

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM347099

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dollar Tree Stores, Inc.		07/06/2015	CORPORATION: VIRGINIA
Greenbrier International, Inc.		07/06/2015	CORPORATION: DELAWARE
Family Dollar IP Co.		07/06/2015	CORPORATION: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Collateral Agent		
Street Address:	10 South Dearborn, Floor L2, IL1-1145		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 139			
Property Type	Number	Word Mark	
Registration Number:	1957687	1	
Registration Number:	2978301	DEAL\$	
Registration Number:	3521693	DEAL\$ \$5 AND LESS	
Registration Number:	4304584	DEALS	
Registration Number:	4304585	DEALS YOUR 1ST STOP FOR SAVING!	
Registration Number:	1926806	DOLLAR BILL\$	
Registration Number:	1760482	DOLLAR TREE	
Registration Number:	2195920	DOLLAR TREE	
Registration Number:	1760481	1 DOLLAR TREE	
Registration Number:	3964746	DOLLAR TREE \$1 STOP	
Registration Number:	4291678	DOLLAR TREE \$1 STOP	
Registration Number:	3837421	DOLLAR TREE DEAL\$	
Registration Number:	3873442	DOLLAR TREE MARKET	
Registration Number:	3039184	EVERYTHING'S \$1	
Registration Number:	3333062	EVERYTHING'S \$1.00	
Registration Number:	1877286	EVERYTHING'S \$1.00 AMERICA'S #1 DOLLAR S	
Registration Number:	1614412	FEDERAL RESERVE NOTE ONE DOLLAR UNITED S	
TRADEMARK			

OP \$3490.00 1957687

Property Type	Number	Word Mark
Registration Number:	3003341	MORE \$1 POWER
Registration Number:	2384656	SUPER DOLLAR TREE
Registration Number:	3941901	FUN FRESH FRUGAL
Registration Number:	1800340	ONE PRICE ... ONE DOLLAR
Registration Number:	2105216	APRIL BATH & SHOWER
Registration Number:	2257662	APRIL BATH & SHOWER
Registration Number:	2336483	APRIL BATH & SHOWER
Registration Number:	3106543	ASSURED
Registration Number:	3025514	CHRISTMAS HOUSE
Registration Number:	3059822	CLOSET ESSENTIALS
Registration Number:	3282198	COASTAL BAY CONFECTIONS
Registration Number:	3058079	COOKING CONCEPTS
Registration Number:	3151307	CRAFTERS SQUARE
Registration Number:	3130322	CUDDLY COUSINS
Registration Number:	3039183	DECORATOR'S CHOICE
Registration Number:	3000048	DONNA MICHELLE
Registration Number:	3182875	DRIVER'S CHOICE
Registration Number:	3174565	ECIRCUIT
Registration Number:	3025372	FLORAL GARDEN
Registration Number:	4403168	GOOFY STRING
Registration Number:	3963329	GREENBRIER KENNEL CLUB
Registration Number:	3260372	H2O BLASTERS
Registration Number:	3385939	ISLAND CHOICE
Registration Number:	3033559	JOT
Registration Number:	3469517	LANDMARK CONFECTIONS
Registration Number:	3059821	LAUNDRY ESSENTIALS
Registration Number:	3991692	LUMINESSENCE
Registration Number:	3114680	MAX BLOCK
Registration Number:	2659022	MAX GREY
Registration Number:	3766978	NATURE'S MEASURE
Registration Number:	3619293	NUTRAQUA
Registration Number:	3385567	PLAY GLOW
Registration Number:	3141243	POWER CLIPS
Registration Number:	3245477	RIVERTON ORCHARDS
Registration Number:	2954482	ROYAL NORFOLK
Registration Number:	3247652	SCRUB BUDDIES
Registration Number:	4613693	SNUGADOO TOO
Registration Number:	3016888	SPECIAL MOMENTS

