

5/18/04

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(Rev. 10/02)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
Dollar Express Royalties, Inc. (DE corp.)
Dollar Express Stores, Inc. (PA corp.)
Dollar Express, Inc. (PA corp.)
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Dollar Tree Stores, Inc.
Internal
Address: _____
Street Address: 500 Volvo Parkway
City: Chesapeake State: VA Zip: 23320
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Virginia
 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) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Correction of Recordation form
Execution Date for Reel/Frame 002783/0805

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) 1834110,
2274232
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 2

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jeanette L. Ojeda, Esq.
Internal Address: _____
Williams Mullen Hofheimer
Street Address: Nusbaum
999 Waterside Drive, Suite 1700
City: Norfolk State: VA Zip: 23510

7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.
Jeanette L. Ojeda
Name of Person Signing

Signature
5-14-04
Date
Total number of pages including cover sheet, attachments, and document:

05/20/2004 MGETACHE 00000028 1834110

01 FC:8521
02 FC:8522

40.00 DP
25.00 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002973 FRAME: 0126

07-23-2003
102506723

To the Honorable Commissioner of Patents

Enclose the attached original documents or copy thereof.

1. Name of conveying party(ies):
Dollar Express, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Dollar Tree Stores, Inc.

Internal Address: _____
Address: _____

Street Address: 500 Volvo Parkway

City: Chesapeake State: VA Zip: 23320

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Virginia
- 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) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: _____

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1834110, 2274232

Additional number(s) attached Yes No

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

Name: Beth Hirsch Berman, Esquire

Internal Address: _____

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ 65

- Enclosed
- Authorized to be charged to deposit account

Street Address: Hofheimer Nusbaum, P.C.
999 Waterside Dr., 17th Fl.

City: Norfolk State: VA Zip: 23510

8. Deposit account number: _____

(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.

K. Bryan Bagwell
Name of Person Signing

K. Bryan Bagwell
Signature

7-18-03
Date

Total number of pages including cover sheet, attachments, and document: 6

07/23/2003 BRYNE 0000140 1834110

01 FC:8521
02 FC:8522

40.00 OP
25.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

December 31, 2001

The State Corporation Commission finds the accompanying articles submitted on behalf of

DOLLAR TREE STORES, INC.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

DOLLAR EXPRESS, INC. (A PA CORPORATION NOT
QUALIFIED IN VA)

is merged into DOLLAR TREE STORES, INC., which continues to exist under the laws of
VIRGINIA with the name DOLLAR TREE STORES, INC.. The existence of each non-surviving
entity ceases, according to the plan of merger.

The certificate is effective on December 31, 2001.

STATE CORPORATION COMMISSION

By 

Commissioner

MERGACPT
CIS0436
01-12-28-0044

TRADEMARK
REEL: 002973 FRAME: 0128

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

**ARTICLES OF MERGER
of
DOLLAR EXPRESS, INC.
into
DOLLAR TREE STORES, INC.**

The undersigned corporations, party to a merger pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute the following articles of merger and set forth:

**ONE
PLAN OF MERGER**

The plan of merger relating to the merger of the above-captioned corporations (the "Plan of Merger") is as follows:

PLAN OF MERGER, dated as of December 21, 2001 among Dollar Express, Inc., a Pennsylvania corporation ("Express"), Dollar Express Stores, Inc., a Pennsylvania corporation ("Stores"), Dollar Express Management, Inc., a Pennsylvania corporation ("Management"), DE&S Finance Company, a Delaware corporation ("Finance"), Dollar Express Royalties, Inc., a Delaware corporation ("Royalties"), and Dollar Tree Stores, Inc., a Virginia corporation ("Dollar Tree"). Express, Stores, Management, Finance and Royalties are collectively referred to herein as the "Constituent Corporations."

