

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hancock Fabrics, Inc.		02/02/1998	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	HF Enterprises, Inc.
Street Address:	103 Foulk Road, Suite 202
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19803
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	75208088	AMERICA'S FABRIC STORE
Registration Number:	1148351	FABRIC WAREHOUSE
Serial Number:	75311451	H
Serial Number:	75281473	HANCOCK FABRICS
Registration Number:	1606878	MINNESOTA FABRICS
Registration Number:	1460399	NORTHWEST FABRICS & CRAFTS
Registration Number:	1971703	SEW PERFECT
Registration Number:	1974041	SEW PERFECT
Registration Number:	1975227	SEW PERFECT
Registration Number:	1974042	SEW PERFECT
Registration Number:	1917031	SEW PERFECT
Registration Number:	1970555	THE FABRIC CARD

CORRESPONDENCE DATA

OP \$315.00 75208088

Fax Number: (901)577-4257  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (901) 577-2180  
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Correspondent Name: Valerie Walsh Johnson, Esq.  
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Address Line 4: Memphis, TENNESSEE 38103

NAME OF SUBMITTER:	Valerie Walsh Johnson
Signature:	/Valerie Walsh Johnson/
Date:	06/27/2005

Total Attachments: 3  
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TRADEMARK ASSIGNMENT

WHEREAS, Hancock Fabrics, Inc., a Delaware corporation ("Assignor"), having a principal place of business at 3406 West Main Street, Tupelo, Mississippi 38801, warrants that it has adopted, used, is using, and is the owner of the trademarks set forth on Exhibit A (the "Marks"), attached hereto and incorporated herein, in connection with the goods and services set forth on Exhibit A; and

WHEREAS, HF Enterprises, Inc., a Delaware corporation ("Assignee"), having a principal place of business at 103 Foulk Road, Suite 202, Wilmington, Delaware 19803, wishes to acquire the Marks, the goodwill associated with the Marks, and any registrations thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor does hereby grant and assign to Assignee all right, title and interest in and to the Marks and any registrations of the Marks with the United States Patent and Trademark Office or any other governmental agency, including those registrations set forth on Exhibit A, together with that part of the goodwill of the business connected with the use of and symbolized by the Marks and the right to sue for past infringements and recover damages therefor.

Assignor agrees to cooperate with Assignee or any successor thereof by executing and delivering any documents that may be necessary to protect, preserve or perfect Assignee's rights in the Marks. This Assignment shall inure to the benefit of and be binding upon Assignee and Assignor and their respective successors and assigns. This Assignment shall be governed by the laws of the State of Delaware.

This Assignment is deemed to be effective as of the 2nd day of February, 1998.

HANCOCK FABRICS, INC.

By: *William A. Kirk*  
"Assignor"

EXHIBIT A

<u>Mark</u>	<u>Registration or Application Number</u>	<u>Goods or Services</u>
America's Fabric Store	75/208088	Retail fabric store services
Fabric Warehouse (stylized)	1,148,351	Retail fabric store services
"H" Design	75/311451	Retail fabric store services featuring fabrics, home sewing accessories, notions, patterns, trimmings, crafts, and the like
Hancock Fabrics	75/281473	Retail fabric store services featuring fabrics, home sewing accessories, notions, patterns, trimmings, crafts, and the like; wholesale services featuring fabrics, home sewing accessories, notions, patterns, trimmings, crafts, and the like; and for consulting services related to the establishment and operation of retail fabric stores
Minnesota Fabrics	1,606,878	Retail fabric store services
Northwest Fabrics & Crafts	1,460,399	Retail store services featuring fabrics and crafts
Sew Perfect	1,971,703	Bobbins, embroidery needles, pin cushions, quilting needles, quilting pins, safety pins, etc.
Sew Perfect	1,974,041	All purpose penetrating oil and beeswax for use in strengthening sewing thread to keep the thread from tangling
Sew Perfect	1,975,227	Belts for sewing machines
Sew Perfect	1,971,904	Hand tools, namely screwdrivers and seam rippers

TRADEMARK

REEL: 003111 FRAME: 0414

Sew Perfect 1,974,042

Sewing gauges and tape measures

Sew Perfect 1,917,031

Catalog services

The Fabric Card 1,970,555

Credit cards; and credit card services