

4/4/01

# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

04-17-2001



101665652

OMB No. 0651-0011 (exp. 4-94)

Tab settings = = =

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Ames Merchandising Corporation

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 2, 2001

2. Name and address of receiving party(ies)

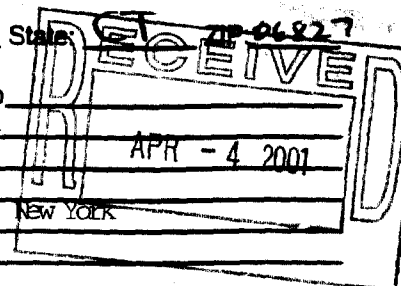
Name: General Electric Capital Corporation, as agent

Internal Address: \_\_\_\_\_

Street Address: 201 High Ridge Rd

City: Sturford State: IL

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- Other



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)

Additional name(s) & addresses attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

04/17/2001 LNUELLEF 0000056 1915748

01 FD:491 40.00 GP  
02 FD:482 2375.00 GP

Additional numbers attached?  Yes  No

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

Name: Laura Konrath

Internal Address: Winston & Strawn

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved

96

7. Total fee (37 CFR 3.41).....\$ 2,415

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Laura Konrath

Name of Person Signifying

Signature

3/28/01

Date

Total number of pages including cover sheet, attachments, and document: 96

Mail documents to be recorded with required cover sheet information to:

TRADEMARK

REEL: 002270 FRAME: 0906

3/1/01

AMES MERCHANDISING CORPORATION SERVICE MARKS

Continuation  
Item 4

| <u>Mark Name</u>                             | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u> | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u>         |
|--|---|----------------|--|-----------------------|
| 55 GOLD                                      | 1,915,748                                     | 42             | 08/29/95                               | Registered            |
| AMES   | 1,539,718                                     | 42             | 05/16/89                               | Registered            |
| AMES and Design                              | 2,396,028                                     | 35             | 10/17/00                               | Registered            |
| AMES ONLINE                                  | 75/709,289                                    | 42             | 05/18/99                               | Pending               |
| AMESMARKETPLACE.COM                          | 75/835,634                                    | 35             | 10/29/99                               | Pending               |
| AMESMEDS                                     | 76/013,216                                    | 35             | 03/31/00                               | Pending               |
| AMESMEDS.COM                                 | 76/013,217                                    | 35             | 03/31/00                               | Pending               |
| AMESMEDS.COM<br>and Design                   | 76/104,068                                    | 35             | 08/07/00                               | Pending               |
| AMESPLACE.COM                                | 76/075,208                                    | 35             | 06/21/00                               | Pending               |
| AMESSTORES.COM                               | 76/075,207                                    | 35             | 06/21/00                               | Pending               |
| AMESSTORES.NET                               | 75/714,163                                    | 42             | 05/18/99                               | Pending               |
| BARGAINS BY THE<br>BAGFUL                    | 2,102,695                                     | 35             | 10/07/97                               | Registered            |
| BARGAINS BY THE<br>BYTEFUL                   | 75/092,290                                    | 42             | 05/18/99                               | Pending               |
| BOLSAS Y BOLSAS<br>DE OFERTAS                | 76/012,258                                    | 35             | 03/29/00                               | Pending               |
| <del>SKIP CHECK US OUT!<br/>and Design</del> | <del>1,406,276</del>                          | <del>42</del>  | <del>08/19/96</del>                    | <del>Registered</del> |
| CRAFTS & MORE                                | 1,527,525                                     | 42             | 02/28/89                               | Registered            |
| DENIM ZONE                                   | 75/891,322                                    | 35             | 01/07/00                               | Pending               |
| DENIM ZONE and Design                        | 2,271,446                                     | 35             | 08/24/99                               | Registered            |
| HILLS IS WHERE THE<br>TOYS ARE*              | 1,310,534                                     | 42             | 12/18/84                               | Registered            |
| <del>SKIP HILLS Stylized Letters*</del>      | <del>1,086,671</del>                          | <del>42</del>  | <del>02/28/78</del>                    | <del>Registered</del> |
| PAWSITIVELY PETS                             | 1,808,209                                     | 42             | 11/30/93                               | Registered            |
| PAWSITIVELY PETS                             | 1,830,730                                     | 42             | 04/12/94                               | Registered            |

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AMES MERCHANDISING CORPORATION SERVICE MARKS

| <u>Mark Name</u>                           | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u> | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u>         |
|--|---|----------------|--|-----------------------|
| PERFECT PLUS and Design                    | 75/176,745                                    | 42             | 10/03/96                               | Pending               |
| <del>skip PRICE WATCH*</del>               | <del>1,258,949</del>                          | <del>42</del>  | <del>11/22/83</del>                    | <del>Registered</del> |
| SHARE BECAUSE YOU CARE                     | 1,779,883                                     | 42             | 06/29/93                               | Registered            |
| THE DIAMOND DISTRICT                       | 1,897,136                                     | 42             | 05/30/95                               | Registered            |
| WHEN YOU CAN'T FIND IT NEAR ... SHOP HERE! | 75/890,858                                    | 35             | 01/07/00                               | Pending               |
| <del>skip ZAYRE*</del>                     | <del>1,227,918</del>                          | <del>42</del>  | <del>03/15/83</del>                    | <del>Registered</del> |

\*Do not currently use.

