

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM475462

|                              |   |
|------------------------------|---|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT  |
| <b>NATURE OF CONVEYANCE:</b> | Assignment of Security Interest in Trademarks Previously Recorded at Reel/Frame (3443/0783) |

## CONVEYING PARTY DATA

| Name                             | Formerly | Execution Date | Entity Type                  |
|----------------------------------|----------|----------------|------------------------------|
| DEUTSCHE BANK AG NEW YORK BRANCH |          | 05/23/2018     | Banking Corporation: GERMANY |

## RECEIVING PARTY DATA

|                        |   |
|------------------------|---|
| <b>Name:</b>           | JPMORGAN CHASE BANK, N.A.                   |
| <b>Street Address:</b> | 10 S. Dearborn                              |
| <b>City:</b>           | Chicago                                     |
| <b>State/Country:</b>  | ILLINOIS                                    |
| <b>Postal Code:</b>    | 60603                                       |
| <b>Entity Type:</b>    | National Banking Association: UNITED STATES |

## PROPERTY NUMBERS Total: 40

| Property Type        | Number  | Word Mark                            |
|----------------------|---------|--------------------------------------|
| Registration Number: | 1222952 | MICHAELS                             |
| Registration Number: | 1311589 | MICHAELS                             |
| Registration Number: | 1527525 | CRAFTS & MORE                        |
| Registration Number: | 1614413 | MOSKATEL'S                           |
| Registration Number: | 1697669 | MICHAELS                             |
| Registration Number: | 1699119 | MICHAELS                             |
| Registration Number: | 1759792 | MICHAELS                             |
| Registration Number: | 1802039 | MICHAELS                             |
| Registration Number: | 2029624 | KIDS CLUB                            |
| Registration Number: | 2179582 | RECOLLECTIONS                        |
| Registration Number: | 2232360 | MICHAELS THE ARTS AND CRAFTS STORE   |
| Registration Number: | 2307155 | KIDS CLUB                            |
| Registration Number: | 2408396 | ARTISTREE ART FRAME & DESIGN         |
| Registration Number: | 2408397 | ARTISTREE ART FRAME & DESIGN         |
| Registration Number: | 2428568 | KIDS CLUB SUMMER CAMP                |
| Registration Number: | 2433148 | CAROLINA ART & FRAME                 |
| Registration Number: | 2486259 | MICHAELS.COM                         |
| Registration Number: | 2527196 | STAR DECORATORS' WHOLESALE WAREHOUSE |

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TRADEMARK

| Property Type        | Number   | Word Mark                       |
|----------------------|----------|---------------------------------|
| Registration Number: | 2537708  | WHERE ORIGINALS ORIGINATE.      |
| Registration Number: | 2631443  | VENDOR CONNECT                  |
| Registration Number: | 2646441  | MICHAELS.COM                    |
| Registration Number: | 2664234  | CREATE                          |
| Registration Number: | 2675387  | MICHAELS.COM                    |
| Registration Number: | 2684520  | BRIGHT TIDINGS                  |
| Registration Number: | 2705025  | MICHAELS.COM                    |
| Registration Number: | 2711937  | MMG                             |
| Registration Number: | 2716080  | CRAFTS & MORE                   |
| Registration Number: | 2730052  | MICHAELS MANUFACTURING GROUP    |
| Registration Number: | 2765378  | VILLAGE CRAFTS BY MICHAELS      |
| Registration Number: | 2884979  | FOR WEDDINGS AS ORIGINAL AS YOU |
| Registration Number: | 2967453  | SPARKLING CREATIONS             |
| Registration Number: | 3042282  | STAR DECORATORS' WHOLESALE      |
| Registration Number: | 3042415  | RECOLLECTIONS                   |
| Registration Number: | 3109693  | KID CRAFTED MOM APPROVED        |
| Registration Number: | 3163237  | TURKEY BUCKS                    |
| Registration Number: | 3153859  | WHERE IDEAS COME TOGETHER       |
| Serial Number:       | 76634146 | MICHAELS ARTS, CRAFTS & MORE    |
| Serial Number:       | 78753445 | EXPERIENCE PAPER CRAFTING       |
| Serial Number:       | 78813758 | ARTISTREE                       |
| Serial Number:       | 78816788 | STAR DECORATORS WHOLESALE       |

**CORRESPONDENCE DATA**

Fax Number: 2124552502

*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: 2124553222

Email: jnull@stblaw.com

Correspondent Name: Alexander Raytman

Address Line 1: 425 Lexington Avenue

Address Line 4: New York, CALIFORNIA 10017

**ATTORNEY DOCKET NUMBER:** 509265/2137

**NAME OF SUBMITTER:** J. Jason Mull

**SIGNATURE:** /J. Jason Mull/

**DATE SIGNED:** 05/25/2018

**Total Attachments: 5**

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**ASSIGNMENT OF  
SECURITY INTEREST IN TRADEMARKS**

This ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS (the “Assignment”) dated as of May 23, 2018, is made by DEUTSCHE BANK AG NEW YORK BRANCH, as assignor (the “Assignor”) in favor of JPMORGAN CHASE BANK, N.A., as assignee (the “Assignee”). Capitalized terms used but not defined herein shall have the meanings given to them in the Security Agreement (as defined below) unless otherwise specified herein.

