

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM475462

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	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

Name:	JPMORGAN CHASE BANK, N.A.
Street Address:	10 S. Dearborn
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	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

CH \$1015.00 1222952

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' WHOLESAL
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 WHOLESAL

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

source=TM SI Assignment 3443-0783#page1.tif

source=TM SI Assignment 3443-0783#page2.tif

source=TM SI Assignment 3443-0783#page3.tif

source=TM SI Assignment 3443-0783#page4.tif

source=TM SI Assignment 3443-0783#page5.tif

**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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

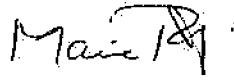
DEUTSCHE BANK AG NEW YORK BRANCH,
as Assignor

By: 
Name: Marguerite Sutton
Title: Vice President

By: 
Name: Maria Guinchard
Title: Vice President

Accepted:

JPMORGAN CHASE BANK, N.A., as Assignee

A handwritten signature in black ink, appearing to read "Maria Riaz". The signature is written in a cursive style with a large, stylized initial "M".

By: _____

Name: MARIA RIAZ

Title: VICE PRESIDENT

Schedule A

Trademarks

MARK	REG. DATE	REGISTRATION NO./APPLICATION NO.
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 ⁹ /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 ¹ /11/00	2,307,155
Artistree Art Frame & Design	1 ¹ /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 ² /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 ⁹ /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

---1