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AMES MERCHANDISING CORPORATION TRADEMARKS

3/1/01

| <u>Mark Name</u>                                      | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u>        | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u>         |
|---|---|-----------------------|--|-----------------------|
| <del>skip</del> ALPINE EXPRESS*                       | <del>1,327,147</del>                          | <del>25</del>         | <del>03/26/85</del>                    | <del>Registered</del> |
| ALPINE RIDGE  | 75/737,400                                    | 20, 22                | 06/25/99                               | Pending               |
| ALPINE RIDGE  | 2,379,060                                     | 25                    | 08/22/00                               | Published             |
| ALPINE RIDGE  | 2,410,722                                     | 14                    | 01/07/00                               | Registered            |
| ALPINE RIDGE  | 75/928,483                                    | 18                    | 02/28/00                               | Pending               |
| ALPINE RIDGE  | 75/928,498                                    | 25                    | 02/24/00                               | Published             |
| ALPINE RIDGE  | 76/137,586                                    | 11, 20, 21,<br>24, 28 | 09/28/00                               | Pending               |
| <del>skip</del> AMERIC-KINS and Design*               | <del>0,794,101</del>                          | <del>25</del>         | <del>08/10/65</del>                    | <del>Registered</del> |
| <del>skip</del> AMERICAN GEAR*                        | <del>1,314,753</del>                          | <del>25</del>         | <del>01/15/85</del>                    | <del>Registered</del> |
| <del>skip</del> AMERICAN JUNIORS<br>Stylized Letters* | <del>0,799,140</del>                          | <del>25</del>         | <del>11/23/65</del>                    | <del>Registered</del> |
| <del>skip</del> AMERICAN NURSE<br>Stylized Letters*   | <del>0,766,674</del>                          | <del>25</del>         | <del>02/25/64</del>                    | <del>Registered</del> |
| <del>skip</del> AMERICAN SPIRIT*                      | <del>1,312,428</del>                          | <del>25</del>         | <del>01/01/85</del>                    | <del>Registered</del> |
| AMES  | 1,556,321                                     | 5, 8                  | 09/12/89                               | Registered            |
| AMES DEPENDABLE                                       | 75/891,321                                    | 1                     | 01/07/00                               | Pending               |
| AMES DEPENDABLE                                       | 75/891,631                                    | 2                     | 01/07/00                               | Pending               |
| <del>skip</del> APPALACHIAN TRAIL*                    | <del>1,940,899</del>                          | <del>25</del>         | <del>12/12/95</del>                    | <del>Registered</del> |
| <del>skip</del> ARMOR-SACK *                          | <del>1,291,135</del>                          | <del>22</del>         | <del>08/21/84</del>                    | <del>Registered</del> |
| " ASHLEY HOUSTON*                                     | 1,300,697                                     | 22                    | 09/17/85                               | Registered            |
| " BEAUTY-PLUS<br>(Stylized Letters)*                  | 1,218,411                                     | 20, 2                 | 11/30/82                               | Registered            |
| BODY IMAGE  | 2,195,616                                     | 25                    | 10/13/98                               | Registered            |
| <del>skip</del> CAREER DRESSING*                      | <del>1,342,820</del>                          | <del>25</del>         | <del>06/18/85</del>                    | <del>Registered</del> |
| CLASSIC LIVING  | 1,119,477                                     | 2                     | 06/05/79                               | Registered            |
| CLASSIC LIVING  | 1,347,943                                     | 20                    | 07/09/85                               | Registered            |

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## AMES MERCHANDISING CORPORATION TRADEMARKS

| <u>Mark Name</u>                      | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u>    | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u>         |
|---------------------------------------|---|-------------------|--|-----------------------|
| CLASSIC LIVING                        | 2,374,358                                     | 14                | 08/08/00                               | Registered            |
| CLASSIC LIVING                        | 75/928,499                                    | 20                | 02/28/00                               | Pending               |
| <del>skip</del> CLOCK DESIGNS*        | <del>75/178,859</del>                         | <del>14</del>     | <del>10/07/96</del>                    | <del>Pending</del>    |
| COOL BLUES                            | 1,523,622                                     | 25                | 02/07/89                               | Registered            |
| COOL BLUES                            | 2,052,779                                     | 25                | 04/15/97                               | Registered            |
| COOL BLUES                            | 2,180,392                                     | 25                | 08/11/98                               | Registered            |
| COOL BLUES                            | 75/890,855                                    | 25                | 01/07/00                               | Published             |
| COUNTRY CLOSET                        | 2,164,422                                     | 25                | 06/09/98                               | Registered            |
| COUNTRY CLOSET                        | 75/928,497                                    | 25                | 02/28/00                               | Pending               |
| <del>skip</del> COUNTRY WOODWORKS*    | <del>2,138,040</del>                          | <del>20, 21</del> | <del>02/17/98</del>                    | <del>Registered</del> |
| <del>skip</del> COUNTRY WOODWORKS*    | <del>2,100,464</del>                          | <del>20</del>     | <del>09/23/97</del>                    | <del>Registered</del> |
| CRAFTS & MORE                         | 75/928,487                                    | 22                | 02/28/00                               | Pending               |
| <del>skip</del> CRESCENT FARMS*       | <del>2,126,071</del>                          | <del>30</del>     | <del>12/30/97</del>                    | <del>Registered</del> |
| <del>skip</del> GROBY SQUARE*         | <del>1,260,994</del>                          | <del>25</del>     | <del>03/12/84</del>                    | <del>Registered</del> |
| CROSS CURRENTS                        | 2,332,555                                     | 25                | 03/21/00                               | Registered            |
| CROSS CURRENTS                        | 75/928,490                                    | 25                | 02/28/00                               | Pending               |
| CROSS CURRENTS<br>CC and Design       | 1,241,279                                     | 25                | 06/07/83                               | Registered            |
| CROSS CURRENTS<br>CC Stylized Letters | 1,183,065                                     | 25                | 12/22/81                               | Registered            |
| CUDDLE TOWNE                          | 1,494,327                                     | 25                | 06/29/88                               | Registered            |
| CUDDLE TOWNE                          | 75/737,455                                    | 25                | 06/25/99                               | Pending               |
| CURRENT TREND                         | 75/928,475                                    | 11                | 02/28/00                               | Pending               |
| CURRENT TRENDS                        | 75/806,329                                    | 20                | 09/23/99                               | Published             |
| <del>skip</del> CURRENTREND*          | <del>75/928,486</del>                         | <del>11</del>     | <del>02/28/00</del>                    | <del>Pending</del>    |
| <del>skip</del> CURRENTRENDS*         | <del>75/806,328</del>                         | <del>20</del>     | <del>09/23/99</del>                    | <del>Published</del>  |

