



11/01/2012



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U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

Form **TO-1594** (Rev. 12-11)
OMB Collection 0651-0027 (exp. 04/30/2012)

TRADEMARKS ONLY

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

Copy: 10/05/12

1. Name of conveying party(ies):

BANK OF AMERICA, N.A. as Administrative Agent

- Individual(s)
- Partnership
- Corporation- State: _____
- Other National Association
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

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

Execution Date(s) September 17, 2012

- Assignment
- Security Agreement
- Other (Corrective Assignment-See attached)
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Wells Fargo Bank, National Association,
as Administrative Agent

Street Address: One Boston Place, 18th Floor

City: Boston

State: MA

Country: US Zip: 02108

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other N.A. Citizenship USA

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) Text

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: Thomas Fahey

Internal Address: National Corporate Research, Ltd.

Street Address: 1100 G St. N.W., Suite 420

City: Washington

State: D.C. Zip: 20005

Phone Number: 800 494 5225

Docket Number: 800 494 7512

Email Address: tfahey@nationalcorp.com

6. Total number of applications and registrations involved:

132

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

\$3315.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

10/11/2012 KNGUYEN 00000018 /0016738
 01 FC-A501
 Deposit Account Number _____ 40.00 OP
 Authorized User Name _____ 3275.00 OP

9. Signature:

Janet S. Wamsley
Signature

October 5, 2012

Date

Janet S. Wamsley

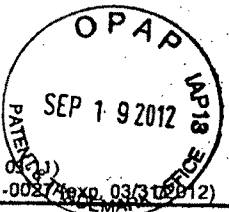
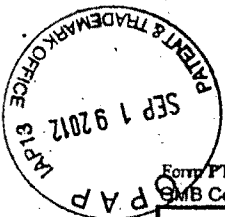
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 15

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Attachment to Corrective Assignment

Corrective Assignment to correct the Conveyance previously recorded on **Reel: 4868** and **Frame: 0177**. Assignor hereby confirms that the Nature of the Conveyance should be corrected to read: **Security Agreement**.



09/24/2012



103649718

DEPARTMENT OF COMMERCE
Patent and Trademark Office

Form PTO-1594 (Rev. 03/2012)
OMB Collection 0651-0027 (Exp. 03/31/2012)

RECORDATION
TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Bank of America, N.A., as Administrative Agent

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other National Association
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

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

Execution Date(s) September 17, 2012

- 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: Wells Fargo Bank, National Association,
Internal as Administrative Agent
Address: _____

Street Address: ONE BOSTON PLACE, 18th Floor

City: BOSTON

State: MASSACHUSETTS

Country: UNITED STATES Zip: 02108

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other N.A. Citizenship USA

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

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

Name: Thomas Fahey

Internal Address: National Corporate Research, Ltd.

Street Address: 1100 G Street NW, Suite 420

City: Washington

State: DC Zip: 20005

Phone Number: 800 494 5225

Fax Number: 800 494 7512

Email Address: tfahay@nationalcorp.com

6. Total number of applications and registrations involved:

132

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$3315.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 09/24/2012 ANULLINS 00000032 78616788

Authorized User Name 01 FC-8521

9. Signature:

Andrew Nash
Signature

9/18/2012
Date

Andrew Nash
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: **14**

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE</u>
Star Decorators Wholesale	78816788	
Artistree	78813758	
Where Ideas Come Together	78746568	
Michaels Arts, Crafts & More	76634146	
Experience Paper Crafting	78753445	
Vendor Connect	2631443	10/08/02
Sparkling Creations	2967453	07/12/05
Carolina Art & Frame	2433148	03/06/01
Michaels	1697669	06/30/92
Michaels	1311589	12/25/84
Recollections	3042415	01/10/06
Bright Tidings	2684520	02/04/03
Michaels.com	2486259	09/04/01
Where Originals Originate.	2537708	02/12/02
Artistree Art Frame & Design	2408397	11/28/00
Kids Club	2307155	01/11/00
Michaels the Arts and Crafts Store	2232360	03/16/99
Michaels	1759792	03/23/93
Moskatel's	1614413	09/18/90
Star Decorators' Wholesale Warehouse	2527196	01/08/02
Michaels.com	2705025	04/08/03
Crafts & More	2716080	05/13/03
Artistree Art Frame & Design	2408396	11/28/00
Recollections	2179582	08/04/98
Star Decorators' Wholesale	3042282	01/10/06
Kid Crafted Mom Approved	3109693	06/27/06

