

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Kirkland's, Inc.		08/19/2011	CORPORATION: TENNESSEE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Bank of America, N.A.		
<b>Street Address:</b>	100 Federal Street, 9th Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02110		
<b>Entity Type:</b>	Bank: UNITED STATES		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3992852	KIRKLAND'S	
<b>Registration Number:</b>	2312426	THE KIRKLAND COLLECTION	
<b>Registration Number:</b>	1450144	KIRKLAND'S	
<b>Registration Number:</b>	2769247	KIRKLAND'S HOME	
<b>Registration Number:</b>	2819618	KIRKLAND'S OUTLET	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(302)636-5454		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	800-927-9801 x2348		
<b>Email:</b>	jpaterso@cscinfo.com		
<b>Correspondent Name:</b>	Corporation Service Co.- J. Paterson		
<b>Address Line 1:</b>	1090 Vermont Avenue NW, Suite 430		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20005		
<b>ATTORNEY DOCKET NUMBER:</b>	892226		

CH \$140.00 3992852

**900200662**

**TRADEMARK  
 REEL: 004611 FRAME: 0598**

NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	08/25/2011
<b>Total Attachments: 5</b> source=8-25-11 Kirklands-TM#page1.tif source=8-25-11 Kirklands-TM#page2.tif source=8-25-11 Kirklands-TM#page3.tif source=8-25-11 Kirklands-TM#page4.tif source=8-25-11 Kirklands-TM#page5.tif	

GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

August 19, 2011

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, KIRKLAND'S, INC., a Tennessee corporation (the "Grantor") with principal offices at 2501 McGavock Pike, Suite 10000, Nashville, Tennessee 37214, hereby grants to BANK OF AMERICA, N.A., as Agent, with offices at 100 Federal Street, 9<sup>th</sup> 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 Security Agreement) 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, as such term is defined in the Amended and Restated Security Agreement among the Grantor, the other borrowers and guarantors from time to time party thereto and the Grantee, dated as of August 19, 2011 (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 Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in 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.

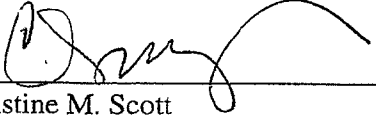
[remainder of page intentionally blank]

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


KIRKLAND'S, INC., as Grantor

By: W. Michael Madden  
Name: W. Michael Madden  
Title: Senior Vice President,  
Chief Financial Officer and Secretary

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

By:   
Name: Christine M. Scott  
Title: SVP-Director

SCHEDULE A

<u>Trademark</u>	<u>Registration #</u>	<u>Serial #</u>	<u>Date Filed</u>	<u>Int. Class</u>	<u>LNG ID</u>	<u>Reg/(Filed)</u>	<u>Next action due</u>
KIRKLAND'S	3,992,852	85-169-225	11/4/2010	35	66506	7/12/2011	Renewal due 7/12/2021 (affidavit of use/declaration of incontestability due by 7/12/2017)
THE KIRKLAND COLLECTION	2,312,426	75-425-158	1/29/1998	35	52090	1/25/2000	Renewal due 1/25/2020
	1,450,144	73-628,849	7/28/1987	42	44058	7/28/1987	Renewal due 7/28/2017
KIRKLAND'S HOME	2,769,247	78-152-914	9/30/2003	35	55616	9/30/2003	Renewal due 9/30/2013
KIRKLAND'S OUTLET	2,819,618	78-152-920	8/9/2002	35	55617	3/2/2004	Renewal due 3/2/2014

COMMON LAW TRADEMARKS

Briar Patch  
 Kirkland's, Inc.  
 Kirkland's Stores, Inc.  
 kirkland's.com, inc.  
 kirkland's.com  
 Kirkland's - For Your Home  
 Holiday by Kirkland's  
 Tuscan Gardens by Kirkland's

Note: Kirkland's claims other common law marks on several items, especially seasonal items.

1354987.2