

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM317605

<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>
Anna's Linens, Inc.		07/18/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Salus Capital Partners, LLC		
<b>Street Address:</b>	197 First Ave, Suite 250		
<b>City:</b>	Needham		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02494		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 33</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86203529	WHERE FASHIONABLE MEETS AFFORDABLE	
<b>Serial Number:</b>	86203552	DONDE LA MODA SE UNE CON LO ECONÓMICO	
<b>Serial Number:</b>	86131878	MY SWEET LULLABY	
<b>Registration Number:</b>	4520751	IT'S NOT MAGIC. IT'S JUST ANNA'S.	
<b>Registration Number:</b>	4407091	THE IMPOSSIBLE DEAL	
<b>Registration Number:</b>	4517157	YOUR HOME YOUR WAY	
<b>Registration Number:</b>	4517144	YOUR HOME YOUR WAY	
<b>Registration Number:</b>	4517145	YOUR HOME YOUR WAY	
<b>Registration Number:</b>	4517146	YOUR HOME YOUR WAY	
<b>Registration Number:</b>	4417842	ANNA'S LINENS	
<b>Registration Number:</b>	4480059	MULTISTYLE	
<b>Registration Number:</b>	4517135	ANNA'S LINENS	
<b>Registration Number:</b>	4517137		
<b>Registration Number:</b>	4517138		
<b>Registration Number:</b>	4524382	ANNA'S LINENS	
<b>Registration Number:</b>	4500508	FAN OF ANNA'S CLUB	
<b>Registration Number:</b>	4500512	FAN OF ANNA'S MY HOME MY WAY CLUB	
<b>Registration Number:</b>	4500513	MY HOME MY WAY CLUB	
<b>Registration Number:</b>	4500506	FAN OF ANNA'S	
<b>Registration Number:</b>	4417519	ANNA'S HOME	
<b>TRADEMARK</b>			

CH \$840.00 86203529

Property Type	Number	Word Mark
Registration Number:	4431447	ASK ANNA
Registration Number:	4395883	YOUR HOME YOUR WAY
Registration Number:	4431438	YOUR HOME YOUR WAY
Serial Number:	85833017	B BELLA
Registration Number:	4291834	SU HOGAR SU MANERA
Registration Number:	3973724	B BELLA
Registration Number:	3976812	EVERYDAY CLASSICS
Registration Number:	3875240	I'M A FAN OF ANNA'S
Registration Number:	3685614	ASK ANNA
Registration Number:	3522383	ANNA'S HOME
Registration Number:	3525616	YOUR HOME, YOUR WAY
Registration Number:	3633048	
Registration Number:	3022503	ANNA'S LINENS

**CORRESPONDENCE DATA**

**Fax Number:** 6178970911

*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:** 6173105207

**Email:** blanchardd@GTLAW.com

**Correspondent Name:** Daniel J. Blanchard

**Address Line 1:** Greenberg Traurig, LLP

**Address Line 2:** One International Place

**Address Line 4:** Boston, MASSACHUSETTS 02110

<b>ATTORNEY DOCKET NUMBER:</b>	137025-014000
<b>NAME OF SUBMITTER:</b>	Daniel J. Blanchard
<b>SIGNATURE:</b>	/Daniel J. Blanchard/
<b>DATE SIGNED:</b>	09/22/2014

**Total Attachments: 9**

source=TrademarkSecurityAgreement#page1.tif  
source=TrademarkSecurityAgreement#page2.tif  
source=TrademarkSecurityAgreement#page3.tif  
source=TrademarkSecurityAgreement#page4.tif  
source=TrademarkSecurityAgreement#page5.tif  
source=TrademarkSecurityAgreement#page6.tif  
source=TrademarkSecurityAgreement#page7.tif  
source=TrademarkSecurityAgreement#page8.tif  
source=TrademarkSecurityAgreement#page9.tif

## TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the “**Agreement**”) made as of this 18<sup>th</sup> day of July, 2014, by Anna’s Linens, Inc., a Delaware corporation (the “**Grantor**”), in favor of Salus Capital Partners, LLC, in its capacity as Agent for the Lenders party to the Credit Agreement (defined below) (herein, “**Grantee**”).

