

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM539130

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MICHAELS STORES PROCUREMENT COMPANY, INC.		08/30/2019	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	WELLS FARGO BANK, NATIONAL ASSOCIATION		
Street Address:	One Boston Place		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	5450039	FRAMERS POINTE	
Registration Number:	5195739	CRAFT SMART	
Registration Number:	5342131	MAKE CREATIVITY HAPPEN	
Registration Number:	5355801	BOO IT YOURSELF	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<i>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.</i>			
Phone:	202.370.4750		
Email:	ipteam@cogencyglobal.com		
Correspondent Name:	Joanna McCall		
Address Line 1:	1025 Vermont Ave NW, Suite 1130		
Address Line 2:	COGENCY GLOBAL INC.		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	1124898		
NAME OF SUBMITTER:	Janet S. Wamsley		
SIGNATURE:	/Janet S. Wamsley/		
DATE SIGNED:	09/03/2019		

OP \$115.00 5450039

Total Attachments: 5

source=MICHAELS TM#page2.tif

source=MICHAELS TM#page3.tif

source=MICHAELS TM#page4.tif

source=MICHAELS TM#page5.tif

source=MICHAELS TM#page6.tif

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

August 30, 2019

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **MICHAELS STORES PROCUREMENT COMPANY, INC.**, an Delaware corporation (the "Grantor") with principal offices at 8001 Ridgepoint Drive, Irving Texas 75063, hereby grants to **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as Collateral Agent, with offices at One Boston Place, 18th Floor, Boston, Massachusetts 02108 (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 Amended and Restated Security Agreement among certain affiliates of the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of September 17, 2012 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"), by and between, among others, the Grantor and the Grantee.

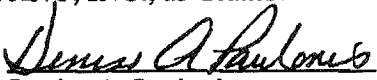
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated 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 Page Intentionally Left Blank]

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

**MICHAELS STORES PROCUREMENT
COMPANY, INC., as Grantor**

By: 

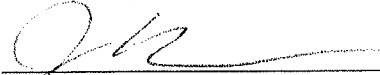
Name: Denise A. Paulonis

Title: Executive Vice President – Chief Financial
Officer

Signature Page to Grant of Security Interest in Trademarks

**TRADEMARK
REEL: 006734 FRAME: 0929**

**WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee**

By: 
Name: Joseph Burt
Title: Duly Authorized Signatory

Signature Page to Grant of Security Interest in Trademarks

**TRADEMARK
REEL: 006734 FRAME: 0930**

SCHEDULE A

<u>Mark</u>	<u>App. Date</u>	<u>App. No.</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
FRAMERS POINTE	June 1, 2017	87471437	April 17, 2018	5450039
CRAFT SMART	November 3, 2016	87225713	May 2, 2017	5195739
MAKE CREATIVITY HAPPEN	September 20, 2016	87177543	November 21, 2017	5342131
BOO IT YOURSELF	April 12, 2016	86973111	December 12, 2017	5355801

2533988.2

Schedule A to Grant of Security Interest in Trademarks