

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM396396

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Grant of Security Interest in United States Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Michaels Stores Procurement Company, Inc.		08/25/2016	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Deutsche Bank AG New York Branch, as Collateral Agent		
<b>Street Address:</b>	60 Wall Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10005		
<b>Entity Type:</b>	Banking Corporation: GERMANY		
<b>PROPERTY NUMBERS Total: 31</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4727348	MICHAELS	
<b>Registration Number:</b>	4727349	MICHAELS	
<b>Registration Number:</b>	4875710	STUDIO DECOR	
<b>Registration Number:</b>	4727347	THE GLUE STRING	
<b>Registration Number:</b>	5017567	CHARISMA	
<b>Registration Number:</b>	5017568	IMPECCABLE	
<b>Registration Number:</b>	5017569	SNUGGLY WUGGLY	
<b>Registration Number:</b>	5021796	KNIT QUICK	
<b>Registration Number:</b>	1970555	THE FABRIC CARD	
<b>Registration Number:</b>	1971704	SEW PERFECT	
<b>Registration Number:</b>	1971703	SEW PERFECT	
<b>Registration Number:</b>	2090281	AMERICA'S FABRIC STORE	
<b>Registration Number:</b>	2161840	HANCOCK FABRICS	
<b>Registration Number:</b>	3157181	ABSOLUTELY COTTON	
<b>Registration Number:</b>	3489170	CREATIVE SEWING SOLUTIONS	
<b>Registration Number:</b>	3790856	EVERYTHING BEGINS WITH FABRIC	
<b>Registration Number:</b>	3796499	DISCOVER THE DESIGNER IN YOU	
<b>Registration Number:</b>	3796501	STYLE STUDIO FASHION FABRICS	
<b>Registration Number:</b>	3796502	ACCESSORY WORKSHOP NOTIONS, EMBELLISHMEN	
<b>TRADEMARK</b>			

CH \$790.00 4727348

Property Type	Number	Word Mark
Registration Number:	3869787	MAKE IT GREEN
Registration Number:	4125678	WISHES & DREAMS
Registration Number:	4323061	HANCOCK FABRICS CRAFTS & MORE
Registration Number:	4375882	DESIGNER GALLERY HOME FABRIC & DÉCOR
Registration Number:	4640567	HANCOCK FABRICS CRAFTS & MORE
Serial Number:	86531928	MAKE MARKET
Serial Number:	86546599	MAKE MARKET
Serial Number:	86531927	MAKE MARKET
Serial Number:	86531925	MAKE MARKET
Serial Number:	86531924	MAKE MARKET
Serial Number:	86531921	MAKE MARKET
Serial Number:	86531920	MAKE MARKET

**CORRESPONDENCE DATA**

Fax Number: 2134522329

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 2136207848

Email: iprecordations@whitecase.com

Correspondent Name: Justine Lu/White & Case LLP

Address Line 1: 555 South Flower Street

Address Line 4: Los Angeles, CALIFORNIA 90071

**ATTORNEY DOCKET NUMBER:** 1104031-0452-S216

**NAME OF SUBMITTER:** Justine Lu

**SIGNATURE:** /Justine Lu/

**DATE SIGNED:** 08/25/2016

**Total Attachments: 6**

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

August 25, 2016

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 8001 Ridgepoint 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 certain affiliates of 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 (including pursuant to the Supplement (as defined below)) from time to time, the "Security Agreement"), to which the Grantor, among others, joined as a party pursuant to that certain Supplement No. 2 to Security Agreement, dated as of the date hereof (the "Supplement"), by, among others, the Grantor and the Grantee.

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.

**[Remainder of this page intentionally left blank; signature page follows]**

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first written above.

MICHAELS STORES PROCUREMENT  
COMPANY, INC., Grantor

By  \_\_\_\_\_

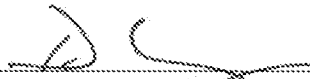
Name: Navin Rao

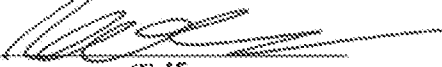
Title: Vice President—Assistant Secretary

*[MSPC Trademark Grant]*

**TRADEMARK**  
**REEL: 005863 FRAME: 0886**

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



By   
Name: Dusan Lazarov  
Title: Director

By   
Name: Anca Trifan  
Title: Managing Director

{MSPC Trademark Grant}

SCHEDULE A

Trademarks

<u>Owner</u>	<u>Trademark</u>	<u>Country</u>	<u>Reg. No.</u>
Michaels Stores Procurement Company, Inc.		U.S.	4,727,348
Michaels Stores Procurement Company, Inc.		U.S.	4,727,349
Michaels Stores Procurement Company, Inc.	STUDIO DECOR	U.S.	4,875,710
Michaels Stores Procurement Company, Inc.	THE GLUE STRING	U.S.	4,727,347
Michaels Stores Procurement Company, Inc.	CHARISMA	U.S.	5,017,567
Michaels Stores Procurement Company, Inc.	IMPECCABLE	U.S.	5,017,568
Michaels Stores Procurement Company, Inc.	SNUGGLY WUGGLY	U.S.	5,017,569
Michaels Stores Procurement Company, Inc.	KNIT QUICK	U.S.	5,021,796
Michaels Stores Procurement Company, Inc.	The Fabric Card	U.S.	1,970,555
Michaels Stores Procurement Company, Inc.	Sew Perfect (tools)	U.S.	1,971,704
Michaels Stores Procurement Company, Inc.	Sew Perfect (bobbins, needles, etc)	U.S.	1,971,703
Michaels Stores Procurement Company, Inc.	America's Fabric Store	U.S.	2,090,281
Michaels Stores Procurement Company, Inc.	Hancock Fabrics	U.S.	2,161,840
Michaels Stores Procurement Company, Inc.	Absolutely Cotton	U.S.	3,157,181
Michaels Stores Procurement Company, Inc.	Creative Sewing Solutions	U.S.	3,489,170
Michaels Stores Procurement Company, Inc.	Everything Begins with Fabric	U.S.	3,790,856

Michaels Stores Procurement Company, Inc.	Discover the Designer in You	U.S.	3,796,499
Michaels Stores Procurement Company, Inc.	Style Studio Fashion Fabrics	U.S.	3,796,501
Michaels Stores Procurement Company, Inc.	Accessory Workshop Notions, Embellishments & Crafts	U.S.	3,796,502
Michaels Stores Procurement Company, Inc.	Make it Green	U.S.	3,869,787
Michaels Stores Procurement Company, Inc.	Wishes & Dreams	U.S.	4,125,678
Michaels Stores Procurement Company, Inc.	Hancock Fabrics Crafts & More	U.S.	4,323,061
Michaels Stores Procurement Company, Inc.	Designer Gallery Home Fabric & Décor	U.S.	4,375,882
Michaels Stores Procurement Company, Inc.	Hancock Fabrics Crafts & More (Logo)	U.S.	4,640,567

Trademark Applications

<u>Owner</u>	<u>Trademark</u>	<u>Country</u>	<u>Reg. No.</u>
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/531,928
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/546,599
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/531,927
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/531,925
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/531,924
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/531,921
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/531,920