

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
MICHAELS STORES PROCUREMENT COMPANY, INC.		04/25/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	BANK OF AMERICA, N.A.
<b>Street Address:</b>	40 BROAD STREET, 10TH FLOOR
<b>City:</b>	BOSTON
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02109
<b>Entity Type:</b>	BANK: NORTH CAROLINA

**PROPERTY NUMBERS Total: 24**

Property Type	Number	Word Mark
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
Serial Number:	85468506	IMAGIN8
Serial Number:	85468503	IMAGIN8
Serial Number:	85468509	IMAGIN8
Serial Number:	85468562	IMAGIN8
Serial Number:	85468494	IMAGIN8
Serial Number:	85468490	IMAGIN8
Serial Number:	85468482	IMAGIN8
Serial Number:	85468513	IMAGIN8
Serial Number:	85461449	IMAGIN8

**TRADEMARK**

Serial Number:	85461445	IMAGIN8
Serial Number:	85461442	IMAGIN8
Serial Number:	85399384	MIDESIGN@MICHAELS
Serial Number:	85399380	MIDESIGN@MICHAELS
Serial Number:	85399376	MIDESIGN@MICHAELS
Serial Number:	85399374	MIDESIGN@MICHAELS
Serial Number:	85399371	MIDESIGN@MICHAELS
Serial Number:	85399365	MIDESIGN@MICHAELS
Serial Number:	85399357	MIDESIGN@MICHAELS
Serial Number:	85399335	MIDESIGN@MICHAELS

**CORRESPONDENCE DATA**

Fax Number: 8004947512  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 2023704761  
Email: tfahey@nationalcorp.com  
Correspondent Name: Thomas Fahey  
Address Line 1: 1100 G Street NW, Suite 420  
Address Line 2: National Corporate Research, Ltd.  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F139374
NAME OF SUBMITTER:	Janet S. Wamsley
Signature:	/Janet S. Wamsley/
Date:	05/18/2012

Total Attachments: 6  
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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

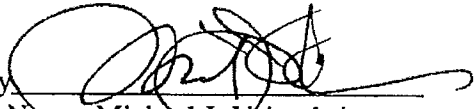
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, MICHAELS STORES PROCUREMENT COMPANY, INC., a Delaware corporation (the "Grantor"), having its chief executive office at 8000 Bent Branch Drive, Irving, TX 75063, hereby grants to BANK OF AMERICA, N.A., as Collateral Agent, with offices at 40 Broad Street, 10<sup>th</sup> Floor, Boston, MA 02109 (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 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").

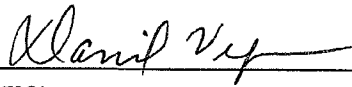
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated 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  
25th day of April, 2012.

MICHAELS STORES PROCUREMENT  
COMPANY, INC., Grantor

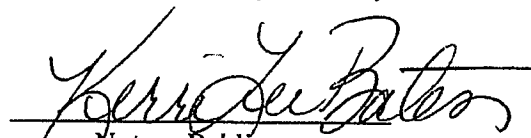
By   
Name: Michael L. Veitenheimer  
Title: Senior Vice President and Secretary

BANK OF AMERICA, N.A.,  
as Collateral Agent and Grantee

By   
Name:  
Title: **David Vega**  
**Managing Director**

STATE OF TEXAS            )  
  ) ss.:  
COUNTY OF DALLAS        )

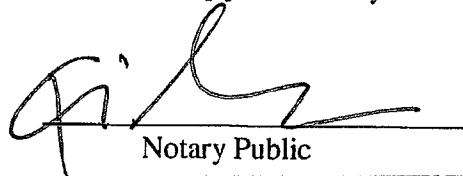
On this 25th day of April, 2012, before me personally came Michael J. Veitenheimer who, being by me duly sworn, did state as follows: that he is Senior Vice President and Secretary of Michaels Stores Procurement Company, Inc., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

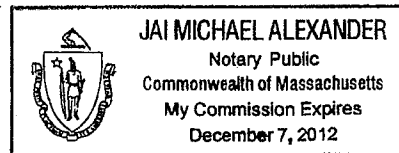
  
\_\_\_\_\_  
Notary Public



STATE OF MASSACHUSETTS)  
) ss:  
COUNTY OF SUFFOLK )

On this 11<sup>TH</sup> day of May, 2012, before me personally came \_\_\_\_\_  
DAVID VEGA who, being by me duly sworn, did state as follows: that [s]he is  
a Managing Director of BANK OF AMERICA, N.A., that [s]he is authorized to execute the  
foregoing Grant on behalf of said BANK OF AMERICA, N.A. and that [s]he did so by authority  
of said BANK OF AMERICA, N.A.