### W I T N E S S E T H

WHEREAS, Grantor and its subsidiaries, Grantee and the lenders party thereto (the “**Lenders**”) are parties to that certain Credit Agreement, dated as of July 18, 2014 (as the same may be amended, restated, modified or otherwise supplemented from time to time, the “**Credit Agreement**”), providing for loans to be made to the Grantor and its subsidiaries by the Lenders; and

WHEREAS, pursuant to the terms of that certain Security Agreement, dated as of July 18, 2014 between Grantor and its subsidiaries and Grantee (as the same may be amended, restated, modified or otherwise supplemented from time to time, the “**Security Agreement**”), Grantor has granted to Grantee, for the benefit of the Lenders, a security interest in substantially all of the assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks, together with the goodwill of the business symbolized by Grantor’s Trademarks, and all products and proceeds thereof, to secure payment and performance of the Secured Obligations.

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Incorporation of Credit Agreement and Security Agreement. The Credit Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement. In the event of a conflict between the provisions of this Agreement and the Security Agreement, the Security Agreement shall control.

2. Grant and Reaffirmation of Grant of Security Interests. To secure payment and performance of the Secured Obligations, Grantor hereby grants to Grantee, for the benefit of the Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor’s entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the “**Trademark Collateral**”), whether now owned or existing or hereafter created, acquired or arising:


(i) each Trademark listed on **Schedule A** annexed hereto, together with any renewals thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) (a) rights and privileges arising under applicable Law with respect to Grantor’s use of any trademarks, (b) renewals thereof, (c) 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, (d) rights corresponding thereto throughout the world and (e) rights to sue for past, present and future infringements thereof.

IN WITNESS WHEREOF, Grantor has duly executed this Trademark Security Agreement as of the date first written above.

ANNA'S LINENS, INC.

By:   
Name: Scott Gladstone  
Title: Chief Executive Officer


Signature Page to Trademark Security Agreement

**TRADEMARK**  
**REEL: 005366 FRAME: 0605**

Agreed and Accepted  
As of the Date First Written Above

SALUS CAPITAL PARTNERS, LLC


By:   
Name: Jonas D.L. McCray  
Title: Senior Vice President

By:   
Name: Kyle C. Shonak  
Title: Executive Vice President




Signature Page to Trademark Security Agreement

**Schedule A**

**Trademarks**


Trademark	Database	Application Number	Application Date	Registration Number	Registration Date	Status	Registrant
WHERE FASHIONABLE MEETS AFFORDABLE	U.S. Federal	86203529	25-FEB-2014			PUBLISHED (PENDING)	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
DONDE LA MODA SE UNE CON LO ECONOMICO	U.S. Federal	86203552	25-FEB-2014			PUBLISHED (PENDING)	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
MY SWEET LULLABY 	U.S. Federal	86131878	29-NOV-2013			PUBLISHED (PENDING) intent to Use	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
IT'S NOT MAGIC. IT'S JUST ANNA'S.	U.S. Federal	86028980	05-AUG-2013	4520751	29-APR-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
THE IMPOSSIBLE DEAL	U.S. Federal	85859618	25-FEB-2013	4407091	24-SEP-2013	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
YOUR HOME YOUR WAY	U.S. Federal	85857805	22-FEB-2013	4517157	22-APR-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
YOUR HOME YOUR WAY	U.S. Federal	85854138	19-FEB-2013	4517144	22-APR-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626

BOS 47488965v3



Trademark	Database	Application Number	Application Date	Registration Number	Registration Date	Status	Registrant
YOUR HOME YOUR WAY	U.S. Federal	85854169	19-FEB-2013	4517145	22-APR-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
YOUR HOME YOUR WAY	U.S. Federal	85854245	19-FEB-2013	4517146	22-APR-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
ANNA'S LINENS	U.S. Federal	85852906	18-FEB-2013	4417842	15-OCT-2013	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
MULTISTYLE 	U.S. Federal	85853088	18-FEB-2013	4480059	11-FEB-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
ANNA'S LINENS	U.S. Federal	85852940	18-FEB-2013	4517135	22-APR-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
Design Only 	U.S. Federal	85853026	18-FEB-2013	4517137	22-APR-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
Design Only 	U.S. Federal	85853043	18-FEB-2013	4517138	22-APR-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
ANNA'S LINENS	U.S. Federal	85852989	18-FEB-2013	4524382	06-MAY-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626

