

01-03-2002



101933080

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
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name FACTOR, INC. Execution Date
Month Day Year
10 26 01

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name BONUS STORES INC.

- DBA/AKA/TA _____
- Composed of _____
- Address (line 1) 1401 HIGHWAY 13 NORTH
- Address (line 2) _____
- Address (line 3) COLUMBIA MISSISSIPPI 39429
City State/Country Zip Code
- Individual General Partnership Limited Partnership 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.)
 - Corporation Association
 - Other _____
 - Citizenship/State of Incorporation/Organization DELAWARE

01/03/2002 DBYRNE 00000143 897535

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 100.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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



12/31/01

Name of Person Signing

Signature

Date Signed

SERVICE MARK ASSIGNMENT

WHEREAS, Factor Inc., a Delaware 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, Bonus Stores Inc., a Delaware corporation (hereinafter referred to as "ASSIGNEE"), was merged with Assignor, effective August 28, 2001 and thus the Assignee acquired 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 and transfer 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 and assignment not been made.

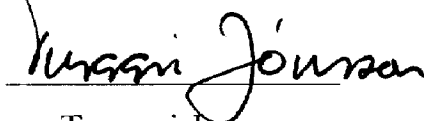
ASSIGNOR hereby warrants and covenants that it will execute any and all other instruments that may be necessary to perfect and evidence ASSIGNEE's ownership of the property and rights herein conveyed.

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 26th day of October, 2001.

FACTOR INC.

By:



Name: Tryggvi Jonsson

Title: President