

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM403042

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	First Supplement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JO-ANN STORES, LLC		10/18/2016	Limited Liability Company: OHIO
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	100 Federal Street, 9th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 18			
Property Type	Number	Word Mark	
Registration Number:	4013243	CREATIVE CUT CENTER	
Registration Number:	4067727	FABRIC WORLD	
Registration Number:	4186045	DESIGN YOUR DECOR	
Registration Number:	4255362	DOODLES	
Registration Number:	4367053	LEGACY STUDIO	
Registration Number:	4386621	BUSY KIDS LEARNING	
Registration Number:	4476772	BUSY KIDS	
Registration Number:	4956347	BIG TWIST	
Registration Number:	4957227	BUTTERCREAM	
Registration Number:	4961771	FABRIC QUARTERS	
Registration Number:	4996196	QUILTER'S SHOWCASE	
Registration Number:	5008854	WE MADE IT	
Registration Number:	5009164	FASHION & FLUFF	
Registration Number:	5009165	LITTLE MAKERS	
Serial Number:	86627909	ULTRA FLUFFY	
Serial Number:	86634257	BLOOM ROOM	
Serial Number:	86222893	THE 5 & TWINE	
Serial Number:	86225785	TWO DAUGHTERS	

OP \$465.00 4013243

CORRESPONDENCE DATA**Fax Number:** 8004947512*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:** 202-370-4790**Email:** ipteam@nationalcorp.com**Correspondent Name:** Andy Hackett**Address Line 1:** 1025 Vermont Avenue NW, Ste 1130**Address Line 2:** National Corporate Research, Ltd.**Address Line 4:** Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	F166169
NAME OF SUBMITTER:	Matthew R. Pierce
SIGNATURE:	/Matthew R. Pierce/
DATE SIGNED:	10/24/2016

Total Attachments: 4

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FIRST SUPPLEMENT TO TRADEMARK SECURITY AGREEMENT

This First Supplement to Trademark Security Agreement (this "Supplement") is made as of the 21st day of October, 2016 by **JO-ANN STORES, LLC** (formerly known as Jo-Ann Stores, Inc.), an Ohio limited liability company (the "Grantor"), in favor of **BANK OF AMERICA, N.A.**, in its capacity as administrative agent and collateral agent (the "Agent").

WHEREAS, the Grantor executed and delivered a Trademark Security Agreement dated March 18, 2011 and recorded with the United States Patent and Trademark Office on March 18, 2011 at Reel 4501, Frame 0193 (as amended of record from time to time, hereinafter, the "Grant") in favor of the Agent, pursuant to which the Grantor pledged, assigned and granted a security interest in certain Trademarks (as defined therein); and

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

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 the purposes of clarity, from and after the date hereof, Schedule A shall be deemed to include (i) the Trademarks referenced on Schedule A as such Schedule A exists immediately prior to the date hereof, and (ii) the Trademarks (together with the goodwill of the businesses with which the Trademarks are associated) 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.

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


JO-ANN STORES, LLC,
as Grantor

By: David B Goldston
Name: David Goldston
Title: Senior Vice President, General
Counsel and Secretary

[Signature Page to First Supplement to Trademark Security Agreement]

TRADEMARK
REEL: 005906 FRAME: 0441

SCHEDULE A-1

<u>Trademark</u>	<u>Registration/Serial Number</u>	<u>Registration/Filing Date</u>	<u>Grantor</u>
CREATIVE CUT CENTER	4013243 77944054	August 16, 2011	JO-ANN STORES, LLC
FABRIC WORLD	4067727 77793481	December 6, 2011	JO-ANN STORES, LLC
DESIGN YOUR DECOR	4186045 85495170	August 7, 2012	JO-ANN STORES, LLC
DOODLES and Design 	4255362 85560584	December 4, 2012	JO-ANN STORES, LLC
LEGACY STUDIO	4367053 85664156	July 16, 2013	JO-ANN STORES, LLC
BUSY KIDS LEARNING	4386621 85664062	August 20, 2013	JO-ANN STORES, LLC
BUSY KIDS	4476772 85659482	February 4, 2014	JO-ANN STORES, LLC
BIG TWIST	4956347 86179916	May 10, 2016	JO-ANN STORES, LLC
BUTTERCREAM	4957227 86580451	May 10, 2016	JO-ANN STORES, LLC
FABRIC QUARTERS	4961771 86649874	May 17, 2016	JO-ANN STORES, LLC

QUILTER'S SHOWCASE	4996196 86649871	July 12, 2016	JO-ANN STORES, LLC
WE MADE IT	5008854 86532414	July 26, 2016	JO-ANN STORES, LLC
FASHION & FLUFF	5009164 86627923	July 26, 2016	JO-ANN STORES, LLC
LITTLE MAKERS	5009165 86627936	July 26, 2016	JO-ANN STORES, LLC
ULTRA FLUFFY	86627909	May 13, 2015	JO-ANN STORES, LLC
BLOOM ROOM	86634257	May 19, 2015	JO-ANN STORES, LLC
The 5 & Twine	86222893	March 17, 2014	JO-ANN STORES, LLC
TWO DAUGHTERS	86225785	March 19, 2014	JO-ANN STORES, LLC

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