

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM339008

<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>
Hancock Fabrics, Inc.		04/22/2015	CORPORATION: DELAWARE
HF Enterprises, Inc.		04/22/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Wells Fargo Bank, National Association		
<b>Street Address:</b>	One Boston Place		
<b>Internal Address:</b>	18th Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02108		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 17</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2090281	AMERICA'S FABRIC STORE	
<b>Registration Number:</b>	2161840	HANCOCK FABRICS	
<b>Registration Number:</b>	2615823	LAUREN HANCOCK COLLECTION	
<b>Registration Number:</b>	1971704	SEW PERFECT	
<b>Registration Number:</b>	1971703	SEW PERFECT	
<b>Registration Number:</b>	1970555	THE FABRIC CARD	
<b>Registration Number:</b>	3157181	ABSOLUTELY COTTON	
<b>Registration Number:</b>	4375882	DESIGNER GALLERY HOME FABRIC & DÉCOR	
<b>Registration Number:</b>	4323061	HANCOCK FABRICS CRAFTS & MORE	
<b>Registration Number:</b>	4640567	HANCOCK FABRICS CRAFTS & MORE	
<b>Registration Number:</b>	3796499	DISCOVER THE DESIGNER IN YOU	
<b>Registration Number:</b>	3796501	STYLE STUDIO FASHION FABRICS	
<b>Registration Number:</b>	3796502	ACCESSORY WORKSHOP NOTIONS, EMBELLISHMEN	
<b>Registration Number:</b>	3790856	EVERYTHING BEGINS WITH FABRIC	
<b>Registration Number:</b>	3869787	MAKE IT GREEN	
<b>Registration Number:</b>	3489170	CREATIVE SEWING SOLUTIONS	
<b>Registration Number:</b>	4125678	WISHES & DREAMS	

OP \$440.00 2090281

**CORRESPONDENCE DATA****Fax Number:** 6172484000

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

**Phone:** 617-248-5000**Email:** TMAAdmin@choate.com**Correspondent Name:** Elizabeth A. Walker, Esq.**Address Line 1:** Two International Place**Address Line 2:** Choate Hall & Stewart**Address Line 4:** Boston, MASSACHUSETTS 02110

<b>ATTORNEY DOCKET NUMBER:</b>	2009985-0040
<b>NAME OF SUBMITTER:</b>	Elizabeth A. Walker
<b>SIGNATURE:</b>	/Elizabeth A. Walker/
<b>DATE SIGNED:</b>	04/22/2015

**Total Attachments: 5**

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**GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS**

April 22, 2015

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, the entities listed on Schedule A, each with its principal office as reflected on such Schedule (collectively, the “Grantors”), hereby grant to WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association with offices at One Boston Place, 18<sup>th</sup> Floor, Boston, Massachusetts 02108 (the “Grantee”), a continuing security interest in any and all of Grantor’s (i) right, title and interest in, to and under the United States trademarks (including service marks), slogans, logos, certification marks, trade dress, uniform resource locations (URLs), domain names, corporate names and trade names, whether registered or unregistered, owned by or assigned to such Grantor, trademark registrations and trademark applications (the “Trademarks”) set forth on Schedule B attached hereto, (ii) reissues, continuations, extensions and renewals thereof, (iii) income, fees, royalties, damages and payments now and hereafter due and/or payable thereunder and with respect thereto, including, without limitation, damages, claims and payments for past, present or future infringements thereof, (iv) rights corresponding thereto throughout the world and (v) rights to sue for past, present and future infringements thereof.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantors, as such term is defined in the Security Agreement by, among others, the Grantors and the Grantee, dated as of April 22, 2015 (as amended, modified, restated and/or supplemented from time to time, 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.

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

**GRANTORS:**

**HANCOCK FABRICS, INC.**

By: \_\_\_\_\_

Name: James B. Brown

Title: Executive Vice President and  
Chief Financial Officer

**HF ENTERPRISES, INC.**

By: \_\_\_\_\_


Name: James B. Brown

Title: Vice President

[Signature Page to Grant of Security Interest in Trademarks]

**GRANTEE:**

**WELLS FARGO BANK,  
NATIONAL ASSOCIATION**

By:   
Name: William Chan  
Title: Director

[Signature Page to Grant of Security Interest in Trademarks]

**TRADEMARK  
REEL: 005502 FRAME: 0177**

**SCHEDULE A**

<b>Grantor</b>	<b>Address of Principal Office</b>
Hancock Fabrics, Inc.	One Fashion Way, Baldwin, Lee County, MS 38824
HF Enterprises, Inc.	One Fashion Way, Baldwin, Lee County, MS 38824

**SCHEDULE B**

<u>Trademarks</u>	<u>Owner</u>	<u>Filing Date</u>	<u>Registration No.</u>
America's Fabric Store	HF Enterprises, Inc.	8/19/1997	2,090,281
Hancock Fabrics	HF Enterprises, Inc.	6/2/1998	2,161,840
Lauren Hancock Collection	HF Enterprises, Inc.	9/3/2002	2,615,823
Sew Perfect (tools)	HF Enterprises, Inc.	4/30/1996	1,971,704
Sew Perfect (bobbins, needles, etc.)	HF Enterprises, Inc.	4/30/1996	1,971,703
The Fabric Card	HF Enterprises, Inc.	4/23/1996	1,970,555
Absolutely Cotton	HF Enterprises, Inc.	10/17/2006	3,157,181
Designer Gallery Home Fabric & Décor	HF Enterprises, Inc.	7/30/2013	4,375,882
Hancock Fabrics Crafts & More	HF Enterprises, Inc.	4/23/2013	4,323,061
Hancock Fabrics Crafts & More (Logo)	HF Enterprises, Inc.	11/18/2014	4,640,567
Discover the Designer in You	HF Enterprises, Inc.	6/1/2010	3,796,499
Style Studio Fashion Fabrics	HF Enterprises, Inc.	6/1/2010	3,796,501
Accessory Workshop Notions, Embellishments & Crafts	HF Enterprises, Inc.	6/1/2010	3,796,502
Everything Begins with Fabric	HF Enterprises, Inc.	5/18/2010	3,790,856
Make it Green	HF Enterprises, Inc.	11/2/2010	3,869,787
Creative Sewing Solutions	Hancock Fabrics, Inc.	8/19/2008	3,489,170
Wishes & Dreams	Hancock Fabrics, Inc.	4/10/2010	4,125,678