For Weddings as Original as You	2884979	09/14/04
Michaels.com	2675387	01/14/03
Kids Club	2029624	01/14/97
Village Crafts by Michaels	2765378	09/16/03
Michaels.com	2646441	11/05/02
Crafts & More	1527525	02/28/89
Turkey Bucks	76627803	
Michaels Manufacturing Group	2730052	06/24/03
MMG	2711937	04/29/03
Kids Club Summer Camp	2428568	02/13/01
Michaels	1699119	07/07/92
Michaels	1222952	01/04/83
Create	2664234	12/17/02
Michaels	1802039	11/02/93
The Knack	77376602	01/21/08
Décor Scents	85/447,922	10/14/11
Décor Scents	85/447,928	10/14/11
Décor Scents	85/447,934	10/14/11
Décor Scents	85/447,94 1	10/14/11
Décor Scents	85/447,944	10/14/11
Imagins	85/468,506	11/9/11
Imagins	85/468,503	11/9/11
Imagins	85/468,509	11/9/11
Imagins	85/468,562	11/9/11
Imagins	85/468,494	11/9/11
Imagins	85/468,490	11/9/11
Imagins	85/468,482	11/9/11
Imagins	85/468,513	11/9/11
Imagins	85/461,449	11/1/11
Imagins	85/461,445	11/1/11
Imagins	85/461,442	11/1/11
Midesign@Michaels	85/399,384	8/16/11
Midesign@Michaels	85/399,380	8/16/11
Midesign@Michaels	85/399,376	8/16/11
Midesign@Michaels	85/399,374	8/16/11
Midesign@Michaels	85/399,371	8/16/11
Midesign@Michaels	85/399,365	8/16/11

Midesign@Michaels	85/399,357	8/16/11
Midesign@Michaels	85/399,335	8/16/11
Craft Smart	3267059	7/24/2007
Imaginate	3544161	12/9/2008
Artie	77486360	5/29/2008
Artie	77486365	5/29/2008
Artie	77486359	5/29/2008
Artist's Loft	77648628	1/13/2009
Artist's Loft	77523667	7/16/2008
Artist's Loft	77523662	7/16/2008
Artminds	77595961	10/20/2008
Artminds	77595947	10/20/2008
Artminds	77595936	10/20/2008
Artminds	77595957	10/20/2008
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Artminds	77595933	10/20/2008
Artminds	77595929	10/20/2008
Artminds	77595926	10/20/2008
Artminds	77595921	10/20/2008
Ashland	77516475	7/8/2008
Ashland	77515968	7/7/2008
Ashland	77515964	7/7/2008
Ashland	77515960	7/7/2008
Ashland	77515953	7/7/2008
Ashland	77515957	7/7/2008
Bead Landing	77553407	8/22/2008
Celebrate It.	77648667	1/13/2009
Celebrate It.	77363580	1/3/2008
Celebrate It.	77363578	1/3/2008
Celebrate It.	77363575	1/3/2008
Celebrate It.	77363568	1/3/2008
Craft Smart	77220742	7/2/2007
Craft Smart	77220744	7/2/2007
Craft Smart	77220740	7/2/2007
Creatology	77436858	4/1/2008
Creatology	77436878	4/1/2008
Creatology	77436862	4/1/2008
Creatology	77436876	4/1/2008
Endless, Creativity.	77651115	1/16/2009
Endless, Creativity.	77651127	1/16/2009
Endless, Creativity.	77651114	1/16/2009
Endless, Creativity, Endless Savings.	77651075	1/16/2009