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AMES MERCHANDISING CORPORATION TRADEMARKS

| <u>Mark Name</u>                           | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u>      | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u>         |
|--|---|---------------------|--|-----------------------|
| <del>skip DREAM SCENE*</del>               | <del>1,506,119</del>                          | <del>25</del>       | <del>11/20/84</del>                    | <del>Registered</del> |
| <del>skip DURACHEP*</del>                  | <del>2,063,190</del>                          | <del>21</del>       | <del>05/20/97</del>                    | <del>Registered</del> |
| E.Z. GEAR                                  | 1,830,825                                     | 25                  | 04/12/94                               | Registered            |
| <del>skip ERICA HART*</del>                | <del>1,565,796</del>                          | <del>14</del>       | <del>09/27/88</del>                    | <del>Registered</del> |
| <del>skip FRISKIES Stylized Letters*</del> | <del>0,414,429</del>                          | <del>25</del>       | <del>06/12/46</del>                    | <del>Registered</del> |
| <del>skip GARDENSCAPES*</del>              | <del>2,025,878</del>                          | <del>8, 21</del>    | <del>12/24/96</del>                    | <del>Registered</del> |
| <del>skip GREAT MOVES*</del>               | <del>1,380,966</del>                          | <del>25</del>       | <del>04/16/85</del>                    | <del>Registered</del> |
| HANDY PRO                                  | 1,960,982                                     | 7, 8, 11,<br>14, 20 | 03/05/96                               | Registered            |
| HANDY PRO                                  | 2,273,656                                     | 7, 20, 21           | 08/31/99                               | Registered            |
| HILLARY FASHIONS                           | 1,370,279                                     | 25                  | 11/12/85                               | Registered            |
| <del>skip HILLS and Design*</del>          | <del>1,004,162</del>                          | <del>2</del>        | <del>02/11/75</del>                    | <del>Registered</del> |
| <del>skip HILLS*</del>                     | <del>1,619,818</del>                          | <del>16</del>       | <del>10/30/90</del>                    | <del>Registered</del> |
| <del>skip HILLS*</del>                     | <del>1,600,266</del>                          | <del>4</del>        | <del>06/12/90</del>                    | <del>Registered</del> |
| <del>skip HILLS*</del>                     | <del>1,508,128</del>                          | <del>5, 6, 18</del> | <del>05/29/90</del>                    | <del>Registered</del> |
| <del>skip HILLS*</del>                     | <del>1,598,082</del>                          | <del>3</del>        | <del>05/29/90</del>                    | <del>Registered</del> |
| HOLIDAY ACCENTS                            | 1,745,155                                     | 11                  | 01/05/93                               | Registered            |
| HOLIDAY ACCENTS                            | 1,766,816                                     | 28                  | 04/20/93                               | Registered            |
| HOLIDAY ACCENTS                            | 2,182,428                                     | 16                  | 08/18/98                               | Registered            |
| HOLIDAY ACCENTS                            | 75/928,488                                    | 11, 16,<br>28       | 02/28/00                               | Pending               |
| IMPRESSIONS Stylized<br>Letters            | 1,219,180                                     | 24                  | 12/07/82                               | Registered            |
| <del>skip JAVELIN*</del>                   | <del>0,813,461</del>                          | <del>17</del>       | <del>08/23/66</del>                    | <del>Registered</del> |
| JELLY BEANS<br>and Design                  | 1,245,376                                     | 25                  | 07/12/83                               | Registered            |
| <del>skip JENNETT ORIGINALS*</del>         | <del>0,718,978</del>                          | <del>25</del>       | <del>07/25/61</del>                    | <del>Registered</del> |

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## AMES MERCHANDISING CORPORATION TRADEMARKS

| <u>Mark Name</u>                                    | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u>               | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u>         |
|---|---|------------------------------|--|-----------------------|
| <del>kip</del> KITCHEN TRADITION*                   | <del>74/451,449</del>                         | <del>8, 21</del>             | <del>10/26/93</del>                    | <del>Published</del>  |
| KITCHEN TRADITIONS                                  | 75/928,484                                    | 8, 9,<br>21                  | 02/28/00                               | Pending               |
| <del>skid</del> L'IL DICKENS*                       | <del>1,327,199</del>                          | <del>25</del>                | <del>03/26/85</del>                    | <del>Registered</del> |
| <del>skid</del> LANGDON HALL*                       | <del>0,761,394</del>                          | <del>25</del>                | <del>12/18/63</del>                    | <del>Registered</del> |
| LIZ THOMAS  | 1,360,692                                     | 25                           | 09/17/85                               | Registered            |
| LIZ THOMAS  | 1,869,588                                     | 25                           | 12/27/94                               | Registered            |
| LIZ THOMAS  | 2,282,518                                     | 14, 26                       | 10/05/99                               | Registered            |
| LIZ THOMAS  | 75/709,288                                    | 14                           | 05/18/99                               | Published             |
| LT BY LIZ THOMAS                                    | 75/709,287                                    | 25                           | 05/18/99                               | Published             |
| LT BY LIZ THOMAS                                    | 76/012,260                                    | 14                           | 03/29/00                               | Pending               |
| <del>skid</del> MADISON SQUARE<br>Stylized Letters* | <del>0,386,389</del>                          | <del>25</del>                | <del>04/08/41</del>                    | <del>Registered</del> |
| <del>skid</del> MATISSE*                            | <del>0,751,780</del>                          | <del>25</del>                | <del>06/25/63</del>                    | <del>Registered</del> |
| <del>skid</del> MATT ANDREWS*                       | <del>0,765,544</del>                          | <del>25</del>                | <del>02/25/64</del>                    | <del>Registered</del> |
| <del>skid</del> MEDALLION*                          | <del>75/715,817</del>                         | <del>5</del>                 | <del>05/28/00</del>                    | <del>Published</del>  |
| <del>skid</del> MEDALLION*                          | <del>76/012,261</del>                         | <del>3</del>                 | <del>03/29/00</del>                    | <del>Pending</del>    |
| <del>skid</del> MEDALLION*                          | <del>76/128,271</del>                         | <del>5</del>                 | <del>09/13/00</del>                    | <del>Pending</del>    |
| MEDALLION   | 76/128,252                                    | 3, 5, 8, 10, 21              | 09/13/00                               | Pending               |
| <del>skid</del> MODERN LIFE Stylized<br>Letters*    | <del>0,725,999</del>                          | <del>25</del>                | <del>01/02/62</del>                    | <del>Registered</del> |
| <del>skid</del> NOCTURNE Stylized Letters*          | <del>0,715,482</del>                          | <del>25</del>                | <del>05/16/61</del>                    | <del>Registered</del> |
| <del>skid</del> ON CUE and Design*                  | <del>1,879,850</del>                          | <del>18, 25</del>            | <del>05/29/84</del>                    | <del>Registered</del> |
| <del>skid</del> PATIOSCAPES *                       | <del>2,101,795</del>                          | <del>8, 18, 21,<br/>24</del> | <del>09/30/97</del>                    | <del>Registered</del> |
| PAWSITIVELY PETS                                    | 76/109,369                                    | 21                           | 08/15/00                               | Pending               |
| PAWSITIVELY PETS                                    | 1,835,609                                     | 31                           | 05/10/94                               | Registered            |

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TRADEMARK  
REEL: 002270 FRAME: 0912

