

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
Cost Plus Management Services, Inc.		01/03/2011	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	100 Federal Street, 9th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Registration Number:	3592208	CAB-U-LOUS
Registration Number:	3603914	CLEAR BOTTLE BAY
Registration Number:	1772080	COST PLUS WORLD MARKET
Registration Number:	3560608	ONE WORLD. ONE STORE.
Registration Number:	3505753	THE BIG SIPPER
Registration Number:	3603730	THERE
Registration Number:	3613560	THERE
Registration Number:	2415202	WORLD MARKET
Registration Number:	2613029	WORLD MARKET
Registration Number:	2422740	WORLD MARKET
Registration Number:	2955107	WORLD MARKET
Registration Number:	2556540	WORLD MARKET
Registration Number:	2582756	WORLD MARKET
Registration Number:	2477108	WORLD MARKET

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Registration Number:	2675831	WORLD MARKET
Registration Number:	2415201	WORLD MARKET
Registration Number:	2422739	WORLD MARKET
Registration Number:	2559368	WORLD MARKET
Registration Number:	3412612	WORLD MARKET
Registration Number:	3787412	WORLD MARKET EXPLORER
Registration Number:	3794065	WORLD MARKET PAIRINGS
Registration Number:	3513039	ZIN·FAT·U·A·TION
Serial Number:	77916718	POMONA
Serial Number:	77647608	WORLD GRILL
Serial Number:	77647628	WORLD GRILL
Serial Number:	77647730	WORLD GRILL

CORRESPONDENCE DATA

Fax Number: (202)408-3141
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	632686-005
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	01/04/2011

Total Attachments: 6
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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

January 3, 2011

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, COST PLUS MANAGEMENT SERVICES, INC., a California corporation (the "Grantor") with principal offices at 200 Fourth Street, Oakland, California 94607, hereby grants to BANK OF AMERICA, N.A., as Collateral Agent, with offices at 100 Federal Street, 9th Floor, Boston, Massachusetts 02110 (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, service marks, trademark registrations, service mark registrations, trademark applications, and service mark applications (the foregoing, collectively, the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds (as such term is defined in the UCC (as defined in the Security Agreement referred to below)) 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 OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (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 (i) the Intellectual Property Security Agreement among the Grantor, the other Grantors from time to time party thereto and the Grantee, dated as of June 25, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "IP Security Agreement"), and (ii) the Security Agreement among the Grantor, the other Grantors from time to time party thereto and the Grantee, dated as of June 25, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the IP Security Agreement and the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the IP Security Agreement and 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 IP Security Agreement or the Security Agreement, the provisions of the IP Security Agreement and the Security Agreement shall govern.

THIS GRANT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.


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

COST PLUS MANAGEMENT SERVICES,
INC., as Grantor

By: Jane L. Braustman
Name: JANE L. BRAUSTMAN
Title: CFO, Secretary

BANK OF AMERICA, N.A.,
as Collateral Agent and as Grantee

By: 
Name: MO Flaherty
Title: Sup

SCHEDULE A

MARK	APPLICATION/ REGISTRATION NUMBER	APPLICATION/ REGISTRATION DATE
Cab-u-lous (Class 33)	Reg. No. 3,592,208	3/17/2009
Clear Bottle Bay (Class 33)	Reg. No. 3,603,914	4/7/2009
Cost Plus World Market (Class 42)	Reg. No. 1,772,080	5/18/1993
One World. One Store. (Class 35)	Reg. No. 3,560,608	1/13/2009
Pomona (Class 3)	App. No. 77/916,718 (as of 12/7/10)	1/21/2010
The Big Sipper (Class 35)	Reg. No. 3,505,753	9/23/2008
There & Design (Class 3)	Reg. No. 3,603,730	4/7/2009
There & Design (Class 4)	Reg. No. 3,613,560	4/28/2009
World Grill (Class 11)	App. No. 77/647,608 (as of 12/7/2010)	1/12/2009
World Grill (Class 21)	App. No. 77/647,628 (as of 12/7/2010)	1/12/2009
World Grill (Class 30)	App. No. 77/647,730 (as of 12/7/2010)	1/12/2009
World Market (Class 3)	Reg. No. 2,415,202	12/26/2000
World Market (Class 4)	Reg. No. 2,613,029	8/27/2002
World Market (Class 8)	Reg. No. 2,422,740	1/23/2001
World Market (Class 9)	Reg. No. 2,955,107	5/24/2005
World Market (Class 11)	Reg. No. 2,556,540	4/2/2002
World Market (Class 14)	Reg. No. 2,582,756	6/18/2002
World Market (Class 16)	Reg. No. 2,477,108	8/14/2001
World Market (Class 20)	Reg. No. 2,675,831	1/21/2003
World Market (Class 21)	Reg. No. 2,415,201	12/26/2000
World Market (Class 24)	Reg. No. 2,422,739	1/23/2001
World Market (Class 27)	Reg. No. 2,559,368	4/9/2002
World Market (Class 33)	Reg. No. 3,412,612	4/15/2008
World Market Explorer (Class 35)	Reg. No. 3,787,412	5/11/2010
World Market Pairings (Class 30)	Reg. No. 3,794,065	5/25/2010
Zinfatuation (Stylized) (Class 33)	Reg. No. 3,513,039	10/7/2008

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Schedule A to Grant of Security Interest in United States Trademarks

RECORDED: 01/04/2011

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