a Delaware corporation, Bank of America, N.A., as the Administrative Agent, the other Agents named therein and the Lenders party thereto; and

WHEREAS, as a condition precedent to the making of the Loans by the Lenders under the Term Credit Agreement, each Grantor has executed and delivered that certain Security Agreement dated October 5, 2011 made by the Grantors to the Administrative Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, the Grantors granted a security interest to the Administrative Agent in certain Copyrights, Patents, and Trademarks set forth in that certain Intellectual Property Security Agreement, dated October 5, 2011 (the "IP Security Agreement"), including the Copyrights, Patents and Trademarks listed on the schedules thereto (the "Secured Intellectual Property"); and

WHEREAS, the IP Security Agreement was recorded with the United States Patent & Trademark Office, at Reel 4636, Frame 0786; and

WHEREAS, GRD III intends to issue \$360,000,000 aggregate principal amount of 10.750% senior secured notes due 2019 (the "2019 Notes") and will put in place new security documentation to secure its obligations under the 2019 Notes; and

WHEREAS, GRD III intends to terminate and repay its Term Facility with the proceeds of the 2019 Notes issuance and the Administrative Agent, on behalf of GRD III, now desires to release in its entirety its security interest in, to and under the Secured Intellectual Property, including the Trademarks on Schedule A attached hereto (collectively, the "Released Intellectual Property").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Grantors and the Administrative Agent hereby agree as follows:

(i) Definitions

Capitalized terms used herein but not otherwise defined herein have the meanings set forth in the Security Agreement.

(ii) Release of Security Interest

The Administrative Agent hereby terminates and releases in its entirety, without warranty, representation or recourse whatsoever, its security interest in and lien on the Released Intellectual Property. The Administrative Agent hereby authorizes and requests that the Register of Copyrights, the Commissioner for Patents, the Commissioner for Trademarks, and any other applicable government officer record this Agreement.

(iii) Governing Law

This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York without regard to its conflicts of laws principles.

(v) Counterparts

This Agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same agreement. Delivery of an executed counterpart of this Agreement by telefacsimile or other electronic method of transmission shall be equally as effective as delivery of an original executed counterpart of this Agreement.

*[Signature Pages Follow]*

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

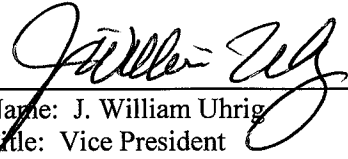
BANK OF AMERICA, N.A.,  
as Administrative Agent

By: Kimberly D. Williams  
Name: Kimberly D. Williams  
Title: Vice President

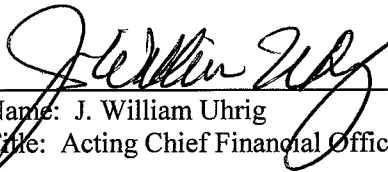
[Signature Page -- Intellectual Property Security Release Agreement]



GRD HOLDING II CORPORATION,  
as Grantor

By:   
Name: J. William Uhrig  
Title: Vice President

GRD HOLDING III CORPORATION,  
as Grantor

By:   
Name: J. William Uhrig  
Title: Acting Chief Financial Officer

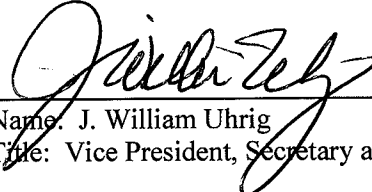
GARDEN HOLDINGS INC.,  
as Grantor

By:   
Name: J. William Uhrig  
Title: Acting Chief Financial Officer

GARDEN RIDGE CORPORATION,  
as Grantor

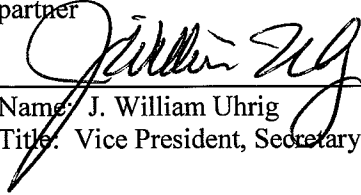
By:   
Name: J. William Uhrig  
Title: Acting Chief Financial Officer

GARDEN RIDGE FINANCE CORPORATION,  
as Grantor

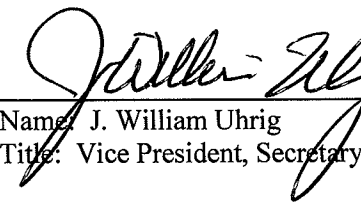
By:   
Name: J. William Uhrig  
Title: Vice President, Secretary and Treasurer

