

11-21-2006



1 SHEET

NOV 15 2006

103339242 ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below

11.15.06

1. Name of Conveying party(ies):

Aaron Brothers, Inc.

- Individual(a)
- General Partnership
- Corporation-State: Delaware
- Other
- Association
- Limited Partnership

Citizenship (see guidelines)

Additional Names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s):

Execution Date(s) October 31, 2006

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?

- Yes
- No

Name: Deutsche Bank AG New York Branch

Internal

Address:

Street Address: 60 Wall Street

City: New York

State: New York

Country: United States Zip: 10005

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other: Collateral Agent

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

4. application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See Attached Schedule A

B. Trademark Registration No.(s)

See Attached Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Matthew Bart

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York

State: New York Zip: 10036

Phone Number: 212-819-8923

Fax Number: 212-354-8113

Email Address: mbart@whitecase.com

6. Total number of applications and registrations involved:

21

7. Total fee (37 CFR 2.6(b)(6) & 3.41)

\$540

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

- a. Credit Card Last 4 Numbers _____
Expiration Date _____
- b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Matthew Bart

November 15, 2006

Signature

Date

11/20/2006 DBYRNE 00000007 1539734

01 FC:8521
02 FC:8522

40.00 OP
500.00 OP
Matthew Bart
Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

<u>MARK</u>	<u>REG. DATE</u>	<u>REGISTRATION NO./APPLICATION NO.</u>
Aaron Brothers	05/16/89	1539734
Aaron Brothers Art Marts	05/16/89	1539735
Aaron Brothers Art Marts	06/06/89	1542560
Express Yourself	05/30/00	2352964
What a Difference a Mat Makes	03/13/01	2435148
You Make the Memories. We Make Them Last.	03/13/01	2435149
Aaron Brothers Art & Framing	03/13/01	2435150
Aaron Brothers Art & Framing	03/13/01	2435151
One Cent Frame Sale	03/20/01	2436920
1¢ Frame Sale	04/03/01	2440744
Timeframe Professional Framing. While you Shop.	07/02/02	2588495
Timeframe	07/02/02	2588496
We Frame the Things You Love	12/13/05	3026118
We Frame the Things You Love	01/24/06	3048037
Life is Art. Frame It.	11/26/03	76561947
Life is Art. Frame It.	11/26/03	76561948
Life is Art. Frame It.	11/26/03	76561949
Life is Art. Frame It.	1/3/05	76626641
Aaron Brothers Best	4/18/05	76636205
Aaron Brothers Best	4/18/05	76636206
Aaron Brothers Best	4/18/05	76636207

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Aaron Brothers, Inc., a Delaware corporation (the "Grantor") with principal offices at 1221 S. Beltline Rd., Ste 500, Coppel, Texas 75019, 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

30th day of October, 2006.

AARON BROTHERS, INC., Grantor

By Lisa K. Klinger
Name: Lisa K. Klinger
Title: Vice President and Treasurer

STATE OF New York)
COUNTY OF New York) ss.:


On this 30th day of October, 2006, before me personally came Lisa Klinger
who, being by me duly sworn, did state as follows: that s/he is treasurer of Aaron
Brothers, Inc., that s/he is authorized to execute the foregoing Grant on behalf of said corporation
and that s/he did so by authority of the Board of Directors of said corporation.

Victoria A. Miranda
Notary Public

VICTORIA A. MIRANDA
Notary Public, State of New York
No. 43-4963395
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires March 12, 2010

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

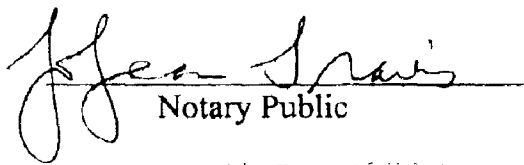
By 
Name: MARGUERITE SUTTON
Title: DIRECTOR

By 
Name: Omayra Laucella
Title: Vice President

Michaels Grants of Security Interest in IP

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 27th day of October, 2006, before me personally came MARGUERITE SUTTON and OMAYKA LANCELLA who, being by me duly sworn, did state as follows: that they are DIRECTOR and VICE PRESIDENT of DEUTSCHE BANK AG NEW YORK BRANCH, that they are authorized to execute the foregoing Grant on behalf of said corporation and that they did so by authority of the Board of Directors of said corporation.


Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2007