## AMES MERCHANDISING CORPORATION TRADEMARKS

| <u>Mark Name</u>   | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u>    | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u>         |
|--|---|-------------------|--|-----------------------|
| PAWSITIVELY PETS   | 2,266,206                                     | 11, 16, 21        | 08/09/99                               | Registered            |
| <del>skip PEGASUS and Design*</del>                          | <del>1,167,495</del>                          | <del>28</del>     | <del>09/01/81</del>                    | <del>Registered</del> |
| <del>skip PERFECT ACCENTS*</del>                             | <del>1,901,767</del>                          | <del>20, 26</del> | <del>06/27/95</del>                    | <del>Registered</del> |
| <del>skip POLAR BEAR and Design*</del>                       | <del>0,550,948</del>                          | <del>25</del>     | <del>11/20/51</del>                    | <del>Registered</del> |
| PREMIER CLASSIC  | 2,208,420                                     | 28                | 12/08/98                               | Registered            |
| PREMIER CLASSIC  | 76/183,588                                    | 28                | 12/19/00                               | Pending               |
| <del>skip PREMIER CHEF *</del>                               | <del>2,063,189</del>                          | <del>8, 21</del>  | <del>05/20/97</del>                    | <del>Registered</del> |
| <del>skip PUPPETEERS Stylized<br/>Letters*</del>             | <del>0,712,180</del>                          | <del>25</del>     | <del>03/07/61</del>                    | <del>Registered</del> |
| <del>skip PURRRFECT PRESENTS*</del>                          | <del>1,960,972</del>                          | <del>28, 31</del> | <del>03/05/96</del>                    | <del>Registered</del> |
| <del>skip QUALITYMASTER<br/>(Stylized Letters)*</del>        | <del>1,217,337</del>                          | <del>8</del>      | <del>11/23/82</del>                    | <del>Registered</del> |
| <del>skip QUARTERS*</del>                                    | <del>2,042,168</del>                          | <del>25</del>     | <del>03/04/97</del>                    | <del>Registered</del> |
| <del>skip QUARTERS and<br/>Q Design*</del>                   | <del>1,931,252</del>                          | <del>25</del>     | <del>10/31/95</del>                    | <del>Registered</del> |
| <del>skip RATIONAL*</del>                                    | <del>1,363,111</del>                          | <del>9</del>      | <del>10/01/85</del>                    | <del>Registered</del> |
| <del>skip RAZZBERRY*</del>                                   | <del>1,214,941</del>                          | <del>25</del>     | <del>11/02/82</del>                    | <del>Registered</del> |
| <del>skip RAZZBERRY*</del>                                   | <del>1,346,404</del>                          | <del>25</del>     | <del>07/02/85</del>                    | <del>Registered</del> |
| RESOLUTE BAY   | 75/737,423                                    | 25                | 06/25/99                               | Published             |
| RESOLUTE BAY   | 1,327,154                                     | 25                | 03/26/85                               | Registered            |
| RESOLUTE BAY   | 75/928,491                                    | 25                | 02/28/00                               | Pending               |
| <del>skip ROYLE HOUSE*</del>                                 | <del>0,776,770</del>                          | <del>25</del>     | <del>03/17/64</del>                    | <del>Registered</del> |
| <del>skip SCHOOL LIEB*</del>                                 | <del>0,765,141</del>                          | <del>25</del>     | <del>02/18/64</del>                    | <del>Registered</del> |
| <del>skip SMALL SET*</del>                                   | <del>1,371,383</del>                          | <del>25</del>     | <del>11/19/85</del>                    | <del>Registered</del> |
| <del>skip SPRING HARBOR<br/>COLLECTION and<br/>Design*</del> | <del>1,279,039</del>                          | <del>25</del>     | <del>05/22/84</del>                    | <del>Registered</del> |
| <del>skip SPRYTE and Design*</del>                           | <del>1,262,111</del>                          | <del>28</del>     | <del>01/03/84</del>                    | <del>Registered</del> |

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## AMES MERCHANDISING CORPORATION TRADEMARKS

| <u>Mark Name</u>  | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u> | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u>         |
|---|---|----------------|--|-----------------------|
| <del>skip</del> STRAIGHT A <sup>®</sup>                       | <del>0,834,746</del>                          | <del>16</del>  | <del>09/05/67</del>                    | <del>Registered</del> |
| SWEET NOTIONS   | 1,346,165                                     | 18, 25         | 07/02/85                               | Registered            |
| TIMBERTRAIL   | 1,435,776                                     | 25             | 04/07/87                               | Registered            |
| TIMBER TRAIL  | 2,205,609                                     | 25             | 11/24/98                               | Registered            |
| TIMBER TRAIL  | 1,840,628                                     | 25             | 06/21/94                               | Registered            |
| TIMBER TRAIL  | 76/012,259                                    | 25             | 03/29/00                               | Pending               |
| TIMELESS TREASURES  | 1,887,288                                     | 28             | 04/04/95                               | Registered            |
| TIMBLESS TREASURES  | 75/890,860                                    | 21             | 01/07/00                               | Pending               |
| <del>skip</del> TOUJOUR <ALWAYS,<br>FOREVER> <sup>®</sup>     | <del>1,381,521</del>                          | <del>25</del>  | <del>02/04/86</del>                    | <del>Registered</del> |
| TUMBLE BEARS  | 2,406,635                                     | 25             | 11/21/00                               | Registered            |
| TUMBLE BEARS  | 75/737,454                                    | 25             | 06/25/99                               | Published             |
| TUMBLE BEARS  | 75/891,632                                    | 28             | 01/07/00                               | Pending               |
| VICTORIAN VILLAGE   | 2,050,030                                     | 11             | 04/01/97                               | Registered            |
| VICTORIAN VILLAGE<br>COLLECTIBLES                             | 75/325,676                                    | 21             | 07/17/97                               | Pending               |
| WEE FOLKS   | 75/737,456                                    | 14, 25         | 06/25/99                               | Pending               |
| WEE FOLK  | 1,351,779                                     | 25             | 07/30/85                               | Registered            |
| <del>skip</del> WHITE PEAKS <sup>*</sup>                      | <del>1,327,157</del>                          | <del>25</del>  | <del>03/26/85</del>                    | <del>Registered</del> |
| <del>skip</del> WINTERHOUSE, LTD. <sup>®</sup>                | <del>1,327,156</del>                          | <del>25</del>  | <del>03/26/85</del>                    | <del>Registered</del> |
| WONDER TREE   | 2,286,164                                     | 28             | 10/12/99                               | Registered            |
| WONDER TREE   | 75/928,489                                    | 28             | 02/28/00                               | Pending               |
| WONDER TREE and<br>Design                                     | 2,286,163                                     | 28             | 10/12/99                               | Registered            |
| <del>skip</del> WORKABLE SEPARATES<br>and Design <sup>*</sup> | <del>1,301,818</del>                          | <del>25</del>  | <del>10/23/84</del>                    | <del>Registered</del> |

\*Do not currently use.

