

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Michaels Stores, Inc.		11/05/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Michaels Stores Procurement Company, Inc.
Street Address:	2302 113th Street
City:	Grand Prairie
State/Country:	TEXAS
Postal Code:	75050
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2664234	CREATE

CORRESPONDENCE DATA	
Fax Number:	(214)953-5822
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	214-953-5902
Email:	cbutzer@jw.com
Correspondent Name:	Carl C. Butzer
Address Line 1:	901 Main Street., Suite 6000
Address Line 4:	Dallas, TEXAS 75202

ATTORNEY DOCKET NUMBER:	46860-K069US
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NAME OF SUBMITTER:	Carl C. Butzer
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Total Attachments: 3
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CH \$40.00 2664234

ASSIGNMENT

This ASSIGNMENT is made effective as of November 5, 2004 between Michaels Stores, Inc., a Delaware corporation, located and doing business at 8000 Bent Branch Drive, Irving, Texas 75063 ("Assignor") and Michaels Stores Procurement Company, Inc., a Delaware corporation, located and doing business at 2302 113th Street, Grand Prairie, Texas 75050.

WITNESSETH:

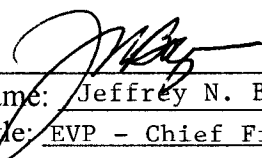
WHEREAS, Assignor is the owner of certain trademark rights and other rights in the United States and Canada for the trademarks CREATE and CREATE!, respectively (the "Marks");

WHEREAS, Assignor is the owner of the corresponding U.S. Trademark Registration No. 2,664,234 and Canadian Registration No. TMA584,612 for the Marks (the "Registrations"); and

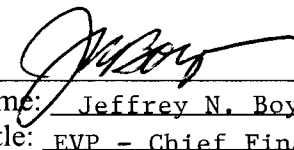
WHEREAS, Assignee desires to acquire the Mark and Registration, and is desirous of using the aforesaid Mark;

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns, grants and conveys to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by said Marks and the Registrations.

MICHAELS STORES, INC.

By: 
Name: Jeffrey N. Boyer
Title: EVP - Chief Financial Officer

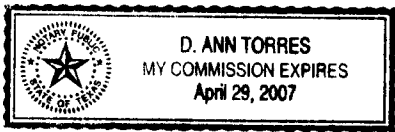
MICHAELS STORES PROCUREMENT
COMPANY, INC.

By: 
Name: Jeffrey N. Boyer
Title: EVP - Chief Financial Officer

ACKNOWLEDGMENT

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, on this 5th day of November, 2004, personally appeared Jeffrey N. Boyer, known by me to be the EVP-Chief Financial Officer of Michaels Stores, Inc., a Delaware corporation, the Assignor named above, and acknowledged to me that he executed the foregoing Assignment on behalf of said Assignor and pursuant to authority duly received.



D. Ann Torres
Notary Public, State of Texas

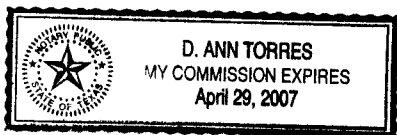
D. Ann Torres
Notary's Printed Name

My commission expires: 4/29/07

ACKNOWLEDGMENT

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, on this 5th day of November, 2004, personally appeared Jeffrey N. Bayer, known by me to be the EVP-Chief Financial Officer of Michaels Stores Procurement Company, Inc., a Delaware corporation, the Assignee named above, and acknowledged to me that he executed the foregoing Assignment on behalf of said Assignee and pursuant to authority duly received.



D. Ann Torres
Notary Public, State of Texas

D. Ann Torres
Notary's Printed Name

My commission expires: 4/29/07

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