Endless, Creativity, Endless Savings.	77651082	1/16/2009
Endless, Creativity, Endless Savings.	77651079	1/16/2009
Endless Savings	77651158	1/16/2009
Endless Savings	77651163	1/16/2009
Endless Savings	77651160	1/16/2009
Loops & Threads	77470473	5/9/2008
Loops & Threads	77470457	5/9/2008
Michaels	77525298	7/17/2008
Michaels	77525296	7/17/2008
Michaels	77525292	7/17/2008
Michaels Home Collection	77007886	9/26/2006
Michaels Home Collection	77007875	9/26/2006
Michaels Home Collection	77007882	9/26/2006
Michaels Home Collection	77887878	9/26/2006
Recollections: Capturing Special Memories	77436873	4/1/2008
Recollections: Capturing Special Memories	77436870	4/1/2008
Recollections: Capturing Special Memories	77436865	4/1/2008
Studio Decor	77470453	5/9/2008
Studio Decor	77470451	5/9/2008
The Knack	77376954	1/22/2008
The Knack	77376952	1/22/2008
The Knack Faculty	77376558	1/22/2008
The Knack Faculty	77376955	1/22/2008
The Knack Faculty	77376606	1/21/2008
Where Creativity Happens	77451696	4/18/2008

**ASSIGNMENT OF GRANT OF SECURITY INTEREST IN UNITED STATES
INTELLECTUAL PROPERTY**

WITNESSETH:

WHEREAS, reference is made to (i) that certain Amended and Restated Credit Agreement, dated as of February 18, 2010 (as amended, restated, supplemented or otherwise modified and in effect from time to time, the "Credit Agreement"), by, among others, Michaels Stores, Inc. (the "Lead Borrower"), the other Borrowers (together with the Lead Borrowers, collectively, the "Borrowers"), the Facility Guarantors (the Borrowers and the Facility Guarantors are hereinafter referred to as the "Loan Parties"), the Lenders party thereto from time to time, and Bank of America, N.A., as Administrative Agent and Collateral Agent (in such capacities, the "Existing Agent"), Swingline Lender and Issuing Bank; and (ii) (A) that certain Grant of Security in United States Trademarks dated as of October 30, 2006 by and between Michaels Stores Procurement Company, Inc., as Grantor (the "Grantor"), and the Existing Agent, which was recorded with the U.S. Patent and Trademark Office on November 9, 2006, at Reel 3424, Frame 0949, (B) that certain Grant of Security in United States Trademarks dated as of May 1, 2009 by and between the Grantor and the Existing Agent, which was recorded with the U.S. Patent and Trademark Office on January 12, 2010, at Reel 4130, Frame 0154, (C) that certain Grant of Security in United States Trademarks dated as of February 18, 2010 by and between the Grantor and the Existing Agent, which was recorded with the U.S. Patent and Trademark Office on March 3, 2010, at Reel 4160, Frame 0391, (D) and that certain Grant of Security in United States Trademarks dated as of March 25, 2012 by and between the Grantor and the Existing Agent, which was recorded with the U.S. Patent and Trademark Office on May 18, 2012, at Reel 4783, Frame 0558 (as amended, restated, supplemented or otherwise modified and in effect from time to time, collectively, the "Existing Intellectual Property Security Agreements" and, together with the Credit Agreement, the "Existing Agreements").

WHEREAS, pursuant to the Existing Agreements, the Grantor granted to the Existing Agent a security interest in, among other things, the Trademarks (as defined herein).

WHEREAS, effective as of the date hereof, the Existing Agent has resigned as Administrative Agent and Collateral Agent in accordance with the terms of the Credit Agreement.

WHEREAS, effective as of the date hereof, Wells Fargo Bank, National Association ("Wells Fargo") has been appointed successor Administrative Agent and Collateral Agent (in such capacities, the "New Agent") in accordance with the terms of the Credit Agreement.

WHEREAS, reference is further made to that certain Second Amended and Restated Credit Agreement, dated as of September 17, 2012, by and between, among others, the Loan Parties and the New Agent.

NOW, THEREFORE, the Existing Agent hereby transfers, conveys, assigns, and delivers all of its right, title and interest in the Existing Intellectual Property Security Agreements to the New Agent, together with any lien and security interest which was granted to the Existing Agent pursuant to the Existing Agreements in those trademarks, service marks, applications for

trademarks or service marks owned by the Grantor and identified in Schedule A attached hereto (as further defined in the Existing Intellectual Property Security Agreements, the "Trademarks").

To all whom it may concern be it known that for, and in consideration of, said agreements and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Existing Agent has transferred, conveyed, assigned and delivered and by these presents does hereby transfer, convey, assign and deliver unto the New Agent, its successors, assigns, and legal representatives, the Existing Agent's entire right, title and interest in and to the Trademarks, throughout the United States of America, its territories and all foreign countries, together with any and all goodwill related thereto.

