

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM475479

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|------------------------------|---------------------------------------------------------------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Assignment of Security Interest in Trademarks Previously Recorded at Reel/Frame (5863/0882) |

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: 31

| Property Type | Number | Word Mark |
|----------------------|---------|-------------------------------|
| Registration Number: | 4727348 | MICHAELS |
| Registration Number: | 4727349 | MICHAELS |
| Registration Number: | 4875710 | STUDIO DECOR |
| Registration Number: | 4727347 | THE GLUE STRING |
| Registration Number: | 5017567 | CHARISMA |
| Registration Number: | 5017568 | IMPECCABLE |
| Registration Number: | 5017569 | SNUGGLY WUGGLY |
| Registration Number: | 5021796 | KNIT QUICK |
| Registration Number: | 1970555 | THE FABRIC CARD |
| Registration Number: | 1971704 | SEW PERFECT |
| Registration Number: | 1971703 | SEW PERFECT |
| Registration Number: | 2090281 | AMERICA'S FABRIC STORE |
| Registration Number: | 2161840 | HANCOCK FABRICS |
| Registration Number: | 3157181 | ABSOLUTELY COTTON |
| Registration Number: | 3489170 | CREATIVE SEWING SOLUTIONS |
| Registration Number: | 3790856 | EVERYTHING BEGINS WITH FABRIC |
| Registration Number: | 3796499 | DISCOVER THE DESIGNER IN YOU |
| Registration Number: | 3796501 | STYLE STUDIO FASHION FABRICS |

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TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|----------|------------------------------------------|
| Registration Number: | 3796502 | ACCESSORY WORKSHOP NOTIONS, EMBELLISHMEN |
| Registration Number: | 3869787 | MAKE IT GREEN |
| Registration Number: | 4125678 | WISHES & DREAMS |
| Registration Number: | 4323061 | HANCOCK FABRICS CRAFTS & MORE |
| Registration Number: | 4375882 | DESIGNER GALLERY HOME FABRIC & DÉCOR |
| Registration Number: | 4640567 | HANCOCK FABRICS CRAFTS & MORE |
| Serial Number: | 86531928 | MAKE MARKET |
| Serial Number: | 86546599 | MAKE MARKET |
| Serial Number: | 86531927 | MAKE MARKET |
| Serial Number: | 86531925 | MAKE MARKET |
| Serial Number: | 86531924 | MAKE MARKET |
| Serial Number: | 86531921 | MAKE MARKET |
| Serial Number: | 86531920 | MAKE MARKET |

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 August 25, 2016 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 August 25, 2016 at Reel No. 5863, Frame No. 0882; 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.

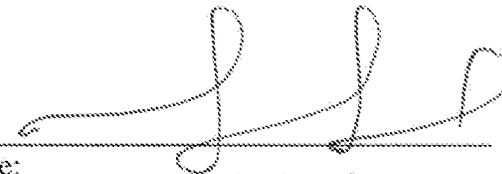
2. Counterparts. This Assignment may be executed by the parties to this Assignment in any number of separate counterparts (including by facsimile or PDF signatures), and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

[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.

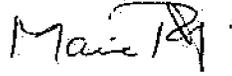
DEUTSCHE BANK AG NEW YORK BRANCH,
as Assignor

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

| <u>Owner</u> | <u>Trademark</u> | <u>Reg. No.</u> |
|----------------------------------------------|--------------------------------------------------------------|-----------------|
| Michaels Stores Procurement Company, Inc. | Design only | 4,727,348 |
| Michaels Stores Procurement Company, Inc. | Design only | 4,727,349 |
| Michaels Stores Procurement Company, Inc. | STUDIO DECOR | 4,875,710 |
| Michaels Stores Procurement Company, Inc. | THE GLUE STRING | 4,727,347 |
| Michaels Stores Procurement Company, Inc. | CHARISMA | 5,017,567 |
| Michaels Stores Procurement Company, Inc. | IMPECCABLE | 5,017,568 |
| Michaels Stores Procurement Company, Inc. | SNUGGLY WUGGLY | 5,017,569 |
| Michaels Stores Procurement Company, Inc. | KNIT QUICK | 5,021,796 |
| Michaels Stores Procurement Company, Inc. | The Fabric Card | 1,970,555 |
| Michaels Stores Procurement Company, Inc. | Sew Perfect (tools) | 1,971,704 |
| Michaels Stores Procurement Company, Inc. | Sew Perfect (bobbins, needles, etc) | 1,971,703 |
| Michaels Stores Procurement Company, Inc. | America's Fabric Store | 2,090,281 |
| Michaels Stores Procurement Company, Inc. | Hancock Fabrics | 2,161,840 |
| Michaels Stores Procurement Company, Inc. | Absolutely Cotton | 3,157,181 |
| Michaels Stores Procurement Company, Inc. | Creative Sewing Solutions | 3,489,170 |
| Michaels Stores Procurement Company, Inc. | Everything Begins with Fabric | 3,790,856 |
| Michaels Stores Procurement Company, Inc. | Discover the Designer in You | 3,796,499 |
| Michaels Stores Procurement Company, Inc. | Style Studio Fashion Fabrics | 3,796,501 |
| Michaels Stores Procurement Company, Inc. | Accessory Workshop Notions, Embellishments & Crafts | 3,796,502 |

| | | |
|----------------------------------------------|-----------------------------------------|-----------|
| Michaels Stores Procurement Company, Inc. | Make it Green | 3,869,787 |
| Michaels Stores Procurement Company, Inc. | Wishes & Dreams | 4,125,678 |
| Michaels Stores Procurement Company, Inc. | Hancock Fabrics Crafts & More | 4,323,061 |
| Michaels Stores Procurement Company, Inc. | Designer Gallery Home Fabric & Decor | 4,375,882 |
| Michaels Stores Procurement Company, Inc. | Hancock Fabrics Crafts & More (Logo) | 4,640,567 |

Trademark Applications

| <u>Owner</u> | <u>Trademark</u> | <u>App. No.</u> |
|----------------------------------------------|------------------|-----------------|
| Michaels Stores Procurement Company, Inc. | MAKE MARKET | 86/531,928 |
| Michaels Stores Procurement Company, Inc. | MAKE MARKET | 86/546,599 |
| Michaels Stores Procurement Company, Inc. | MAKE MARKET | 86/531,927 |
| Michaels Stores Procurement Company, Inc. | MAKE MARKET | 86/531,925 |
| Michaels Stores Procurement Company, Inc. | MAKE MARKET | 86/531,924 |
| Michaels Stores Procurement Company, Inc. | MAKE MARKET | 86/531,921 |
| Michaels Stores Procurement Company, Inc. | MAKE MARKET | 86/531,920 |