

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Michaels Stores Procurement Company, Inc.		05/01/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Collateral Agent
Street Address:	40 Broad Street
Internal Address:	10th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 67

Property Type	Number	Word Mark
Registration Number:	3267059	CRAFT SMART
Registration Number:	3544161	IMAGINATE
Serial Number:	77486360	ARTIE
Serial Number:	77486365	ARTIE
Serial Number:	77486359	ARTIE
Serial Number:	77648628	ARTIST'S LOFT
Serial Number:	77523667	ARTIST'S LOFT
Serial Number:	77523662	ARTIST'S LOFT
Serial Number:	77595961	ARTMINDS
Serial Number:	77595947	ARTMINDS
Serial Number:	77595936	ARTMINDS
Serial Number:	77595957	ARTMINDS
Serial Number:	77595953	ARTMINDS

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Serial Number:	77595951	ARTMINDS
Serial Number:	77595943	ARTMINDS
Serial Number:	77595933	ARTMINDS
Serial Number:	77595929	ARTMINDS
Serial Number:	77595926	ARTMINDS
Serial Number:	77595921	ARTMINDS
Serial Number:	77516475	ASHLAND
Serial Number:	77515968	ASHLAND
Serial Number:	77515964	ASHLAND
Serial Number:	77515960	ASHLAND
Serial Number:	77515953	ASHLAND
Serial Number:	77515957	ASHLAND
Serial Number:	77553407	BEAD LANDING
Serial Number:	77648667	CELEBRATE IT
Serial Number:	77363580	CELEBRATE IT
Serial Number:	77363578	CELEBRATE IT
Serial Number:	77363575	CELEBRATE IT
Serial Number:	77363568	CELEBRATE IT
Serial Number:	77220742	CRAFT SMART
Serial Number:	77220744	CRAFT SMART
Serial Number:	77220740	CRAFT SMART
Serial Number:	77436858	CREATOLOGY
Serial Number:	77436878	CREATOLOGY
Serial Number:	77436862	CREATOLOGY
Serial Number:	77436876	CREATOLOGY
Serial Number:	77651115	ENDLESS CREATIVITY
Serial Number:	77651127	ENDLESS CREATIVITY
Serial Number:	77651114	ENDLESS CREATIVITY
Serial Number:	77651075	ENDLESS CREATIVITY ENDLESS SAVINGS
Serial Number:	77651082	ENDLESS CREATIVITY ENDLESS SAVINGS
Serial Number:	77651079	ENDLESS CREATIVITY ENDLESS SAVINGS
Serial Number:	77651158	ENDLESS SAVINGS
Serial Number:	77651163	ENDLESS SAVINGS
Serial Number:	77651160	ENDLESS SAVINGS
Serial Number:	77470473	LOOPS & THREADS

Serial Number:	77470457	LOOPS & THREADS
Serial Number:	77525298	MICHAELS
Serial Number:	77525296	MICHAELS
Serial Number:	77525292	MICHAELS
Serial Number:	77007886	MICHAELS HOME COLLECTION
Serial Number:	77007875	MICHAELS HOME COLLECTION
Serial Number:	77007882	MICHAELS HOME COLLECTION
Serial Number:	77007878	MICHAELS HOME COLLECTION
Serial Number:	77436873	RECOLLECTIONS CAPTURING SPECIAL MEMORIES
Serial Number:	77436870	RECOLLECTIONS CAPTURING SPECIAL MEMORIES
Serial Number:	77436865	RECOLLECTIONS CAPTURING SPECIAL MEMORIES
Serial Number:	77470453	STUDIODECOR
Serial Number:	77470451	STUDIODECOR
Serial Number:	77376954	THE KNACK
Serial Number:	77376952	THE KNACK
Serial Number:	77376958	THE KNACK FACULTY
Serial Number:	77376955	THE KNACK FACULTY
Serial Number:	77376606	THE KNACK FACULTY
Serial Number:	77451696	WHERE CREATIVITY HAPPENS

CORRESPONDENCE DATA

Fax Number: (703)415-1557
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-415-1555
Email: mail@specializedpatent.com
Correspondent Name: Christopher E. Kondracki
Address Line 1: 1501 Wilson Boulevard
Address Line 2: Suite 510
Address Line 4: Arlington, VIRGINIA 22209

ATTORNEY DOCKET NUMBER:	9050802
NAME OF SUBMITTER:	Christopher E. Kondracki
Signature:	/Christopher E. Kondracki/
Date:	01/12/2010

Total Attachments: 6
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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"), having its chief executive office at 2303 113th Street, Grand Prairie, Texas 75050, hereby grants to BANK OF AMERICA, N.A., as Collateral Agent, with offices at 40 Broad Street, 10th Floor, Boston, MA 02109 (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 Secured 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 1st
day of May, 2009.