Property Type	Number	Word Mark
Registration Number:	3168761	SPLASH-N-SWIM
Registration Number:	3059823	STORAGE ESSENTIALS
Registration Number:	3022533	SUN TROPEZ
Registration Number:	3403279	SUPREME TRADITION
Registration Number:	3221561	SURE FRESH
Registration Number:	3097910	TEACHING TREE 1
Registration Number:	4364857	TEACHING TREE
Registration Number:	3163110	TOOL BENCH
Registration Number:	3246001	TURBO WHEELS
Serial Number:	86334692	SASSY + CHIC
Serial Number:	86305539	DOLLAR BRANDS
Serial Number:	86305557	UNITED DOLLAR BRANDS
Registration Number:	4088062	A GREAT WAY TO GROW
Registration Number:	3743763	AMERICAN XT
Registration Number:	3746052	AMERICAN XT
Registration Number:	1895531	AMERICAN XT
Registration Number:	3508516	CHEESE BLAST!
Registration Number:	3458787	
Registration Number:	4050337	CRUNCH 'EMS
Registration Number:	3967028	
Registration Number:	4210407	EXTREMELY ME
Registration Number:	4029535	EXTREMELY ME
Registration Number:	4109430	EXTREMELY ME
Registration Number:	4467023	EXTREMELY ME
Registration Number:	3732024	FAMILY CHEF
Registration Number:	3883313	FAMILY CHEF
Registration Number:	4096546	FAMILY CHEF
Registration Number:	3323649	FAMILY CHEF
Registration Number:	3971611	FAMILY CHEF
Registration Number:	3794960	FAMILY CHEF
Registration Number:	3932632	FAMILY CHEF
Registration Number:	1724849	FAMILY DOLLAR
Registration Number:	3408738	FAMILY DOLLAR
Registration Number:	3608799	FAMILY DOLLAR
Registration Number:	4252602	FAMILY DOLLAR
Registration Number:	0950085	FAMILY DOLLAR STORES
Registration Number:	4309321	FAMILY GOURMET
Registration Number:	3952319	FAMILY GOURMET

Property Type	Number	Word Mark
Registration Number:	4136000	FAMILY GOURMET
Registration Number:	4147351	FAMILY HOPE
Registration Number:	3813045	FAMILY PANTRY
Registration Number:	4183611	FAMILY PET
Registration Number:	3932631	FAMILY PET
Registration Number:	4096681	FAMILY PET
Registration Number:	4037482	FAMILY SAVINGS
Registration Number:	4037480	FAMILY SAVINGS
Registration Number:	3604542	FAMILY VALUES
Registration Number:	3851705	FAMILY VALUES
Registration Number:	3467805	FAMILY VALUES
Registration Number:	4485498	FAMILY WELLNESS
Registration Number:	3967030	
Registration Number:	4151857	GRAVY STYLE
Registration Number:	3567701	GROUNDING TRADITIONS
Registration Number:	1994094	HIGHLAND OUTFITTERS
Registration Number:	3967027	
Registration Number:	3146319	INTERIORS BY DESIGN
Registration Number:	2756880	INTERIORS BY DESIGN
Registration Number:	3608888	IT'S A FAMILY THING!
Registration Number:	4301629	KIDGETS
Registration Number:	3813046	KIDGETS
Registration Number:	3932627	KIDGETS
Registration Number:	2464212	KIDGETS
Registration Number:	4013303	KIDGETS
Registration Number:	4187209	KIDGETS
Registration Number:	4361709	KIT'N KIBBLE MIX
Registration Number:	2304784	LITTLE LINDSEY
Registration Number:	4060504	
Registration Number:	3458786	MY FAMILY. MY FAMILY DOLLAR.
Registration Number:	3836561	MY FUTURE. MY FAMILY DOLLAR.
Registration Number:	3966981	OUTDOORS BY DESIGN
Registration Number:	4060503	
Registration Number:	3502894	TROPIC SUN
Registration Number:	4158178	TROPIC SUN
Registration Number:	3979188	TROPIC SUN
Registration Number:	3786211	URBAN LEGENDS
Registration Number:	3967029	

Property Type	Number	Word Mark
Serial Number:	85683837	EDVP
Serial Number:	85180014	FAMILY WELLNESS
Serial Number:	86118090	JUST BE
Serial Number:	85555314	MODESA
Serial Number:	85540818	MODESA BEAUTY
Serial Number:	85555282	MODESA FOR MEN
Serial Number:	85943956	WE PETS
Registration Number:	3159440	VOILA

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Email: michael.barys@thomsonreuters.com

Correspondent Name: Doris Ka, Legal Assistant

Address Line 1: 80 Pine Street

Address Line 2: c/o Cahill Gordon & Reindal LLP

Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:	Doris Ka
SIGNATURE:	/Michael Barys/
DATE SIGNED:	07/07/2015

Total Attachments: 12

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Notice of Grant of Security Interest in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 6, 2015 (this "Agreement"), made by Dollar Tree Stores, Inc., a Virginia corporation, Greenbrier International, Inc., a Delaware corporation, Family Dollar IP Co., a North Carolina corporation, (each a "Pledgor"), in favor of JPMORGAN CHASE BANK, N.A., as Collateral Agent (as defined below).