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As of February 20, 2001

## TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of March 2, 2001, by AMES MERCHANDISING CORPORATION, a Delaware corporation ("Borrower"), AMES DEPARTMENT STORES, INC., a Delaware corporation ("Holdings"), AMES REALTY II, INC., a Delaware corporation ("AR II"), AMES TRANSPORTATION SYSTEMS, INC., a Delaware corporation ("ATS"), and AMESPLACE.COM, INC., a Delaware corporation ("AmesPlace" and together with Borrower, Holdings, AR II, and ATS, each a "Grantor" and collectively, the "Grantors"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation, in its capacity as Agent for Lenders.

### WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof, by and among Grantors, Agent, Congress Financial Corporation, as Syndication Agent, GMAC Commercial Credit LLC and GMAC Business Credit, LLC, as Co-Documentation Agents and the persons signatory thereto from time to time as lenders (the "Lenders") (including all annexes, exhibits and schedules thereto, and as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement") Lenders have agreed to make the Loans and to incur Letter of Credit Obligations on behalf of Grantors;

WHEREAS, in order to induce Agent and Lenders to enter into the Credit Agreement and the other Loan Documents and to induce Lenders to make Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, each Grantor has agreed to grant a continuing Lien on the Trademark Collateral (as hereinafter defined) to secure the Obligations;

WHEREAS, in order to induce Agent and Lenders to enter into the Credit Agreement and the other Loan Documents and to induce Lenders to make Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, each Grantor has agreed to grant a continuing Lien on the Collateral to secure the Obligations pursuant to a Security Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, each Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in Annex A thereto to the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Each Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party including, without limitation, those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signature Page Follows]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

AMES MERCHANDISING CORPORATION

By: *Rolando de Aguiar*

Name: Rolando de Aguiar

Title: VP and Treasurer

AMES DEPARTMENT STORES, INC.

By: *Rolando de Aguiar*

Name: Rolando de Aguiar

Title: VP and Treasurer

AMES REALTY II, INC.

By: *Rolando de Aguiar*

Name: Rolando de Aguiar

Title: VP and Treasurer

AMES TRANSPORTATION SYSTEMS,  
INC.

By: *Rolando de Aguiar*

Name: Rolando de Aguiar

Title: VP and Treasurer

AMESPLAGE.COM, INC.

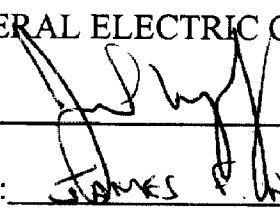
By: *Rolando de Aguiar*

Name: Rolando de Aguiar

Title: President and Treasurer

ACCEPTED AND ACKNOWLEDGED BY:

GENERAL ELECTRIC CAPITAL CORPORATION, as Agent

By:  \_\_\_\_\_

Name: JAMES F. NOONAN JR

Title: Deputy Authorized Signatory

ACKNOWLEDGMENT OF GRANTOR

STATE OF New York)

COUNTY OF New York)

ss.

On this 2nd day of March 2001, before me personally appeared Rlando de Aguiar, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Ames Merchandising Corporation, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Yoo An A. Z  
Notary Public  
Exp. Date 7/3/01  
Reg. no. 01LE5046159

**ACKNOWLEDGMENT OF GRANTOR**

STATE OF New York)  
COUNTY OF New York) ss.

On this 2nd day of March 2001, before me personally appeared Rolando de Aguiar, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Ames Department Stores, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Joseph J. Z  
Notary Public

Reg. no. 0145046159  
Exp. Date 7/3/01

ACKNOWLEDGMENT OF GRANTOR

STATE OF New York)  
COUNTY OF New York) ss.

On this 2nd day of March 2001, before me personally appeared Rolando de Aguiar, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Ames Realty II, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Yoon Am A. Z  
Notary Public

Reg. no. 01LE5046159  
Exp. Date 7/3/01





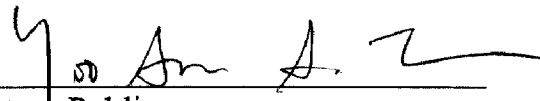
**ACKNOWLEDGMENT OF GRANTOR**

STATE OF New York )

)  
COUNTY OF New York )

ss.

On this 2nd day of March 2001, before me personally appeared Rolando de Aguiar, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of AmesPlace.com, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public  
Reg. no. 01LE5046159  
Exp. Date 7/3/01

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SCHEDULE I  
to  
TRADEMARK SECURITY AGREEMENT

See attached.

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## AMES MERCHANDISING CORPORATION SERVICE MARKS

| <u>Mark Name</u>                  | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u> | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u> |
|-----------------------------------|---|----------------|--|---------------|
| 55 GOLD                           | 1,915,748                                     | 42             | 08/29/95                               | Registered    |
| AMES                              | 1,539,718                                     | 42             | 05/16/89                               | Registered    |
| AMES and Design                   | 2,396,028                                     | 35             | 10/17/00                               | Registered    |
| AMBS ONLINE                       | 75/709,289                                    | 42             | 05/18/99                               | Pending       |
| AMESMARKETPLACE.COM               | 75/835,634                                    | 35             | 10/29/99                               | Pending       |
| AMESMEDS                          | 76/013,216                                    | 35             | 03/31/00                               | Pending       |
| AMESMEDS.COM                      | 76/013,217                                    | 35             | 03/31/00                               | Pending       |
| AMESMEDS.COM<br>and Design        | 76/104,068                                    | 35             | 08/07/00                               | Pending       |
| AMESPLACE.COM                     | 76/075,208                                    | 35             | 06/21/00                               | Pending       |
| AMESSTORES.COM                    | 76/075,207                                    | 35             | 06/21/00                               | Pending       |
| AMESSTORES.NET                    | 75/714,163                                    | 42             | 05/18/99                               | Pending       |
| BARGAINS BY THE<br>BAGFUL         | 2,102,695                                     | 35             | 10/07/97                               | Registered    |
| BARGAINS BY THE<br>BYTEFUL        | 75/092,290                                    | 42             | 05/18/99                               | Pending       |
| BOLSAS Y BOLSAS<br>DE OFERTAS     | 76/012,258                                    | 35             | 03/29/00                               | Pending       |
| skip CHECK US OUT!*<br>and Design | 1,406,276                                     | 42             | 08/19/86                               | Registered    |
| CRAFTS & MORE                     | 1,527,525                                     | 42             | 02/28/89                               | Registered    |
| DENIM ZONE                        | 75/891,322                                    | 35             | 01/07/00                               | Pending       |
| DENIM ZONE and Design             | 2,271,446                                     | 35             | 08/24/99                               | Registered    |
| HILLS IS WHERE THE<br>TOYS ARE*   | 1,310,534                                     | 42             | 12/18/84                               | Registered    |
| skip HILLS Stylized Letters*      | 1,086,671                                     | 42             | 02/28/78                               | Registered    |
| PAWSITIVELY PETS                  | 1,808,209                                     | 42             | 11/30/93                               | Registered    |
| PAWSITIVELY PETS                  | 1,830,730                                     | 42             | 04/12/94                               | Registered    |