BOS 47488965v3




Trademark	Database	Application Number	Application Date	Registration Number	Registration Date	Status	Registrant
FAN OF ANNA'S CLUB	U.S. Federal	85835368	29-JAN-2013	4500508	25-MAR-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
FAN OF ANNA'S MY HOME MY WAY CLUB	U.S. Federal	85835557	29-JAN-2013	4500512	25-MAR-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
MY HOME MY WAY CLUB	U.S. Federal	85835596	29-JAN-2013	4500513	25-MAR-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
FAN OF ANNA'S	U.S. Federal	85835259	29-JAN-2013	4500506	25-MAR-2014	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
ANNA'S HOME	U.S. Federal	85834580	28-JAN-2013	4417519	15-OCT-2013	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
ASK ANNA	U.S. Federal	85834568	28-JAN-2013	4431447	12-NOV-2013	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
YOUR HOME YOUR WAY	U.S. Federal	85832912	25-JAN-2013	4395883	03-SEP-2013	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
YOUR HOME YOUR WAY 	U.S. Federal	85832979	25-JAN-2013	4431438	12-NOV-2013	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626

BOS 47488965v3

Trademark	Database	Application Number	Application Date	Registration Number	Registration Date	Status	Registrant
B BELLA 	U.S. Federal	85833017	25-JAN-2013			PUBLISHED (PENDING)	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
SU HOGAR SU MANERA	U.S. Federal	85662272	26-JUN-2012	4291834	19-FEB-2013	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVE. COSTA MESA, CALIFORNIA 92626
B BELLA 	U.S. Federal	85145667	05-OCT-2010	3973724	07-JUN-2011	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVE. COSTA MESA, CALIFORNIA 92626
EVERYDAY CLASSICS	U.S. Federal	85031290	05-MAY-2010	3976812	14-JUN-2011	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
I'M A FAN OF ANNA'S	U.S. Federal	76701474	03-FEB-2010	3875240	16-NOV-2010	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
ASK ANNA	U.S. Federal	77678465	25-FEB-2009	3685614	22-SEP-2009	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
ANNA'S HOME	U.S. Federal	77975924	02-MAY-2007	3522383	21-OCT-2008	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
YOUR HOME, YOUR WAY	U.S. Federal	77975932	02-MAY-2007	3525616	28-OCT-2008	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626

BOS 47488965v3

Trademark	Database	Application Number	Application Date	Registration Number	Registration Date	Status	Registrant
Design Only 	U.S. Federal	77975925	02-MAY-2007	3633048	02-JUN-2009	REGISTERED	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
ANNA'S LINENS	U.S. Federal	76579374	04-MAR-2004	3022503	06-DEC-2005	REGISTERED	ANNA'S LINENS, INC. CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
YOUR HOME YOUR WAY	U.S. State Florida			T13000000466	01-MAY-2013	REGISTERED FL	ANNA'S LINENS, INC. CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
Design Only	U.S. State Florida			T13000000467	01-MAY-2013	REGISTERED FL	ANNA'S LINENS, INC. CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
ANNA'S LINENS	U.S. State Florida			T13000000469	01-MAY-2013	REGISTERED FL	ANNA'S LINENS, INC. CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
ANNA'S LINENS	U.S. State North Carolina			20588	06-JUN-2011	REGISTERED NC	ANNA'S LINENS, INC. NORTH CAROLINA CORPORATION 3550 HYLAND AVENUE COSTA MESA, CALIFORNIA 92626
TU HOGAR A TU MANERA		0429247	19-APR-2012			Puerto Rico Application Filed	ANNA'S LINENS, INC. DELAWARE CORPORATION 3550 HYLAND AVE. COSTA MESA, CALIFORNIA 92626