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FORM PTO-1618A
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MAY - 4 2001

05-14-2001



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name BILL'S DOLLAR STORES, INC.

Execution Date
Month Day Year
04 17 01

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization MISSISSIPPI

Receiving Party

Mark if additional names of receiving parties attached

Name FACTOR, INC.

DBA/AK/A _____

Composed of _____

Address (line 1) 1025 NORTH PARK DRIVE

Address (line 2) _____

Address (line 3) RIDGELAND

MS

39157

- Individual General Partnership Limited Partnership

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization DELAWARE

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/11/2001 DBYRNE 00000076 897535

FOR OFFICE USE ONLY

01 FC:401
02 FC:402

40.00 OP
100.00 OP

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002295 FRAME: 0636

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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)

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:

#

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.

LORI POTTS



04/27/01

Name of Person Signing

Signature

Date Signed

SERVICE MARK ASSIGNMENT

WHEREAS, *Bill's Dollar Stores, Inc.*, a Mississippi corporation (hereinafter referred to as "ASSIGNOR"), is the exclusive and record owner of the entire right, title and interest in and to the following Service Marks and the corresponding United States Service Mark Registrations therefor:

Mark: **BILL'S DOLLAR STORE'S (Stylized)**
Reg. No.: 897,535
Registered: August 25, 1970

Mark: **BILL'S**
Reg. No.: 1,063,568
Registered: April 12, 1977

Mark: **PEARL RIVER CLOTHING CO.**
Reg. No.: 1,750,211
Registered: February 2, 1993

Mark: **BILL'S DOLLAR STORE & Design**
Reg. No.: 2,121,267
Registered: December 16, 1997

Mark: **BILL'S DOLLAR STORE**
Reg. No.: 2,352,783
Registered: May 23, 2000

WHEREAS, *Factor, Inc.*, a Delaware corporation (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring the above-identified Service Marks and the corresponding United States Service Mark Registrations therefor;

NOW THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR does hereby assign, transfer and sell unto said ASSIGNEE the entire right, title and interest in and to the above-identified marks

and the corresponding United States Service Mark Registrations therefor, together with the goodwill of the business appurtenant to and symbolized by said marks, and all rights of action against third parties for past infringement thereof, the same to be held and enjoyed by said ASSIGNEE as fully and entirely as the same would have been held by ASSIGNOR had this transfer, assignment and sale not been made.

ASSIGNOR hereby warrants and covenants that it will execute any and all other instruments that may be necessary to perfect and evidence ASSIGNEE's ownership of the property and rights herein conveyed.

This Agreement shall be binding on and inure to the benefit of ASSIGNOR and ASSIGNEE and their respective successors and assigns.

IN WITNESS WHEREOF, ASSIGNOR, intending to be legally bound, has caused this Assignment to be executed by its duly authorized officer effective as of the 17th day of April, 2001.

BILL'S DOLLAR STORES, INC.

By: Alan R. Williams
Name: Alan Ray Williams
Title: Chief Financial Officer

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