

11-21-2006

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office



HEET

NOV 15 2006

103339241

To the Director of the U.S. Patent and Trademark Office. Please record the attached documents or the new address(es) below

1. Name of Conveying party(ies):

Michaels Stores Procurement Company, Inc.

- ☐ Individual(a) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: Delaware
☐ Other _____

Citizenship (see guidelines) _____

Additional Names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance/Execution Date(s):

Execution Date(s) October 31, 2006

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

2. Name and address of receiving party(ies)

☐ Yes

Additional names, addresses, or citizenship attached?

☒ No

Name: Deutsche Bank AG New York Branch

Internal

Address: _____

Street Address: 60 Wall Street

City: New York

State: New York

Country: United States Zip: 10005

- ☐ Association Citizenship _____
☐ General Partnership Citizenship _____
☐ Limited Partnership Citizenship _____
☐ Corporation Citizenship _____
☒ Other: Collateral Agent Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No

(Designations must be a separate document from assignment)

4. application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See Attached Schedule A

B. Trademark Registration No.(s)

See Attached Schedule A

Additional sheet(s) attached? ☐ Yes ☒ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Matthew Bart

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York

State: New York Zip: 10036

Phone Number: 212-819-8923

Fax Number: 212-354-8113

Email Address: mbart@whitecase.com

6. Total number of applications and registrations involved:

40

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$1,015

- ☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☒ Enclosed

8. Payment Information:

- a. Credit Card Last 4 Numbers _____
Expiration Date _____
b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

11/20/2006 DBYRNE

00000000 1222732

Signature

November 15, 2006

Date

01 C:8521
02 C:8522

40.00 OP

975.00 OP

Matthew Bart

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

<u>MARK</u>	<u>REG. DATE</u>	<u>REGISTRATION NO./APPLICATION NO.</u>
Michaels	01/04/83	1,222,952
Michaels	12/25/84	1,311,589
Crafts & More	02/28/89	1,527,525
Moskatel's	09/18/90	1,614,413
Michaels	06/30/92	1,697,669
Michaels	07/07/92	1,699,119
Michaels	03/23/93	1,759,792
Michaels	11/02/93	1,802,039
Kids Club	01/14/97	2,029,624
Recollections	08/04/98	2,179,582
Michaels the Arts and Crafts Store	03/16/99	2,232,360
Kids Club	01/11/00	2,307,155
Artistree Art Frame & Design	11/28/00	2,408,396
Artistree Art Frame & Design	11/28/00	2,408,397
Kids Club Summer Camp	02/13/01	2,428,568
Carolina Art & Frame	03/06/01	2,433,148
Michaels.com	09/04/01	2,486,259
Star Decorators' Wholesale Warehouse	01/08/02	2,527,196
Where Originals Originate.	02/12/02	2,537,708
Vendor Connect	10/08/02	2,631,443
Michaels.com	11/05/02	2,646,441
Create	12/17/02	2,664,234
Michaels.com	01/14/03	2,675,387
Bright Tidings	02/04/03	2,684,520
Michaels.com	04/08/03	2,705,025
MMG	04/29/03	2,711,937
Crafts & More	05/13/03	2,716,080
Michaels Manufacturing Group	06/24/03	2,730,052
Village Crafts by Michaels	09/16/03	2,765,378
For Weddings as Original as You	09/14/04	2,884,979
Sparkling Creations	07/12/05	2,967,453
Star Decorators' Wholesale	01/10/06	3,042,282
Recollections	01/10/06	3,042,415
Kid Crafted Mom Approved	06/27/06	3,109,693
Turkey Bucks	10/24/06	3,163,237
Where Ideas Come Together	10/10/06	3,153,859
Michaels Arts, Crafts & More	3/22/05	76/634,146
Experience Paper Crafting	11/14/05	78/753,445
Artistree	2/13/06	78/813,758
Star Decorators Wholesale	2/13/06	78/816,788

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Michaels Stores Procurement Company, Inc., a Delaware corporation (the "Grantor") with principal offices at 8000 Bent Branch Drive, Irving, Texas 75063, hereby grants to DEUTSCHE BANK AG NEW YORK BRANCH, as Collateral Agent, with principal offices at 60 Wall Street, New York, NY 10005 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of October 31, 2006 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the


30th day of October, 2006.

MICHAELS STORES PROCUREMENT
COMPANY, INC., Grantor

By Lisa K. Klinger
Name: Lisa K. Klinger
Title: Vice President and Treasurer

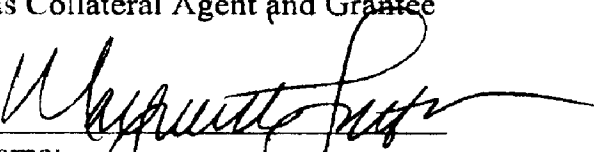
STATE OF New York)
COUNTY OF New York) ss.:

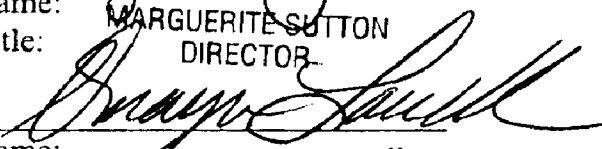
On this 30th day of October, 2006, before me personally came Lisa Klinger
who, being by me duly sworn, did state as follows: that s/he is Treasurer of Michaels
Stores Procurement Company, Inc., that s/he is authorized to execute the foregoing Grant on
behalf of said corporation and that s/he did so by authority of the Board of Directors of said
corporation.


Notary Public

VICTORIA A. MIRANDA
Notary Public, State of New York
No. 43-496396
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires March 12, 2010

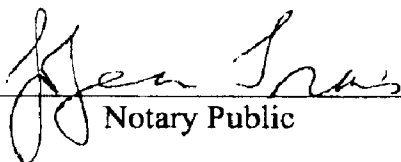
DEUTSCHE BANK AG NEW YORK BRANCH,
as Collateral Agent and Grantee

By 
Name: MARGUERITE SUTTON
Title: DIRECTOR

By 
Name: Omayra Laucella
Title: Vice President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 27th day of October, 2006, before me personally came MARGUERITE
SUTTON and OMAYRA LAUREA who, being by me duly sworn, did state
as follows: that they are DIRECTOR and VICE PRESIDENT of DEUTSCHE
BANK AG NEW YORK BRANCH, that they are authorized to execute the foregoing Grant on
behalf of said corporation and that they did so by authority of the Board of Directors of said
corporation.


Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2007

Michaels Grants of Security Interest in IP

NEWYORK 5817448 (2K)

RECORDED: 11/15/2006

TRADEMARK
REEL: 003443 FRAME: 0789