

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ANNA'S LINENS, INC.		08/31/2007	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	UNION BANK OF CALIFORNIA, N.A.		
Street Address:	445 South Figueroa Street, 13th Floor		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	National Association:		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	77171496	YOUR HOME, YOUR WAY	
Serial Number:	77171483		
Serial Number:	77171457	ANNA'S HOME	
Serial Number:	76672396	WHERE YOU GET A LOT MORE . . .FOR A LOT LESS	
Registration Number:	3022503	ANNA'S LINENS	
CORRESPONDENCE DATA			
Fax Number:	(213)630-5728		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	213-891-5011		
Email:	jhawke@buchalter.com		
Correspondent Name:	Jody Hawke		
Address Line 1:	1000 Wilshire Boulevard, Suite 1500		
Address Line 4:	Los Angeles, CALIFORNIA 90017-2457		
ATTORNEY DOCKET NUMBER:	U2310-0251		

CH \$140.00 77171496

NAME OF SUBMITTER:	Jody Hawke
Signature:	/Jody Hawke/
Date:	08/31/2007
Total Attachments: 5 source=annas#page1.tif source=annas#page2.tif source=annas#page3.tif source=annas#page4.tif source=annas#page5.tif	

**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

August 31, 2007

ANNA'S LINENS, INC., a Delaware corporation, whose address is 3550 Hyland Avenue, Costa Mesa, California 92626 ("Debtor") hereby acknowledges that it has granted to UNION BANK OF CALIFORNIA, N.A., whose address is 445 South Figueroa Street, 13th Floor, Los Angeles, California 90071 (the "Secured Party"), a security interest in and to all of the Debtor's right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the "Copyrights"), to which such Trademarks, Patents and Copyrights are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of August 31, 2007 (the "Agreement"), among the Debtor and Secured Party as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Signature page to follow.]

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

ANNA'S LINENS, INC.
a Delaware corporation

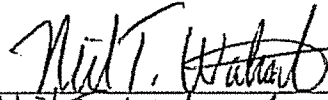
By: 
Name: Neil T. Watanabe
Title: Chief Financial Officer

EXHIBIT A
TRADEMARKS

No.	Liens/Status	Owner/Liens	Trademark	Serial No./ Reg. No.	File Date/ Reg. Date
1.	Pending	Anna's Linens, Inc.	YOUR HOME, YOUR WAY	77-171,496	May 2, 2007
2.	Pending	Anna's Linens, Inc.	DESIGN ONLY	77-171,483	May 2, 2007
3.	Pending	Anna's Linens, Inc.	ANNA'S HOME	77-171,457	May 2, 2007
4.	Pending	Anna's Linens, Inc.	WHERE YOU GET A LOT MORE ... FOR A LOT LESS	76-672,396	February 6, 2007
5.	Registered	Anna's Linens, Inc.	ANNA'S LINENS	3, 022,503	December 6, 2006

Exhibit A

EXHIBIT B
PATENTS

None

Exhibit B

EXHIBIT C
COPYRIGHTS

None

Exhibit C

BN 1358176v2

RECORDED: 08/31/2007

TRADEMARK
REEL: 003614 FRAME: 0347