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**AMES MERCHANDISING CORPORATION SERVICE MARKS**

| <u>Mark Name</u>                           | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u> | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u> |
|--|---|----------------|--|---------------|
| PERFECT PLUS and Design                    | 75/176,745                                    | 42             | 10/03/96                               | Pending       |
| skip PRICE WATCH*                          | 1,258,949                                     | 42             | 11/22/83                               | Registered    |
| SHARE BECAUSE YOU CARE                     | 1,779,883                                     | 42             | 06/29/93                               | Registered    |
| THE DIAMOND DISTRICT                       | 1,897,136                                     | 42             | 05/30/95                               | Registered    |
| WHEN YOU CAN'T FIND IT NEAR ... SHOP HERE! | 75/890,858                                    | 35             | 01/07/00                               | Pending       |
| skip ZAYRE*                                | 1,227,918                                     | 42             | 02/15/83                               | Registered    |

\*Do not currently use.

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3/1/01

## AMES MERCHANDISING CORPORATION TRADEMARKS

| <u>Mark Name</u>                           | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u>        | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u> |
|--|---|-----------------------|--|---------------|
| skip ALPINE EXPRESS+                       | 1,327,147                                     | 25                    | 03/26/85                               | Registered    |
| ALPINE RIDGE                               | 75/737,400                                    | 20, 22                | 06/25/99                               | Pending       |
| ALPINE RIDGE                               | 2,379,060                                     | 25                    | 08/22/00                               | Published     |
| ALPINE RIDGE                               | 2,410,722                                     | 14                    | 01/07/00                               | Registered    |
| ALPINE RIDGE                               | 75/928,483                                    | 18                    | 02/28/00                               | Pending       |
| ALPINE RIDGE                               | 75/928,498                                    | 25                    | 02/24/00                               | Published     |
| ALPINE RIDGE                               | 76/137,586                                    | 11, 20, 21,<br>24, 28 | 09/28/00                               | Pending       |
| skip AMERI-KINS and Design*                | 0,794,101                                     | 25                    | 08/10/65                               | Registered    |
| skip AMERICAN GEAR*                        | 1,314,753                                     | 25                    | 01/15/85                               | Registered    |
| skip AMERICAN JUNIORS<br>Stylized Letters* | 0,799,140                                     | 25                    | 11/23/65                               | Registered    |
| skip AMERICAN NURSE<br>Stylized Letters*   | 0,765,574                                     | 25                    | 02/25/64                               | Registered    |
| skip AMERICAN SPIRIT*                      | 1,312,428                                     | 25                    | 01/01/85                               | Registered    |
| AMES                                       | 1,556,321                                     | 5, 8                  | 09/12/89                               | Registered    |
| AMES DEPENDABLE                            | 75/891,321                                    | 1                     | 01/07/00                               | Pending       |
| AMES DEPENDABLE                            | 75/891,631                                    | 2                     | 01/07/00                               | Pending       |
| skip APPALACHIAN TRAIL*                    | 1,940,899                                     | 25                    | 12/12/95                               | Registered    |
| skip ARMOR-SACK *                          | 1,291,135                                     | 22                    | 08/21/84                               | Registered    |
| " ASHLEY HOUSTON*                          | 1,360,697                                     | 22                    | 09/17/85                               | Registered    |
| " BEAUTY-PLUS<br>(Stylized Letters)*       | 1,218,411                                     | 20, 2                 | 11/30/82                               | Registered    |
| BODY IMAGE                                 | 2,195,616                                     | 25                    | 10/13/98                               | Registered    |
| skip CAREER DRESSING*                      | 1,342,820                                     | 25                    | 06/18/85                               | Registered    |
| CLASSIC LIVING                             | 1,119,477                                     | 2                     | 06/05/79                               | Registered    |
| CLASSIC LIVING                             | 1,347,943                                     | 20                    | 07/09/85                               | Registered    |

