

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hancock Fabrics, Inc.		11/15/2012	CORPORATION: DELAWARE
HF MERCHANDISING, INC.		11/15/2012	CORPORATION: DELAWARE
HANCOCK FABRICS OF MI, INC.		11/15/2012	CORPORATION: DELAWARE
HANCOCKFABRICS.COM, INC.		11/15/2012	CORPORATION: DELAWARE
Hancock Fabrics, LLC		11/15/2012	LIMITED LIABILITY COMPANY: DELAWARE
HF ENTERPRISES, INC.		11/15/2012	CORPORATION: DELAWARE
HF RESOURCES, INC.		11/15/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	GENERAL ELECTRIC CAPITAL CORPORATION, AS WORKING CAPITAL AGENT
Street Address:	401 Merritt 7
Internal Address:	P.O. Box 5201
City:	Norwalk
State/Country:	CONNECTICUT
Postal Code:	06856-5201
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3796499	DISCOVER THE DESIGNER IN YOU
Registration Number:	3796501	STYLE STUDIO FASHION FABRICS
Registration Number:	3796502	ACCESSORY WORKSHOP NOTIONS, EMBELLISHMENTS & CRAFTS
Registration Number:	3790856	EVERYTHING BEGINS WITH FABRIC
Registration Number:	3869787	MAKE IT GREEN
Registration Number:	3489170	CREATIVE SEWING SOLUTIONS
Serial Number:	85560812	HANCOCK FABRICS CRAFTS & MORE

OP \$215.00 3796499

900238821

TRADEMARK
 REEL: 004901 FRAME: 0599

Serial Number:

85569836

GATSBY MOVING RUBBER

CORRESPONDENCE DATA

Fax Number:

6173417701

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

Phone:

6713417717

Email:

mfischer@morganlewis.com

Correspondent Name:

Marney Smyth Fischer

Address Line 1:

Morgan Lewis & Bockius LLP

Address Line 2:

225 Franklin Street, 16 Floor

Address Line 4:

Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:

Marney Smyth Fischer

Signature:

/Marney Smyth Fischer/

Date:

11/15/2012

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

November 15, 2012

To: United States Patent and Trademark Office

Ladies and Gentlemen:


Please be advised that pursuant to the Trademark Collateral Assignment and Security, Agreement, dated as of August 1, 2008 (as the same now exists or may hereafter be amended, amended and restated, modified, supplemented, extended, renewed, restated or replaced, the "Trademark Agreement") by and among HANCOCK FABRICS, INC., a Delaware corporation ("Parent"), HF MERCHANDISING, INC., a Delaware corporation ("Merchandising"), HANCOCK FABRICS OF MI, INC., a Delaware corporation ("Fabrics of MI"), HANCOCKFABRICS.COM, INC., a Delaware corporation ("Fabrics.com"), HANCOCK FABRICS, LLC, a Delaware limited liability company ("Fabrics LLC"), HF ENTERPRISES, INC., a Delaware corporation ("Enterprises"), HF RESOURCES, INC., a Delaware corporation ("Resources" and together with Parent, Merchandising, Fabrics of MI, Fabrics.com, Fabrics, LLC and Enterprises, each individually, a "Grantor" and collectively, the "Grantors"), and GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, in its capacity as working capital agent (in such capacity, the "Working Capital Agent") acting for and on behalf of the Lenders referenced therein, each of the undersigned Grantors has granted a continuing security in and continuing lien upon, the trademarks and trademark applications set forth on Exhibit A attached hereto to the Working Capital Agent for the ratable benefit of the Lenders.

Each of the undersigned Grantors and the Working Capital Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Exhibit A attached hereto (a) may only be terminated in accordance with the terms of the Trademark Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


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Very truly yours,

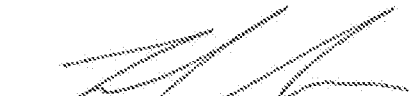
**HANCOCK FABRICS, INC.
HF MERCHANDISING, INC.
HANCOCK FABRICS OF MI, INC.**

By: 
Name: Robert W. Driskell
Title: Executive Vice President and Chief
Financial Officer


HANCOCKFABRICS.COM, INC.

By: 
Name: Robert W. Driskell
Title: Treasurer

HANCOCK FABRICS, LLC

By: 
Name: Robert W. Driskell
Title: President

**HF ENTERPRISES, INC.
HF RESOURCES, INC.**

By: 
Name: Robert W. Driskell
Title: Vice President

ACKNOWLEDGED AND ACCEPTED:

GENERAL ELECTRIC CAPITAL CORPORATION,
as Working Capital Agent

By: Charles D. Chiodo

Name:

Title:

Charles D. Chiodo
Duty Authorized Signatory

EXHIBIT A

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Owner</u>	<u>Trademark</u>	<u>Registration Date</u>	<u>Registration No.</u>
HF Enterprises, Inc.	Discover the Designer in You	6/1/2010	3,796,499
HF Enterprises, Inc.	Style Studio Fashion Fabrics	6/1/2010	3,796,501
HF Enterprises, Inc.	Accessory Workshop Notions, Embellishments & Crafts	6/1/2010	3,796,502
HF Enterprises, Inc.	Everything Begins with Fabric	5/18/2010	3,790,856
HF Enterprises, Inc.	Make it Green	11/2/2010	3,869,787
Hancock Fabrics, Inc.	Creative Sewing Solutions	8/19/2008	3,489,170

<u>Applicant</u>	<u>Trademark Application</u>	<u>Application Date</u>	<u>Application/Serial No.</u>
Hancock Fabrics, Inc.	Hancock Fabrics Crafts & More	3/5/2012	85560812
Hancock Fabrics, Inc.	Come Home to Hancock	3/5/2012	85560836