GARDEN RIDGE, L.P.,  
as Grantor

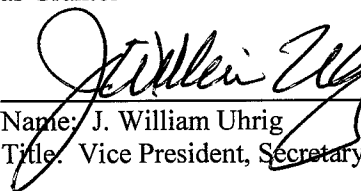
By: Garden Ridge Management, LLC, its general  
partner

By:   
Name: J. William Uhrig  
Title: Vice President, Secretary and Treasurer

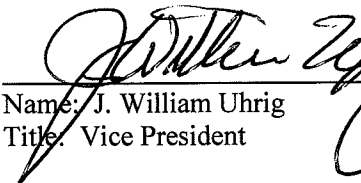
GARDEN RIDGE MANAGEMENT, LLC,  
as Grantor

By:   
Name: J. William Uhrig  
Title: Vice President, Secretary and Treasurer

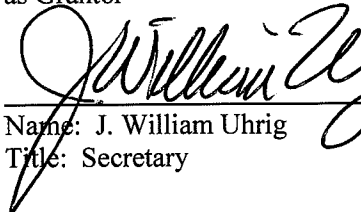
GR DEVELOPMENT LLC,  
as Grantor

By:   
Name: J. William Uhrig  
Title: Vice President, Secretary and Treasurer

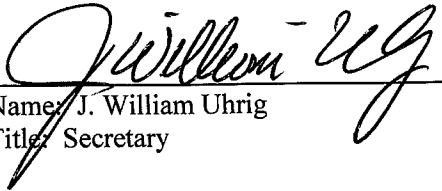
29 NORTHWEST LLC,  
as Grantor

By:   
Name: J. William Uhrig  
Title: Vice President

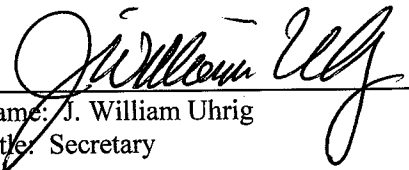
1600 EAST PLANO PARKWAY, LLC,  
as Grantor

By:   
Name: J. William Uhrig  
Title: Secretary

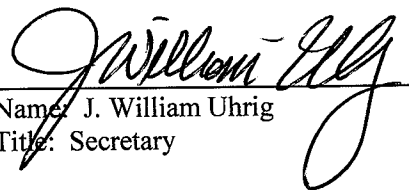
2650 WEST INTERSTATE 20, LLC,  
as Grantor

By:   
Name: J. William Uhrig  
Title: Secretary

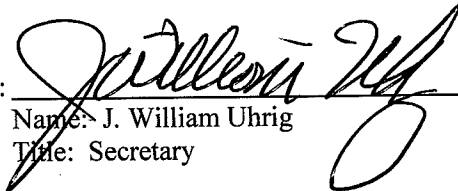
2827 DUNVALE, LLC,  
as Grantor

By:   
Name: J. William Uhrig  
Title: Secretary

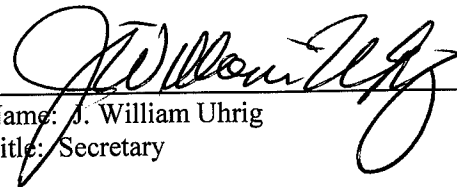
8651 AIRPORT FREEWAY LLC,  
as Grantor

By:   
Name: J. William Uhrig  
Title: Secretary

11501 BLUEGRASS PARKWAY LLC,  
as Grantor

By:   
Name: J. William Uhrig  
Title: Secretary

12990 WEST CENTER ROAD LLC,  
as Grantor

By:   
Name: J. William Uhrig  
Title: Secretary

**Schedule A**

**Released Intellectual Property**

<b>Company/ Subsidiary</b>	<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>
Garden Ridge Finance Corporation	GARDEN RIDGE	1,634,497	2/5/1991
Garden Ridge Finance Corporation	GARDEN RIDGE	1,641,031	4/16/1991
Garden Ridge Finance Corporation	GARDEN RIDGE	1,934,665	11/14/1995
Garden Ridge Finance Corporation	THE HOME DÉCOR & CRAFT MARKETPLACE	2,533,151	1/22/2002
Garden Ridge Finance Corporation	THE HOME DÉCOR MARKETPLACE	2,557,813	4/9/2002