

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM512171

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
A.C. MOORE INCORPORATED		02/27/2019	Corporation: VIRGINIA
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association, as Collateral Agent		
Street Address:	One Boston Place, 18th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	4924575	TIPS & TOES	
Registration Number:	4801023	BRIGHT MINDS BY NICOLE	
Registration Number:	5612095	NICOLE	
Registration Number:	4450995	HOMEESSENTIALS	
Registration Number:	5680826	SEASONS BY NICOLE	
CORRESPONDENCE DATA			
Fax Number:	6179518736		
<i>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.</i>			
Phone:	6173417729		
Email:	katarzyna.gaysunas@morganlewis.com		
Correspondent Name:	Katarzyna Gaysunas		
Address Line 1:	1 Federal Street		
Address Line 2:	c/o Morgan lewis Bockius LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
NAME OF SUBMITTER:	Katarzyna Gaysunas		
SIGNATURE:	/Katarzyna Gaysunas/		
DATE SIGNED:	02/28/2019		
Total Attachments: 3			

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EXECUTION VERSION

**SECOND SUPPLEMENT TO GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

This Second Supplement to Grant of Security Interest in United States Trademarks (this “Supplement”) is made as of the 27th day of February 2019 by **A.C. MOORE INCORPORATED**, a Virginia corporation, and **A.C. MOORE ARTS & CRAFTS, INC.**, a Pennsylvania corporation (each, individually a “Grantor” and collectively, the “Grantors”) in favor of **WELLS FARGO BANK, NATIONAL ASSOCIATION** (the “Grantee”).

WHEREAS, the Grantor executed and delivered that certain Grant of Security Interest in United States Trademarks dated November 18, 2011 and recorded on November 21, 2011 at Reel 4664, Frame 0264, as supplemented by that certain First Supplement to Grant of Security Interest in United States Trademarks dated as of August 26, 2014 and recorded on October 9, 2014 at Reel 5377, Frame 0948 (as further amended, supplemented and of record from time to time, hereinafter, the “Grant”) in favor of the Grantee, pursuant to which the Grantor pledged, assigned and granted a security interest in certain Marks (as defined therein); and

WHEREAS, the Grantor has developed additional Marks and desires to hereby confirm the pledge of, and the grant of a security interest in, such additional Marks in favor of the Grantee.

NOW, THEREFORE, in consideration of the mutual covenants herein contained and benefits to be derived herefrom, it is hereby agreed as follows:

1. Definitions. All capitalized terms herein and not otherwise defined shall have the same meaning herein as in the Grant.
2. Supplement to Schedule A. Schedule A to the Grant is hereby supplemented, but not replaced, by Schedule A-1 annexed hereto. For purposes of clarity, from and after the date hereof, Schedule A shall be deemed to include (i) the Marks referenced on Schedule A as such Schedule A exists immediately prior to the date hereof and (ii) Marks referenced on Schedule A-1 annexed hereto.
3. Miscellaneous:
 - a. Except as provided herein, all terms and conditions of the Grant remain in full force and effect. The Grantor hereby ratifies, confirms and reaffirms all of the representations, warranties and covenants contained therein.
 - b. This Supplement and the Grant cover the entire understanding of the parties with respect to the matters set forth herein and supersede all prior discussions and negotiations hereon.

[signature pages follow]

IN WITNESS WHEREOF, the undersigned has executed this Supplement as of the date first written above.

A.C. MOORE INCORPORATED, as Grantor

By: _____

Name: Adolph Piperno

Title: Chief Executive Officer

A.C. MOORE ARTS & CRAFTS, INC., as Grantor

By: _____

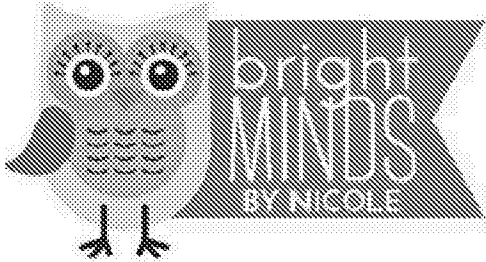

Name: Adolph Piperno

Title: Chief Executive Officer

[Signature Page to Second Supplement to Grant of Security Interest in United States Trademarks]

TRADEMARK
REEL: 006577 FRAME: 0790

SCHEDULE A-1

<u>Mark</u>	<u>App. No/Reg. No</u>	<u>App./Reg. Date</u>	<u>Owner</u>
TIPS & TOES	4924575	22-MAR-2016	A.C. MOORE INCORPORATED
	4801023	25-AUG-2015	A.C. MOORE INCORPORATED
NICOLE	5612095	20-NOV-2018	A.C. MOORE INCORPORATED
	4450995	17-DEC-2013	A.C. MOORE ARTS & CRAFTS, INC.
SEASONS BY NICOLE	5680826	19-FEB-2019	A.C. MOORE INCORPORATED

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