  
\_\_\_\_\_  
Notary Public



SCHEDULE A

U.S. Trademark Applications

U.S. Trademark	Company/Grantor	Jurisdiction	App. Date	App. No.	Reg. Date	Reg. No.
DÉCOR SCENTS	Michaels Stores Procurement Company, Inc.	U.S.	10/14/2011	85/447,922		
DÉCOR SCENTS	Michaels Stores Procurement Company, Inc.	U.S.	10/14/2011	85/447,928		
DÉCOR SCENTS	Michaels Stores Procurement Company, Inc.	U.S.	10/14/2011	85/447,934		
DÉCOR SCENTS	Michaels Stores Procurement Company, Inc.	U.S.	10/14/2011	85/447,941		
DÉCOR SCENTS	Michaels Stores Procurement Company, Inc.	U.S.	10/14/2011	85/447,944		
IMAGIN8	Michaels Stores Procurement Company, Inc.	U.S.	11/9/2011	85/468,506		
IMAGIN8	Michaels Stores Procurement Company, Inc.	U.S.	11/9/2011	85/468,503		
IMAGIN8	Michaels Stores Procurement Company, Inc.	U.S.	11/9/2011	85/468,509		
IMAGIN8	Michaels Stores Procurement Company, Inc.	U.S.	11/9/2011	85/468,562		
IMAGIN8	Michaels Stores Procurement Company, Inc.	U.S.	11/9/2011	85/468,494		
IMAGIN8	Michaels Stores Procurement Company, Inc.	U.S.	11/9/2011	85/468,490		
IMAGIN8	Michaels Stores Procurement Company, Inc.	U.S.	11/9/2011	85/468,482		
IMAGIN8	Michaels Stores Procurement Company, Inc.	U.S.	11/9/2011	85/468,513		
IMAGIN8	Michaels Stores Procurement Company, Inc.	U.S.	11/1/2011	85/461,449		
IMAGIN8	Michaels Stores Procurement Company, Inc.	U.S.	11/1/2011	85/461,445		
IMAGIN8	Michaels Stores Procurement Company, Inc.	U.S.	11/1/2011	85/461,442		
MIDESIGN@MICHAELS	Michaels Stores Procurement	U.S.	8/16/2011	85/399,384		

	<b>Company, Inc.</b>					
<b>MIDESIGN@MICHAELS</b>	<b>Michaels Stores Procurement Company, Inc.</b>	<b>U.S.</b>	<b>8/16/2011</b>	<b>85/399,380</b>		
<b>MIDESIGN@MICHAELS</b>	<b>Michaels Stores Procurement Company, Inc.</b>	<b>U.S.</b>	<b>8/16/2011</b>	<b>85/399,376</b>		
<b>MIDESIGN@MICHAELS</b>	<b>Michaels Stores Procurement Company, Inc.</b>	<b>U.S.</b>	<b>8/16/2011</b>	<b>85/399,374</b>		
<b>MIDESIGN@MICHAELS</b>	<b>Michaels Stores Procurement Company, Inc.</b>	<b>U.S.</b>	<b>8/16/2011</b>	<b>85/399,371</b>		
<b>MIDESIGN@MICHAELS</b>	<b>Michaels Stores Procurement Company, Inc.</b>	<b>U.S.</b>	<b>8/16/2011</b>	<b>85/399,365</b>		
<b>MIDESIGN@MICHAELS</b>	<b>Michaels Stores Procurement Company, Inc.</b>	<b>U.S.</b>	<b>8/16/2011</b>	<b>85/399,357</b>		
<b>MIDESIGN@MICHAELS</b>	<b>Michaels Stores Procurement Company, Inc.</b>	<b>U.S.</b>	<b>8/16/2011</b>	<b>85/399,335</b>		