

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Michaels Stores Procurement Company, Inc.		01/28/2013	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Deutsche Bank AG New York Branch
Street Address:	60 Wall Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10005
Entity Type:	Foreign Banking Corporation: GERMANY

PROPERTY NUMBERS Total: 77

Property Type	Number	Word Mark
Registration Number:	4272386	PASSPORT TO IMAGINATION
Registration Number:	4272382	RECOLLECTIONS
Registration Number:	4273230	IMAGIN8
Registration Number:	4273228	IMAGIN8
Registration Number:	4273210	IMAGIN8
Serial Number:	85632718	CELEBRATE IT
Serial Number:	85468513	IMAGIN8
Serial Number:	85468509	IMAGIN8
Serial Number:	85468494	IMAGIN8
Serial Number:	85468482	IMAGIN8
Serial Number:	85461445	IMAGIN8
Serial Number:	85461442	IMAGIN8
Serial Number:	85468506	IMAGIN8
Serial Number:	85468503	IMAGIN8

TRADEMARK

Registration Number:	3775953	ENDLESS SAVINGS
Registration Number:	3782325	ENDLESS SAVINGS
Registration Number:	3779154	ENDLESS CREATIVITY
Registration Number:	3782324	ENDLESS CREATIVITY
Registration Number:	3779153	ENDLESS CREATIVITY ENDLESS SAVINGS
Registration Number:	3782323	ENDLESS CREATIVITY ENDLESS SAVINGS
Registration Number:	3775940	CELEBRATE IT
Registration Number:	3850868	ARTIST'S LOFT
Registration Number:	3764532	ARTMINDS
Registration Number:	3914752	ARTMINDS
Registration Number:	4029143	ARTMINDS
Registration Number:	4198767	ARTMINDS
Registration Number:	4006542	ARTMINDS
Registration Number:	4198766	ARTMINDS
Registration Number:	3926104	ARTMINDS
Registration Number:	4026485	ARTMINDS
Registration Number:	4198765	ARTMINDS
Registration Number:	3790875	BEAD LANDING
Registration Number:	3723273	MICHAELS
Registration Number:	3723272	MICHAELS
Registration Number:	3723271	MICHAELS
Registration Number:	3775571	ARTIST'S LOFT
Registration Number:	4067517	ARTIST'S LOFT
Registration Number:	3928930	ASHLAND
Registration Number:	4084207	ASHLAND
Registration Number:	4084206	ASHLAND
Registration Number:	4084205	ASHLAND
Registration Number:	4202609	ASHLAND
Registration Number:	4210275	LOOPS & THREADS
Registration Number:	3857325	LOOPS & THREADS
Registration Number:	4135741	STUDIO DECOR
Registration Number:	4135740	STUDIO DECOR
Registration Number:	3745166	WHERE CREATIVITY HAPPENS
Registration Number:	3747388	CREATOLOGY
Registration Number:	3822402	CREATOLOGY

	3911459	RECOLLECTIONS CAPTURING SPECIAL MEMORIES
Registration Number:	3917436	CREATOLOGY
Registration Number:	4035299	CREATOLOGY
Registration Number:	3864856	THE KNACK FACULTY
Registration Number:	3864855	THE KNACK
Registration Number:	3934775	THE KNACK
Registration Number:	3934774	THE KNACK FACULTY
Registration Number:	4035269	CELEBRATE IT
Registration Number:	4042354	CELEBRATE IT
Registration Number:	3857262	CELEBRATE IT
Registration Number:	3623628	CRAFT SMART
Registration Number:	3702094	CRAFT SMART
Registration Number:	3544161	IMAGINATE
Registration Number:	3864857	THE KNACK FACULTY
Registration Number:	3267059	CRAFT SMART
Serial Number:	85399335	MIDESIGN@MICHAELS
Serial Number:	85399357	MIDESIGN@MICHAELS
Serial Number:	85399365	MIDESIGN@MICHAELS
Serial Number:	85399371	MIDESIGN@MICHAELS
Serial Number:	85399374	MIDESIGN@MICHAELS
Serial Number:	85399376	MIDESIGN@MICHAELS
Serial Number:	85399380	MIDESIGN@MICHAELS
Serial Number:	85399384	MIDESIGN@MICHAELS
Serial Number:	85447922	DÉCOR SCENTS
Serial Number:	85447928	DÉCOR SCENTS
Serial Number:	85447934	DÉCOR SCENTS
Serial Number:	85447941	DÉCOR SCENTS
Serial Number:	85447944	DÉCOR SCENTS

CORRESPONDENCE DATA

Fax Number: 6502138158

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 6502130300

Email: iprecordations@whitecase.com

Correspondent Name: White & Case LLP / Christina Ishihara

Address Line 1: 3000 El Camino Real, Bldg 5, 9th Floor

TRADEMARK
REEL: 004949 FRAME: 0336

Address Line 4: Palo Alto, CALIFORNIA 94306

ATTORNEY DOCKET NUMBER:

1104031-0452

NAME OF SUBMITTER:

Christina Ishihara

Signature:

/Christina Ishihara/

Date:

01/28/2013

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") 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
28th day of January, 2013.

