



08-30-1999

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

08-24-1999

U.S. Patent & TMO/c/TM Mail Rpt Dt: #61



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Document ID #

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Name

DBA/AKA/TA

Composed of

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Individual General Partnership Limited Partnership Association

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Other

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08/30/1999 MTHA11 0000053 1793966

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01 FC:481 40.00 OP
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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number *or* the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,793,966"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1,790,794"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1,792,000"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

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Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Beth Hirsch Berman

Beth Hirsch Berman

August 20, 1999

Name of Person Signing

Signature

Date Signed

TRADEMARK ASSIGNMENT

Heller Financial, Inc.

WHEREAS, Heller Financial, Inc., (“Heller”), a Delaware corporation, having its principal place of business at Glendale, California, has recorded secured interests in the following marks and illustrations, collectively referred to hereinafter as “Service Marks.”

1. The service mark “CLEARANCE 98¢ CENTERS (and design),” registration number 1,793,966, registered by the United States Patent and Trademark Office on the principal register on September 21, 1993, with Heller’s secured interest recorded on May 20, 1996; and

2. The service mark “98¢ CLEARANCE CENTER,” registration number 1,790,794, registered by the United States Patent and Trademark Office on the principal register on August 31, 1993, with Heller’s secured interest recorded on May 20, 1996; and

3. The service mark “98¢,” registration number 1,792,000, registered by the United States Patent and Trademark Office on the principal register on September 7, 1993, with Heller’s secured interest recorded on May 20, 1996; and

WHEREAS, Step Ahead Investments, Inc. (“SAI”), a California corporation, having its principal place of business in North Highlands, California, has adopted and used the foregoing Service Marks in connection with retail store sales services, and is the owner of the full right, title, and interest to said Service Marks; and

WHEREAS, SAI provided secured interests in the Service Marks to Heller; and

WHEREAS, Dollar Tree Stores, Inc., a Virginia corporation, (“Assignee”), having its principal office and place of business at Chesapeake, Virginia, is desirous of acquiring all rights to said Service Marks, together with the good will of the business in connection with which said Service Marks are used and which are symbolized by said Service Marks.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of the sum of One Dollar and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Heller, Heller hereby irrevocably sells, transfers, conveys. and assigns unto said Assignee all of Heller's right, title, and interest in and to said Service Marks and any registrations issuing therefrom, and all common law rights therein, the right to sue and recover for any past or continuing infringement or dilution of said Service Marks, and the good will of the business in connection with which said Service Marks are used and which is symbolized by said Service Marks.

IN WITNESS WHEREOF, Heller has caused this Assignment to be executed this 18th day of August, 1999.

HELLER FINANCIAL, INC.

By: Barry S. O'Neill

STATE OF Illinois
CITY OF Chicago, to wit:

The foregoing instrument was acknowledged before me this 18th day of August, 1999 by Barry S. O'Neill, the Senior Vice President of Heller Financial, Inc. this 18th day of August, 1999.

Elizabeth E. Motts
Notary Public

My commission expires:

March 6, 2002