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## AMES MERCHANDISING CORPORATION TRADEMARKS

| <u>Mark Name</u>                      | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u> | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u> |
|---------------------------------------|---|----------------|--|---------------|
| CLASSIC LIVING                        | 2,374,358                                     | 14             | 08/08/00                               | Registered    |
| CLASSIC LIVING                        | 75/928,499                                    | 20             | 02/28/00                               | Pending       |
| skip CLOCK DESIGNS*                   | 75/178,059                                    | 14             | 10/07/96                               | Pending       |
| COOL BLUES                            | 1,523,622                                     | 25             | 02/07/89                               | Registered    |
| COOL BLUES                            | 2,052,779                                     | 25             | 04/15/97                               | Registered    |
| COOL BLUES                            | 2,180,392                                     | 25             | 08/11/98                               | Registered    |
| COOL BLUES                            | 75/890,855                                    | 25             | 01/07/00                               | Published     |
| COUNTRY CLOSET                        | 2,164,422                                     | 25             | 06/09/98                               | Registered    |
| COUNTRY CLOSET                        | 75/928,497                                    | 25             | 02/28/00                               | Pending       |
| skip COUNTRY WOODWORKS*               | 2,138,040                                     | 20, 21         | 02/17/98                               | Registered    |
| skip COUNTRY WOODWORKS*               | 2,100,464                                     | 20             | 09/23/97                               | Registered    |
| CRAFTS & MORE                         | 75/928,487                                    | 22             | 02/28/00                               | Pending       |
| skip CRESCENT FARMS*                  | 2,126,071                                     | 30             | 12/30/97                               | Registered    |
| skip CROSBY SQUARE*                   | 1,269,994                                     | 25             | 03/13/84                               | Registered    |
| CROSS CURRENTS                        | 2,332,555                                     | 25             | 03/21/00                               | Registered    |
| CROSS CURRENTS                        | 75/928,490                                    | 25             | 02/28/00                               | Pending       |
| CROSS CURRENTS<br>CC and Design       | 1,241,279                                     | 25             | 06/07/83                               | Registered    |
| CROSS CURRENTS<br>CC Stylized Letters | 1,183,065                                     | 25             | 12/22/81                               | Registered    |
| CUDDLE TOWNE                          | 1,494,327                                     | 25             | 06/29/88                               | Registered    |
| CUDDLE TOWNE                          | 75/737,455                                    | 25             | 06/25/99                               | Pending       |
| CURRENT TREND                         | 75/928,475                                    | 11             | 02/28/00                               | Pending       |
| CURRENT TRENDS                        | 75/806,329                                    | 20             | 09/23/99                               | Published     |
| skip CURRENTREND*                     | 75/928,486                                    | 11             | 02/28/00                               | Pending       |
| skip CURRENTRENDS*                    | 75/806,328                                    | 20             | 09/23/99                               | Published     |

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## AMES MERCHANDISING CORPORATION TRADEMARKS

| <u>Mark Name</u>                | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u>      | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u> |
|---------------------------------|---|---------------------|--|---------------|
| skip DREAM SCENE*               | 1,306,119                                     | 25                  | 11/20/84                               | Registered    |
| skip DURACHEF*                  | 2,063,190                                     | 21                  | 05/20/97                               | Registered    |
| E.Z. GEAR                       | 1,830,825                                     | 25                  | 04/12/94                               | Registered    |
| skip ERICA HART*                | 1,505,796                                     | 14                  | 09/27/88                               | Registered    |
| skip FRISKIES Stylized Letters* | 0,414,429                                     | 25                  | 06/12/45                               | Registered    |
| skip GARDENSCAPES*              | 2,025,878                                     | 8, 21               | 12/24/96                               | Registered    |
| skip GREAT MOVES*               | 1,330,966                                     | 25                  | 04/16/85                               | Registered    |
| HANDY PRO                       | 1,960,982                                     | 7, 8, 11,<br>14, 20 | 03/05/96                               | Registered    |
| HANDY PRO                       | 2,273,656                                     | 7, 20, 21           | 08/31/99                               | Registered    |
| HILLARY FASHIONS                | 1,370,279                                     | 25                  | 11/12/85                               | Registered    |
| skip HILLS and Design*          | 1,004,162                                     | 2                   | 02/11/75                               | Registered    |
| skip HILLS*                     | 1,619,818                                     | 16                  | 10/30/90                               | Registered    |
| skip HILLS*                     | 1,600,266                                     | 4                   | 06/12/90                               | Registered    |
| skip HILLS*                     | 1,598,128                                     | 5, 6, 18            | 05/29/90                               | Registered    |
| skip HILLS*                     | 1,598,082                                     | 3                   | 05/29/90                               | Registered    |
| HOLIDAY ACCENTS                 | 1,745,155                                     | 11                  | 01/05/93                               | Registered    |
| HOLIDAY ACCENTS                 | 1,766,816                                     | 28                  | 04/20/93                               | Registered    |
| HOLIDAY ACCENTS                 | 2,182,428                                     | 16                  | 08/18/98                               | Registered    |
| HOLIDAY ACCENTS                 | 75/928,488                                    | 11, 16,<br>28       | 02/28/00                               | Pending       |
| IMPRESSIONS Stylized<br>Letters | 1,219,180                                     | 24                  | 12/07/82                               | Registered    |
| skip JAVELIN*                   | 0,813,461                                     | 17                  | 08/23/66                               | Registered    |
| JELLY BEANS<br>and Design       | 1,245,376                                     | 25                  | 07/12/83                               | Registered    |
| skip JENETTI ORIGINALS*         | 0,718,978                                     | 25                  | 07/25/61                               | Registered    |

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## AMES MERCHANDISING CORPORATION TRADEMARKS

| <u>Mark Name</u>                         | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u>   | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u> |
|--|---|------------------|--|---------------|
| sk-p KITCHEN TRADITION*                  | 74/451,449                                    | 8, 21            | 10/26/93                               | Published     |
| KITCHEN TRADITIONS                       | 75/928,484                                    | 8, 9,<br>21      | 02/28/00                               | Pending       |
| sk-p L'IL DICKENS*                       | 1,327,155                                     | 25               | 03/26/85                               | Registered    |
| sk-p LANGDON HALL*                       | 0,761,394                                     | 25               | 12/10/63                               | Registered    |
| LIZ THOMAS                               | 1,360,692                                     | 25               | 09/17/85                               | Registered    |
| LIZ THOMAS                               | 1,869,588                                     | 25               | 12/27/94                               | Registered    |
| LIZ THOMAS                               | 2,282,518                                     | 14, 26           | 10/05/99                               | Registered    |
| LIZ THOMAS                               | 75/709,288                                    | 14               | 05/18/99                               | Published     |
| LT BY LIZ THOMAS                         | 75/709,287                                    | 25               | 05/18/99                               | Published     |
| LT BY LIZ THOMAS                         | 76/012,260                                    | 14               | 03/29/00                               | Pending       |
| sk-p MADISON SQUARE<br>Stylized Letters* | 0,386,389                                     | 25               | 04/08/41                               | Registered    |
| sk-p MATISSE*                            | 0,751,780                                     | 25               | 06/25/63                               | Registered    |
| sk-p MATT ANDREWS*                       | 0,765,544                                     | 25               | 02/25/64                               | Registered    |
| sk-p MEDALLION*                          | 75/715,817                                    | 5                | 05/28/99                               | Published     |
| sk-p MEDALLION*                          | 76/012,261                                    | 3                | 03/29/00                               | Pending       |
| sk-p MEDALLION*                          | 76/128,271                                    | 5                | 09/13/00                               | Pending       |
| MEDALLION                                | 76/128,252                                    | 3, 5, 8, 10, 21  | 09/13/00                               | Pending       |
| sk-p MODERN LIFE Stylized<br>Letters*    | 0,725,999                                     | 25               | 01/02/62                               | Registered    |
| sk-p NOCTURNE Stylized Letters*          | 0,715,482                                     | 25               | 05/16/61                               | Registered    |
| sk-p ON CUE and Design*                  | 1,279,850                                     | 18, 25           | 05/29/84                               | Registered    |
| sk-p PATIOSCAPES *                       | 2,101,795                                     | 8, 18, 21,<br>24 | 09/30/97                               | Registered    |
| PAWSITIVELY PETS                         | 76/109,369                                    | 21               | 08/15/00                               | Pending       |
| PAWSITIVELY PETS                         | 1,835,609                                     | 31               | 05/10/94                               | Registered    |