MICHAELS STORES PROCUREMENT
COMPANY, INC., Grantor

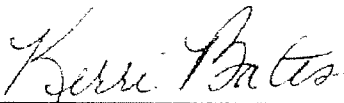
By Elaine D. Crowley
Name: Elaine D. Crowley
Title: Executive Vice President -
Chief Financial Officer

BANK OF AMERICA, N.A.,
as Collateral Agent and Grantee

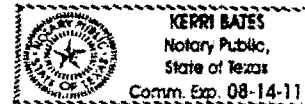
By David Vega
Name: DAVID VEGA
Title: MANAGING DIRECTOR

STATE OF TEXAS)
) ss:
COUNTY OF DALLAS)

On this 1st day of May, 2009, before me personally came Elaine D. Crowley, who being duly sworn, did depose and say that she is Executive Vice President – Chief Financial Officer of Michaels Stores Procurement Company, Inc., that she is authorized to execute the foregoing Grant on behalf of said corporation and that she did so by authority of the Board of Directors of said corporation.

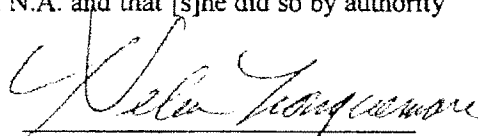


Notary Public



STATE OF Massachusetts
COUNTY OF Wickfield SS:

On this 8th day of May, 2009, before me personally came _____
DAVID VEGA who, being by me duly sworn, did state as follows: that [s]he is
Managing Director of BANK OF AMERICA, N.A., that [s]he is authorized to execute the
foregoing Grant on behalf of said BANK OF AMERICA, N.A. and that [s]he did so by authority
of said BANK OF AMERICA, N.A.



Notary Public

SCHEDULE A

U.S. Trademark Registrations

Mark	Registration Date	Registration Number
Craft Smart	7/24/07	3267059
Imaginate	12/09/08	3544161

U.S. Trademark Applications

Mark	Filing Date	Serial Number
Artie	5/29/08	77486360
Artie	5/29/08	77486365
Artie	5/29/08	77486359
Artist's Loft	1/13/09	77648628
Artist's Loft	7/16/08	77523667
Artist's Loft	7/16/08	77523662
Artminds	10/20/08	77595961
Artminds	10/20/08	77595947
Artminds	10/20/08	77595936
Artminds	10/20/08	77595957
Artminds	10/20/08	77595953
Artminds	10/20/08	77595951
Artminds	10/20/08	77595943
Artminds	10/20/08	77595933
Artminds	10/20/08	77595929
Artminds	10/20/08	77595926
Artminds	10/20/08	77595921
Ashland	7/08/08	77516475
Ashland	7/07/08	77515968
Ashland	7/07/08	77515964
Ashland	7/07/08	77515960
Ashland	7/07/08	77515953
Ashland	7/07/08	77515957
Bead Landing	8/22/08	77553407
Celebrate It.	1/13/09	77648667
Celebrate It	1/03/08	77363580
Celebrate It	1/03/08	77363578
Celebrate It	1/03/08	77363575
Celebrate It	1/03/08	77363568
Craft Smart	7/02/07	77220742
Craft Smart	7/02/07	77220744
Craft Smart	7/02/07	77220740
Creatology	4/01/08	77436858
Creatology	4/01/08	77436878
Creatology	4/01/08	77436862
Creatology	4/01/08	77436876

Endless Creativity.	1/16/09	77651115
Endless Creativity.	1/16/09	77651127
Endless Creativity.	1/16/09	77651114
Endless Creativity. Endless Savings.	1/16/09	77651075
Endless Creativity. Endless Savings.	1/16/09	77651082
Endless Creativity. Endless Savings.	1/16/09	77651079
Endless Savings.	1/16/09	77651158
Endless Savings.	1/16/09	77651163
Endless Savings	1/16/09	77651160
Loops & Threads	5/09/08	77470473
Loops & Threads	5/09/08	77470457
Michaels	7/17/08	77525298
Michaels	7/17/08	77525296
Michaels	7/17/08	77525292
Michaels Home Collection	9/26/06	77007886
Michaels Home Collection	9/26/06	77007875
Michaels Home Collection	9/26/06	77007882
Michaels Home Collection	9/26/06	77887878
Recollections: Capturing Special Memories	4/01/08	77436873
Recollections: Capturing Special Memories	4/01/08	77436870
Recollections: Capturing Special Memories	4/01/08	77436865
Studio Decor	5/09/08	77470453
Studio Decor	5/09/08	77470451
The Knack	1/22/08	77376954
The Knack	1/22/08	77376952
The Knack Faculty	1/22/08	77376558
The Knack Faculty	1/22/08	77376955
The Knack Faculty	1/21/08	77376606
Where Creativity Happens	4/18/08	77451696