The Existing Agent agrees that, upon request of the Grantor or the New Agent, and at the Grantor's sole expense, the Existing Agent will execute any document, cause to be made any filing or take any other action deemed reasonably necessary or advisable by the New Agent to effectuate the assignment of interests contemplated herein.

[Signature pages follow]

IN TESTIMONY WHEREOF, the Existing Agent has hereunto signed on the date set forth below.

BANK OF AMERICA, N.A., as Existing Agent

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

Signature Page to Assignment of Trademarks

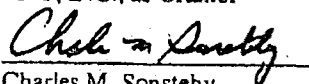
TRADEMARK
REEL: 004903 FRAME: 0125

Acknowledged and Accepted by:

GRANTOR:

MICHAELS STORES PROCUREMENT
COMPANY, INC., as Grantor

By:



Name: Charles M. Sonstebly

Title: Chief Administrative Officer and Chief
Financial Officer

Signature Page to Assignment of Trademarks

TRADEMARK
REEL: 004903 FRAME: 0126

Acknowledged and Accepted by:

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as New Agent

By: 

Name: Jennifer Cann

Title: Managing Director

Signature Page to Assignment of Trademarks

TRADEMARK
REEL: 004903 FRAME: 0127

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE</u>
Star Decorators Wholesale	78816788	
Artistree	78813758	
Where Ideas Come Together	78746568	
Michaels Arts, Crafts & More	76634146	
Experience Paper Crafting	78753445	
Vendor Connect	2631443	10/08/02
Sparkling Creations	2967453	07/12/05
Carolina Art & Frame	2433148	03/06/01
Michaels	1697669	06/30/92
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Artistree Art Frame & Design	2408396	11/28/00
Recollections	2179582	08/04/98
Star Decorators' Wholesale	3042282	01/10/06
Kid Crafted Mom Approved	3109693	06/27/06

For Weddings as Original as You	2884979	09/14/04
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Kids Club	2029624	01/14/97
Village Crafts by Michaels	2765378	09/16/03
Michaels.com	2646441	11/05/02
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Michaels	1222952	01/04/83
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Artminds	77595953	10/20/2008
Artminds	77595951	10/20/2008
Artminds	77595943	10/20/2008
Artminds	77595933	10/20/2008
Artminds	77595929	10/20/2008
Artminds	77595926	10/20/2008
Artminds	77595921	10/20/2008
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Ashland	77515957	7/7/2008
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Celebrate It.	77363580	1/3/2008
Celebrate It.	77363578	1/3/2008
Celebrate It.	77363575	1/3/2008
Celebrate It.	77363568	1/3/2008
Craft Smart	77220742	7/2/2007
Craft Smart	77220744	7/2/2007
Craft Smart	77220740	7/2/2007
Creatology	77436858	4/1/2008
Creatology	77436878	4/1/2008
Creatology	77436862	4/1/2008
Creatology	77436876	4/1/2008
Endless, Creativity.	77651115	1/16/2009
Endless, Creativity.	77651127	1/16/2009
Endless, Creativity.	77651114	1/16/2009
Endless, Creativity, Endless Savings.	77651075	1/16/2009

Endless, Creativity, Endless Savings.	77651082	1/16/2009
Endless, Creativity, Endless Savings.	77651079	1/16/2009
Endless Savings	77651158	1/16/2009
Endless Savings	77651163	1/16/2009
Endless Savings	77651160	1/16/2009
Loops & Threads	77470473	5/9/2008
Loops & Threads	77470457	5/9/2008
Michaels	77525298	7/17/2008
Michaels	77525296	7/17/2008
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Michaels Home Collection	77007886	9/26/2006
Michaels Home Collection	77007875	9/26/2006
Michaels Home Collection	77007882	9/26/2006
Michaels Home Collection	77887878	9/26/2006
Recollections: Capturing Special Memories	77436873	4/1/2008
Recollections: Capturing Special Memories	77436870	4/1/2008
Recollections: Capturing Special Memories	77436865	4/1/2008
Studio Decor	77470453	5/9/2008
Studio Decor	77470451	5/9/2008
The Knack	77376954	1/22/2008
The Knack	77376952	1/22/2008
The Knack Faculty	77376558	1/22/2008
The Knack Faculty	77376955	1/22/2008
The Knack Faculty	77376606	1/21/2008
Where Creativity Happens	77451696	4/18/2008