WHEREAS, Dollar Tree owns all of the outstanding shares of capital stock of Express, Express owns all of the outstanding shares of capital stock of Stores, Management and Finance, and Stores owns all of the outstanding shares of capital stock of Royalties;

WHEREAS, each of the Constituent Corporations is wholly owned by Dollar Tree, either directly or indirectly through another of the Constituent Corporations; and

WHEREAS, Dollar Tree and the Constituent Corporations desire to merge their operations and thereby increase their administrative efficiency.

NOW, THEREFORE, in consideration of the mutual promises contained in this Plan of Merger, Dollar Tree and the Constituent Corporations hereby agree as follows:

1. Merger. Effective as of 11:59 p.m. on December 31, 2001 (the "Effective Date"): (i) Express shall be merged into Dollar Tree, (ii) each of Stores, Management and Finance shall be merged into Dollar Tree, and (iii) Royalties shall be merged into Dollar Tree, *provided that* Articles of Merger with respect hereto have been filed with the State Corporation Commission of the Commonwealth of Virginia (the "Commission"), the Commission has issued a Certificate of Merger with respect hereto, a Certificate of Ownership and Merger with respect hereto has been filed with the Secretary of State of the State of Delaware, and Articles of Merger with respect hereto have been filed with the Department of State of the Commonwealth of Pennsylvania.

2. Terms and Conditions of the Merger. Dollar Tree shall be the corporation surviving the merger and its Articles of Incorporation shall not be altered or amended by virtue of the merger.

3. (a) Conversion of Constituent Corporations' Outstanding Capital Stock. The outstanding shares of capital stock of each of the Constituent Corporations shall be deemed cancelled as of the Effective Date and need not be surrendered to the issuing Constituent Corporation. Dollar Tree's direct or indirect ownership of the capital stock of the Constituent Corporations shall be converted into direct ownership of the assets and assumption of the liabilities of the Constituent Corporations as of the Effective Date.

(b) Rights to Acquire Capital Stock. There are no rights to acquire shares of any series of capital stock of any of the Constituent Corporations outstanding on the date hereof, and none of the Constituent Corporations shall issue any shares of capital stock, or any rights to acquire shares of capital stock, between the date hereof and the Effective Date.

4. Amendments. This Plan of Merger contains the entire agreement of Dollar Tree and the Constituent Corporations with respect to their merger and may be amended, or the merger contemplated hereby abandoned or terminated, before the Effective Date only with the consent of the Boards of Directors of Dollar Tree and each of the Constituent Corporations.

TWO ADOPTION OF THE PLAN OF MERGER

The Plan of Merger was adopted by unanimous written consent of the Boards of Directors of Dollar Tree Stores, Inc. and Dollar Express, Inc. In accordance with the provisions of Section 13.1-719 of the Code of Virginia, approval of the Plan of Merger by the shareholders of Dollar Tree Stores, Inc. or Dollar Express, Inc. was not required because Dollar Tree Stores, Inc. directly owns one hundred percent (100%) of the outstanding shares of each class of capital stock of its subsidiary,

Dollar Express, Inc.

THREE
DOMESTIC SURVIVOR; FOREIGN CONSTITUENT CORPORATION

Dollar Tree Stores, Inc., the domestic corporation surviving the merger contemplated by the Plan of Merger (the "Merger"), is incorporated under the law of the Commonwealth of Virginia. The foreign subsidiary constituent corporation, Dollar Express, Inc., is incorporated under the law of the Commonwealth of Pennsylvania, United States of America.


The Merger is permitted by the law of the Commonwealth of Pennsylvania, being the jurisdiction of incorporation of the foreign constituent corporation party to the Merger. Dollar Express, Inc. has complied with the law of the Commonwealth of Pennsylvania, the jurisdiction of its incorporation, with respect to the Merger.

The undersigned, President authorized to act on behalf of Dollar Tree Stores, Inc. and Dollar Express, Inc., declares that the facts herein stated are true as of December 27, 2001.

DOLLAR EXPRESS, INC.

By:  (SEAL)
Bob L. Sasser
President

DOLLAR TREE STORES, INC.

By:  (SEAL)
Bob L. Sasser
President