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TRADEMARK  
REEL: 002270 FRAME: 0930

## AMES MERCHANDISING CORPORATION TRADEMARKS

| <u>Mark Name</u>                                | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u> | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u> |
|---|---|----------------|--|---------------|
| PAWSITIVELY PETS                                | 2,266,206                                     | 11, 16, 21     | 08/09/99                               | Registered    |
| skip PEGASUS and Design*                        | 1,167,495                                     | 28             | 09/01/81                               | Registered    |
| skip PERFECT ACCENTS*                           | 1,901,767                                     | 20, 26         | 06/27/95                               | Registered    |
| skip POLAR BEAR and Design*                     | 0,550,948                                     | 25             | 11/20/51                               | Registered    |
| PREMIER CLASSIC                                 | 2,208,420                                     | 28             | 12/08/98                               | Registered    |
| PREMIER CLASSIC                                 | 76/183,588                                    | 28             | 12/19/00                               | Pending       |
| skip PREMIERCHEF *                              | 2,063,189                                     | 8, 21          | 05/20/97                               | Registered    |
| skip PUPPETEERS Stylized<br>Letters*            | 0,712,180                                     | 25             | 03/07/61                               | Registered    |
| skip PURRRFECT PRESENTS*                        | 1,960,972                                     | 28, 31         | 03/05/96                               | Registered    |
| skip QUALITYMASTER<br>(Stylized Letters)*       | 1,217,337                                     | 8              | 11/23/82                               | Registered    |
| skip QUARTERS*                                  | 2,042,168                                     | 25             | 03/04/97                               | Registered    |
| skip QUARTERS and<br>Q Design*                  | 1,931,252                                     | 25             | 10/31/95                               | Registered    |
| skip RATIONAL*                                  | 1,363,111                                     | 9              | 10/01/85                               | Registered    |
| skip RAZZBERRY*                                 | 1,214,941                                     | 25             | 11/02/82                               | Registered    |
| skip RAZZBERRY*                                 | 1,346,404                                     | 25             | 07/02/85                               | Registered    |
| RESOLUTE BAY                                    | 75/737,423                                    | 25             | 06/25/99                               | Published     |
| RESOLUTE BAY                                    | 1,327,154                                     | 25             | 03/26/85                               | Registered    |
| RESOLUTE BAY                                    | 75/928,491                                    | 25             | 02/28/00                               | Pending       |
| skip ROYLE HOUSE*                               | 0,776,770                                     | 25             | 03/17/64                               | Registered    |
| skip SCHOOL LIFE*                               | 0,765,141                                     | 25             | 02/18/64                               | Registered    |
| skip SMALL SET*                                 | 1,371,383                                     | 25             | 11/19/85                               | Registered    |
| skip SPRING HARBOR<br>COLLECTION and<br>Design* | 1,279,039                                     | 25             | 05/22/84                               | Registered    |
| skip SPRYTE and Design*<br>Doc. 595642          | 1,263,111                                     | 28             | 01/03/84                               | Registered    |

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## AMES MERCHANDISING CORPORATION TRADEMARKS

| <u>Mark Name</u>                       | <u>Serial Number/<br/>Registration Number</u> | <u>Classes</u> | <u>Date Filed/<br/>Date Registered</u> | <u>Status</u> |
|--|---|----------------|--|---------------|
| skip STRAIGHT A*                       | 0,834,746                                     | 16             | 09/05/67                               | Registered    |
| SWEET NOTIONS                          | 1,346,165                                     | 18, 25         | 07/02/85                               | Registered    |
| TIMBERTRAIL                            | 1,435,776                                     | 25             | 04/07/87                               | Registered    |
| TIMBER TRAIL                           | 2,205,609                                     | 25             | 11/24/98                               | Registered    |
| TIMBER TRAIL                           | 1,840,628                                     | 25             | 06/21/94                               | Registered    |
| TIMBER TRAIL                           | 76/012,259                                    | 25             | 03/29/00                               | Pending       |
| TIMELESS TREASURES                     | 1,887,288                                     | 28             | 04/04/95                               | Registered    |
| TIMELESS TREASURES                     | 75/890,860                                    | 21             | 01/07/00                               | Pending       |
| skip TOUJOUR<ALWAYS,<br>FOREVER>*      | 1,381,521                                     | 25             | 02/04/86                               | Registered    |
| TUMBLE BEARS                           | 2,406,635                                     | 25             | 11/21/00                               | Registered    |
| TUMBLE BEARS                           | 75/737,454                                    | 25             | 06/25/99                               | Published     |
| TUMBLE BEARS                           | 75/891,632                                    | 28             | 01/07/00                               | Pending       |
| VICTORIAN VILLAGE                      | 2,050,030                                     | 11             | 04/01/97                               | Registered    |
| VICTORIAN VILLAGE<br>COLLECTIBLES      | 75/325,676                                    | 21             | 07/17/97                               | Pending       |
| WEE FOLKS                              | 75/737,456                                    | 14, 25         | 06/25/99                               | Pending       |
| WEE FOLK                               | 1,351,779                                     | 25             | 07/30/85                               | Registered    |
| skip WHITE PEAKS *                     | 1,327,157                                     | 25             | 03/26/85                               | Registered    |
| skip WINTERHOUSE, LTD.*                | 1,327,156                                     | 25             | 03/26/85                               | Registered    |
| WONDER TREE                            | 2,286,164                                     | 28             | 10/12/99                               | Registered    |
| WONDER TREE                            | 75/928,489                                    | 28             | 02/28/00                               | Pending       |
| WONDER TREE and<br>Design              | 2,286,163                                     | 28             | 10/12/99                               | Registered    |
| skip WORKABLE SEPARATES<br>and Design* | 1,301,818                                     | 25             | 10/23/84                               | Registered    |

\*Do not currently use.

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