WITNESSETH:

WHEREAS, MICHAELS STORES, INC., a Delaware corporation (the “Borrower”) certain Lenders from time to time parties thereto, the Assignor and the Assignee have entered into a Credit Agreement, dated as of October 31, 2006, (as amended and restated on January 28, 2013, as amended and restated on June 10, 2014, as amended and restated on September 28, 2016, as amended and restated on May 23, 2018 and as amended, restated, amended and restated, supplemented, replaced or otherwise modified from time to time, the “Credit Agreement”);

WHEREAS, pursuant to that certain Security Agreement, dated as of October 31, 2006, among the Borrower, MICHAELS STORES PROCUREMENT COMPANY, INC., a Delaware corporation (the “Grantor”), certain other subsidiaries of Borrower from time to time parties thereto and the Assignor (as amended, restated, amended and restated, supplemented, replaced or otherwise modified from time to time, the “Security Agreement”), (i) the Grantor has granted a security interest (the “Security Interest”) to Assignor, as Collateral Agent for Lenders thereunder, in certain Intellectual Property Collateral, including the Trademarks set forth on Schedule A (the “Trademark Collateral”); (ii) the Assignor and the Grantor executed that certain Grant of Security Interest in United States Trademarks dated as of October 31, 2006 to record such Security Interest at the U.S. Patent and Trademark Office (the “USPTO”), and such Security Interest was recorded at the USPTO on November 15, 2006 at Reel No. 3443, Frame No. 0783; and (iii) pursuant to that certain Third Amendment to Amended and Restated Credit Agreement and Omnibus Amendment to Loan Documents (the “Third Amendment”), Assignor assigned to Assignee, as Collateral Agent effective of May 23, 2018, each of the Liens and security interests granted to Assignor under the Loan Documents and Assignee accepted and assumed all such Liens and security interests, in each case, for the benefit of the Secured Parties under the Loan Documents;

WHEREAS, Assignor and Assignee wish to confirm and record that the Security Agreement assigned Assignor’s Liens and security interests in the Trademark Collateral to Assignee;

NOW THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each of the parties hereto state, agree and confirm as follows:

1. Assignment. Pursuant to the Third Amendment, as of May 23, 2018, Assignor has assigned all of Assignor’s Security Interest in the Trademark Collateral to Assignee. The Security Agreement (and all rights and remedies of Administrative Agent, Collateral Agent and Secured Parties thereunder) shall remain in full force and effect in accordance with its terms and is incorporated fully herein by reference. In the event of any conflict between the terms of this

Assignment and the Security Agreement, the Security Agreement shall govern. The Assignor hereby authorizes and requests that the Commissioner for Trademarks of the USPTO record this Assignment.

2. Counterparts. This Assignment may be executed by the parties to this Assignment in any number of separate counterparts (including by facsimile or PDF signatures), and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

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IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized officers.

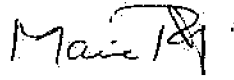
DEUTSCHE BANK AG NEW YORK BRANCH,  
as Assignor

By:   
Name: Marguerite Sutton  
Title: Vice President

By:   
Name: Maria Guinchard  
Title: Vice President

Accepted:

JPMORGAN CHASE BANK, N.A., as Assignee



By: \_\_\_\_\_

Name: MARIA RIAZ

Title: VICE PRESIDENT

**Schedule A**

**Trademarks**

| <b>MARK</b>                          | <b>REG. DATE</b>      | <b>REGISTRATION NO./APPLICATION NO.</b> |
|--------------------------------------|-----------------------|---|
| Michaels                             | 01/04/83              | 1,222,952                               |
| Michaels                             | 12/25/84              | 1,311,589                               |
| Crafts & More                        | 02/28/89              | 1,527,525                               |
| Moskatel's                           | 0 <sup>9</sup> /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                            | 0 <sup>1</sup> /11/00 | 2,307,155                               |
| Artistree Art Frame & Design         | 1 <sup>1</sup> /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.           | 0 <sup>2</sup> /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           | 0 <sup>9</sup> /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                              |

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