

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM475468

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Security Interest in Trademarks Previously Recorded at Reel/Frame (4949/0334)

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: 77

Property Type	Number	Word Mark
Registration Number:	4272386	PASSPORT TO IMAGINATION
Registration Number:	4272382	RECOLLECTIONS
Registration Number:	4273230	IMAGIN8
Registration Number:	4273228	IMAGIN8
Registration Number:	4273210	IMAGIN8
Registration Number:	3775953	ENDLESS SAVINGS
Registration Number:	3782325	ENDLESS SAVINGS
Registration Number:	3779154	ENDLESS CREATIVITY
Registration Number:	3782324	ENDLESS CREATIVITY
Registration Number:	3779153	ENDLESS CREATIVITY ENDLESS SAVINGS
Registration Number:	3782323	ENDLESS CREATIVITY ENDLESS SAVINGS
Registration Number:	3775940	CELEBRATE IT
Registration Number:	3850868	ARTIST'S LOFT
Registration Number:	3764532	ARTMINDS
Registration Number:	3914752	ARTMINDS
Registration Number:	4029143	ARTMINDS
Registration Number:	4198767	ARTMINDS
Registration Number:	4006542	ARTMINDS

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TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4198766	ARTMINDS
Registration Number:	3926104	ARTMINDS
Registration Number:	4026485	ARTMINDS
Registration Number:	4198765	ARTMINDS
Registration Number:	3790875	BEAD LANDING
Registration Number:	3723273	MICHAELS
Registration Number:	3723272	MICHAELS
Registration Number:	3723271	MICHAELS
Registration Number:	3775571	ARTIST'S LOFT
Registration Number:	4067517	ARTIST'S LOFT
Registration Number:	3928930	ASHLAND
Registration Number:	4084207	ASHLAND
Registration Number:	4084206	ASHLAND
Registration Number:	4084205	ASHLAND
Registration Number:	4202609	ASHLAND
Registration Number:	4210275	LOOPS & THREADS
Registration Number:	3857325	LOOPS & THREADS
Registration Number:	4135741	STUDIO DECOR
Registration Number:	4135740	STUDIO DECOR
Registration Number:	3745166	WHERE CREATIVITY HAPPENS
Registration Number:	3747388	CREATOLOGY
Registration Number:	3822402	CREATOLOGY
Registration Number:	3911459	RECOLLECTIONS CAPTURING SPECIAL MEMORIES
Registration Number:	3917436	CREATOLOGY
Registration Number:	4035299	CREATOLOGY
Registration Number:	3864856	THE KNACK FACULTY
Registration Number:	3864855	THE KNACK
Registration Number:	3934775	THE KNACK
Registration Number:	3934774	THE KNACK FACULTY
Registration Number:	4035269	CELEBRATE IT
Registration Number:	4042354	CELEBRATE IT
Registration Number:	3857262	CELEBRATE IT
Registration Number:	3623628	CRAFT SMART
Registration Number:	3702094	CRAFT SMART
Registration Number:	3544161	IMAGINATE
Registration Number:	3864857	THE KNACK FACULTY
Serial Number:	85632718	CELEBRATE IT
Serial Number:	85468513	IMAGIN8

Property Type	Number	Word Mark
Serial Number:	85468509	IMAGIN8
Serial Number:	85468494	IMAGIN8
Serial Number:	85468482	IMAGIN8
Serial Number:	85461445	IMAGIN8
Serial Number:	85461442	IMAGIN8
Serial Number:	85468506	IMAGIN8
Serial Number:	85468503	IMAGIN8
Serial Number:	85399335	MIDESIGN@MICHAELS
Serial Number:	85399357	MIDESIGN@MICHAELS
Serial Number:	85399365	MIDESIGN@MICHAELS
Serial Number:	85399371	MIDESIGN@MICHAELS
Serial Number:	85399374	MIDESIGN@MICHAELS
Serial Number:	85399376	MIDESIGN@MICHAELS
Serial Number:	85399380	MIDESIGN@MICHAELS
Serial Number:	85399384	MIDESIGN@MICHAELS
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
Registration Number:	3267059	CRAFT SMART

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: 6

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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 January 28, 2013 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 January 28, 2013 at Reel No. 4949, Frame No. 0334; and (iii) pursuant to that certain Third Amendment to Amended and Restated Credit Agreement and Omnibus Amendment to Loan Documents (the “Third Amendment”), 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.

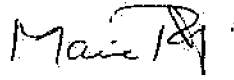
DEUTSCHE BANK AG NEW YORK BRANCH,
as Assignor

By: 
Name: Marguerite Sutton
Title: Vice President

By: 
Name: Maria Guinchard
Title: Vice President

Accepted:

JPMORGAN CHASE BANK, N.A., as Assignee

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

<u>Trademark</u>	<u>App. No.</u>
PASSPORT TO IMAGINATION	4272386
RECOLLECTIONS	4272382
IMAGIN8	4273230
IMAGIN8	4273228
IMAGIN8	4273210
CELEBRATE IT	(85632718)
IMAGIN8	(85468513)
IMAGIN8	(85468509)
IMAGIN8	(85468494)
IMAGIN8	(85468482)
IMAGIN8	(85461445)
IMAGIN8	(85461442)
IMAGIN8	(85468506)
IMAGIN8	(85468503)
ENDLESS SAVINGS	3775953
ENDLESS SAVINGS	3782325
ENDLESS CREATIVITY	3779154
ENDLESS CREATIVITY	3782324
ENDLESS CREATIVITY ENDLESS SAVINGS	3779153
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ARTMINDS	3764532
ARTMINDS	3914752
ARTMINDS	4029143
ARTMINDS	4198767
ARTMINDS	4006542
ARTMINDS	4198766
ARTMINDS	3926104
ARTMINDS	4026485
ARTMINDS	4198765
BEAD LANDING	3790875
MICHAELS	3723273
MICHAELS	3723272
MICHAELS	3723271
ARTIST'S LOFT	3775571
ARTIST'S LOFT	4067517
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ASHLAND	4084206
ASHLAND	4084205
ASHLAND	4202609
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THE KNACK FACULTY	3864856
THE KNACK	3864855
THE KNACK	3934775
THE KNACK FACULTY	3934774
CELEBRATE IT	4035269
CELEBRATE IT	4042354
CELEBRATE IT	3857262
CRAFT SMART	3623628
CRAFT SMART	3702094
IMAGINATE	3544161
THE KNACK FACULTY	3864857
CRAFT SMART	3267059
MIDESIGN@MICHAELS	(85399335)
MIDESIGN@MICHAELS	(85399357)
MIDESIGN@MICHAELS	(85399365)
MIDESIGN@MICHAELS	(85399371)
MIDESIGN@MICHAELS	(85399374)
MIDESIGN@MICHAELS	(85399376)
MIDESIGN@MICHAELS	(85399380)
MIDESIGN@MICHAELS	(85399384)
DECOR SCENTS	(85447922)
DECOR SCENTS	(85447928)
DECOR SCENTS	(85447934)
DECOR SCENTS	(85447941)
DECOR SCENTS	(85447944)
CELEBRATE IT	(1602800)
TOUT POUR VOS PROJETS	(1567877)