

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM396299

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MICHAELS STORES PROCUREMENT COMPANY, INC.		08/24/2016	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	WELLS FARGO BANK, NATIONAL ASSOCIATION
Street Address:	One Boston Place, 18th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02018
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 47

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

OP \$1190.00 4727348

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
Serial Number:	86531918	MAKE MARKET
Serial Number:	86554536	MAKE MARKET
Serial Number:	86554532	MAKE MARKET
Serial Number:	86531914	MAKE MARKET
Serial Number:	86546602	MAKE MARKET
Serial Number:	86531907	MAKE MARKET
Serial Number:	86531912	MAKE MARKET
Serial Number:	86531910	MAKE MARKET
Serial Number:	86531903	MAKE MARKET
Serial Number:	86531899	MAKE MARKET
Serial Number:	86531883	MAKE MARKET
Serial Number:	86554539	MAKE MARKET
Serial Number:	86554534	MAKE MARKET
Serial Number:	86708442	SPOT THE BOLT FOR HOME
Serial Number:	86708426	SPOT THE BOLT FABRIC REDUCTIONS
Serial Number:	86667840	THE STITCH

CORRESPONDENCE DATA

Fax Number: 8004947512

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: 202-370-4750

Email: ipteam@nationalcorp.com

Correspondent Name: Darlena Bari Stark

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: National Corporate Research, Ltd.

Address Line 4: Washington, D.C. 20005

TRADEMARK

REEL: 005864 FRAME: 0002

ATTORNEY DOCKET NUMBER:	F165060
NAME OF SUBMITTER:	Janet S. Wamsley
SIGNATURE:	/Janet S. Wamsley/
DATE SIGNED:	08/25/2016

Total Attachments: 8

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

August 24, 2016

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **MICHAELS STORES PROCUREMENT COMPANY, INC.**, a Delaware corporation (the "Grantor") with principal offices at 8001 Ridgpoint Drive, Irving, Texas 75063, hereby grants to **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as Collateral Agent, with offices at One Boston Place, 18th Floor, Boston, Massachusetts 02108 (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 Amended and Restated Security Agreement among certain affiliates of the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of September 17, 2012 (as amended, modified, restated and/or supplemented (including pursuant to the Supplement referred to below) from time to time, the "Security Agreement"), to which the Grantor, among others, joined as a party pursuant to that certain Supplement No. 2 to Amended and Restated Security Agreement, dated as of even date herewith (the "Supplement"), by and between, among others, the Grantor and the Grantee.

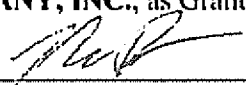
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and

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.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

**MICHAELS STORES PROCUREMENT
COMPANY, INC., as Grantor**

By: 
Name: Navin Rao
Title: Vice President—Assistant Secretary

Signature Page to Grant of Security Interest in Trademarks

**TRADEMARK
REEL: 005864 FRAME: 0006**

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee

By: 
Name: Connie Liu
Title: Director

Signature Page to Grant of Security Interest in Trademarks

TRADEMARK
REEL: 005864 FRAME: 0007

SCHEDULE A

Trademarks

<u>Owner</u>	<u>Trademark</u>	<u>Country</u>	<u>Reg. No.</u>
Michaels Stores Procurement Company, Inc.	<i>Michaels</i>	U.S.	4,727,348
Michaels Stores Procurement Company, Inc.	<i>Michaels</i>	U.S.	4,727,349
Michaels Stores Procurement Company, Inc.	STUDIO DECOR	U.S.	4,875,710
Michaels Stores Procurement Company, Inc.	THE GLUE STRING	U.S.	4,727,347
Michaels Stores Procurement Company, Inc.	CHARISMA	U.S.	5,017,567
Michaels Stores Procurement Company, Inc.	IMPECCABLE	U.S.	5,017,568
Michaels Stores Procurement Company, Inc.	SNUGGLY WUGGLY	U.S.	5,017,569
Michaels Stores Procurement Company, Inc.	KNIT QUICK	U.S.	5,021,796
Michaels Stores Procurement Company, Inc.	The Fabric Card	U.S.	1,970,555
Michaels Stores Procurement Company, Inc.	Sew Perfect (tools)	U.S.	1,971,704
Michaels Stores Procurement Company, Inc.	Sew Perfect (bobbins, needles, etc)	U.S.	1,971,703
Michaels Stores Procurement Company, Inc.	America's Fabric Store	U.S.	2,090,281
Michaels Stores Procurement Company, Inc.	Hancock Fabrics	U.S.	2,161,840
Michaels Stores Procurement Company, Inc.	Absolutely Cotton	U.S.	3,157,181
Michaels Stores Procurement Company, Inc.	Creative Sewing Solutions	U.S.	3,489,170






Schedule A to Grant of Security Interest in Trademarks

Michaels Stores Procurement Company, Inc.	Everything Begins with Fabric	U.S.	3,790,856
Michaels Stores Procurement Company, Inc.	Discover the Designer in You	U.S.	3,796,499
Michaels Stores Procurement Company, Inc.	Style Studio Fashion Fabrics	U.S.	3,796,501
Michaels Stores Procurement Company, Inc.	Accessory Workshop Notions, Embellishments & Crafts	U.S.	3,796,502
Michaels Stores Procurement Company, Inc.	Make it Green	U.S.	3,869,787
Michaels Stores Procurement Company, Inc.	Wishes & Dreams	U.S.	4,125,678
Michaels Stores Procurement Company, Inc.	Hancock Fabrics Crafts & More	U.S.	4,323,061
Michaels Stores Procurement Company, Inc.	Designer Gallery Home Fabric & Décor	U.S.	4,375,882
Michaels Stores Procurement Company, Inc.	Hancock Fabrics Crafts & More (Logo)	U.S.	4,640,567


Trademark Applications

<u>Owner</u>	<u>Trademark</u>	<u>Country</u>	<u>Reg. No.</u>
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/531,928
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/546,599
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/531,927
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/531,925
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/531,924
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/531,921
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/531,920

Schedule A to Grant of Security Interest in Trademarks

<u>Owner</u>	<u>Trademark</u>	<u>Country</u>	<u>Reg. No.</u>
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/531,918
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/554,536
Michaels Stores Procurement Company, Inc.	MAKE MARKET	U.S.	86/554,532
Michaels Stores Procurement Company, Inc.		U.S.	86/531,914
Michaels Stores Procurement Company, Inc.		U.S.	86/546,602
Michaels Stores Procurement Company, Inc.		U.S.	86/531,907
Michaels Stores Procurement Company, Inc.		U.S.	86/531,912
Michaels Stores Procurement Company, Inc.		U.S.	86/531,910
Michaels Stores Procurement Company, Inc.		U.S.	86/531,903
Michaels Stores Procurement Company, Inc.		U.S.	86/531,899
Michaels Stores Procurement Company, Inc.		U.S.	86/531,883
Michaels Stores Procurement Company, Inc.		U.S.	86/554,539

Schedule A to Grant of Security Interest in Trademarks

<u>Owner</u>	<u>Trademark</u>	<u>Country</u>	<u>Reg. No.</u>
Michaels Stores Procurement Company, Inc.		U.S.	86/554,534
Michaels Stores Procurement Company, Inc.	Spot the Bolt for Home	U.S.	86/708,442
Michaels Stores Procurement Company, Inc.	Spot the Bolt Fabric Reductions	U.S.	86/708,426
Michaels Stores Procurement Company, Inc.	The Stitch	U.S.	86/667,840

Schedule A to Grant of Security Interest in Trademarks