MICHAELS STORES PROCUREMENT
COMPANY, INC., Grantor

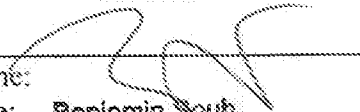
By: Charles M. Sonstebly
Name: Charles M. Sonstebly
Title: Chief Administrative Officer and Chief
Financial Officer

[Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 004949 FRAME: 0339

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

By 
Name: Dusan Lazarov
Title: Director

By 
Name:
Title: Benjamin Souh
Vice President

{Grant of Security Interest in Trademarks}

Trademarks

MARK	REG. NO./(APP. NO.)	REG. DATE/(APP. DATE)
PASSPORT TO IMAGINATION	4272386	1/8/2013
RECOLLECTIONS	4272382	1/8/2013
IMAGIN8	4273230	1/8/2013
IMAGIN8	4273228	1/8/2013
IMAGIN8	4273210	1/8/2013
CELEBRATE IT	(85632718)	(5/23/2012)
IMAGIN8	(85468513)	(11/9/2011)
IMAGIN8	(85468509)	(11/9/2011)
IMAGIN8	(85468494)	(11/9/2011)
IMAGIN8	(85468482)	(11/9/2011)
IMAGIN8	(85461445)	(11/1/2011)
IMAGIN8	(85461442)	(11/1/2011)
IMAGIN8	(85468506)	(11/9/2011)
IMAGIN8	(85468503)	(11/9/2011)
ENDLESS SAVINGS	3775953	4/13/2010
ENDLESS SAVINGS	3782325	4/27/2010
ENDLESS CREATIVITY	3779154	4/20/2010
ENDLESS CREATIVITY	3782324	4/27/2010
ENDLESS CREATIVITY ENDLESS SAVINGS	3779153	4/20/2010
ENDLESS CREATIVITY ENDLESS SAVINGS	3782323	4/27/2010
CELEBRATE IT	3775940	4/13/2010
ARTIST'S LOFT	3850868	9/21/2010
ARTMINDS	3764532	3/23/2010
ARTMINDS	3914752	2/1/2011
ARTMINDS	4029143	9/20/2011
ARTMINDS	4198767	8/28/2012
ARTMINDS	4006542	8/2/2011
ARTMINDS	4198766	8/28/2012
ARTMINDS	3926104	3/1/2011
ARTMINDS	4026485	9/13/2011
ARTMINDS	4198765	8/28/2012
BEAD LANDING	3790875	5/18/2010
MICHAELS	3723273	12/8/2009
MICHAELS	3723272	12/8/2009
MICHAELS	3723271	12/8/2009
ARTIST'S LOFT	3775571	4/13/2010

ARTIST'S LOFT	4067517	12/6/2011
ASHLAND	3928930	3/8/2011
ASHLAND	4084207	1/10/2010
ASHLAND	4084206	1/10/2012
ASHLAND	4084205	1/10/2012
ASHLAND	4202609	9/4/2012
LOOPS & THREADS	4210275	9/18/2012
LOOPS & THREADS	3857325	10/5/2010
STUDIO DECOR	4135741	5/1/2012
STUDIO DECOR	4135740	5/1/2012
WHERE CREATIVITY HAPPENS	3745166	2/2/2010
CREATOLOGY	3747388	2/9/2010
CREATOLOGY	3822402	7/20/2010
RECOLLECTIONS CAPTURING SPECIAL MEMORIES	3911459	1/25/2011
CREATOLOGY	3917436	2/8/2011
CREATOLOGY	4035299	10/4/2011
THE KNACK FACULTY	3864856	10/19/2010
THE KNACK	3864855	10/19/2010
THE KNACK	3934775	3/22/2011
THE KNACK FACULTY	3934774	3/22/2011
CELEBRATE IT	4035269	10/4/2011
CELEBRATE IT	4042354	10/18/2011
CELEBRATE IT	3857262	10/5/2010
CRAFT SMART	3623628	5/19/2009
CRAFT SMART	3702094	10/27/2009
IMAGINATE	3544161	12/9/2008
THE KNACK FACULTY	3864857	10/19/2010
CRAFT SMART	3267059	7/24/2007
MIDESIGN@MICHAELS	(85399335)	(8/16/2011)
MIDESIGN@MICHAELS	(85399357)	(8/16/2011)
MIDESIGN@MICHAELS	(85399365)	(8/16/2011)
MIDESIGN@MICHAELS	(85399371)	(8/16/2011)
MIDESIGN@MICHAELS	(85399374)	(8/16/2011)
MIDESIGN@MICHAELS	(85399376)	(8/16/2011)
MIDESIGN@MICHAELS	(85399380)	(8/16/2011)
MIDESIGN@MICHAELS	(85399384)	(8/16/2011)
DÉCOR SCENTS	(85447922)	(10/14/2011)
DÉCOR SCENTS	(85447928)	(10/14/2011)
DÉCOR SCENTS	(85447934)	(10/14/2011)

DÉCOR SCENTS	(85447941)	(10/14/2011)
DÉCOR SCENTS	(85447944)	(10/14/2011)
CELEBRATE IT	(1602800)	(11/16/2012)
TOUT POUR VOS PROJETS CREATIFS	(1567877)	(3/8/2012)