

JO-ANN STORES, INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Corporate Governance Committee is appointed by the Board to:

- assist the Board by identifying individuals qualified to become Board members;
- recommend to the Board the director nominees for the next annual meeting of shareholders;
- recommend to the Board the Corporate Governance Guidelines applicable to the Company;
- assist the Board in determining whether directors meet the criteria for independence required by the New York Stock Exchange;
- lead the Board in its annual review of the Board's performance;
- recommend to the Board director nominees for each committee; and
- assist the Board in succession planning for the CEO.

Committee Membership

The Corporate Governance Committee shall consist of no fewer than three members. The members of the Corporate Governance Committee shall meet the independence requirements of the New York Stock Exchange. The members of the Corporate Governance Committee shall be appointed and replaced by the Board. The Board shall designate one member as the Chairperson of the Corporate Governance Committee.

Committee Authority and Responsibilities

1. The Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Corporate Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Corporate Governance Committee shall actively seek individuals qualified to become Board members for recommendation to the Board. Individuals considered shall have qualifications that reflect the Board's criteria for selecting new members. Every three years, and otherwise when circumstances necessitate, the Corporate Governance Committee shall evaluate each director's continuation on the Board and make recommendations to the Board based on such evaluations.
3. The Corporate Governance Committee shall recommend to the Board members for each committee of the Board.
4. The Corporate Governance Committee shall assess the independence of each director and report to the Board on the nature and basis of its assessment so that the Board can determine whether the director is independent as required by the New York Stock Exchange.
5. The Corporate Governance Committee shall receive comments from all directors and report annually to the Board with assessments of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
6. The Corporate Governance Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.

JO-ANN STORES, INC.
CORPORATE GOVERNANCE COMMITTEE CHARTER

7. The Corporate Governance Committee shall consider and annually report to the Board on succession planning for the CEO and, when appropriate, work with the Board to identify and evaluate potential successors to the CEO.
8. The Corporate Governance Committee may form and delegate authority to subcommittees when appropriate.
9. The Corporate Governance Committee shall make regular reports to the Board.
10. The Corporate Governance Committee shall annually review its own performance.
11. The Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.