Reference is made to the Collateral Agreement dated as of July 6, 2015 (as amended, restated, supplemented or otherwise modified from time to time, the "*Collateral Agreement*"), among DOLLAR TREE, INC. a Virginia corporation, each Subsidiary Loan Party listed on the signature pages thereof and each other Subsidiary Loan Party that becomes a party thereto after the date thereof and JPMORGAN CHASE BANK, N.A., as collateral agent (together with its successors and assigns in such capacity, the "*Collateral Agent*") for the Secured Parties (as defined therein). The parties hereto agree as follows:

SECTION 1. *Terms.* Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.1(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. *Grant of Security Interest.* As security for the payment and performance, as applicable, in full of its Secured Obligations, each Pledgor pursuant to the Collateral Agreement did, and hereby does, assign, pledge, and grant to the Collateral Agent, its successors and permitted assigns, for the benefit of the Secured Parties, a continuing security interest in all of such Pledgor's right, title and interest in, to and under any and all Trademarks of the United States of America, including those listed on Schedule I, now owned or at any time hereafter acquired by such Pledgor or in which such Pledgor now has or at any time in the future may acquire any right, title or interest (collectively, but excluding any Excluded Property, the "IP Collateral"); provided, however, that the foregoing pledge, assignment and grant of security interest will not cover any Excluded Property, including, without limitation, any "intent-to-use" trademark applications, to the extent that the grant of a security interest therein would impair the validity or enforceability of, or render void or voidable or result in the cancellation of the applicable grantor's right, title or interest therein or in any trademark issued as a result of such application under applicable federal law.

SECTION 3. *Collateral Agreement.* The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Collateral Agreement. Each Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the IP Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

SECTION 4. *Counterparts.* This Agreement may be executed in two or more counterparts, each of which shall constitute an original but all of which when taken together shall constitute

but one contract. Delivery of an executed counterpart to this Agreement by facsimile or other electronic transmission shall be as effective as delivery of a manually signed original.

SECTION 5. *Governing Law.* THIS AGREEMENT AND ANY CLAIMS, CONTROVERSY, DISPUTE OR CAUSES OF ACTION (WHETHER IN CONTRACT OR TORT OR OTHERWISE) BASED UPON, ARISING OUT OF OR RELATING TO THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

DOLLAR TREE STORES, INC.

By: Kevin S. Wampler
Name: Kevin S. Wampler
Title: Chief Financial Officer

GREENBRIER INTERNATIONAL, INC.

By: Kevin S. Wampler
Name: Kevin S. Wampler
Title: Vice President

FAMILY DOLLAR IP CO.

By: Kevin S. Wampler
Name: Kevin S. Wampler
Title: Executive Vice President -
Chief Financial Officer

[Signature Page to Notice of Grant of Security Interest in Trademarks]

TRADEMARK
REEL: 005571 FRAME: 0021

JPMORGAN CHASE BANK, N.A.,
as Collateral Agent.

By: _____

Name: Sarah L. Freedman
Title: Executive Director

{Signature Page to Notice of Grant of Security Interest in Trademarks}

TRADEMARK
REEL: 005571 FRAME: 0022

Schedule I
to Notice of Grant of Security Interest in Trademarks

Trademarks Owned by Dollar Tree Stores, Inc.

U.S. Trademark Registrations

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
1	1957687	2/20/1996
Deal\$	2978301	7/26/2005
Deal\$ \$5 and Less	3521693	10/21/2008
Deals	4304584	3/19/2013
Deals Your 1st Stop for Saving!	4304585	3/19/2013
Dollar Bill\$	1926806	10/17/1995
Dollar Tree	1760482	3/23/1993
Dollar Tree	2195920	10/13/1998
Dollar Tree	1760481	3/23/1993
Dollar Tree \$1 Stop	3964746	5/24/2011
Dollar Tree \$1 Stop	4291678	2/19/2013
Dollar Tree Deal\$	3837421	8/24/2010
Dollar Tree Market	3873442	11/9/2010
Everything's \$1	3039184	1/10/2006
Everything's \$1.00	3333062	11/13/2007
Everything's \$1.00 America's #1 Dollar Store	1877286	1/31/1995
Federal Reserve Note One Dollar United States of America One	1614412	9/18/1990
More \$1 Power	3003341	10/4/2005
Super Dollar Tree	2384656	9/12/2000
Fun, Fresh, Frugal	3941901	4/5/2011
One Price ... One Dollar	1800340	10/19/1993

U.S. Trademark Applications

None.

Trademarks Owned by Greenbrier International, Inc.

U.S. Trademark Registrations

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
April Bath & Shower	2105216	10/14/1997
April Bath & Shower	2257662	6/29/1999
April Bath & Shower	2336483	3/28/2000
Assured	3106543	6/20/2006
Christmas House	3025514	12/13/2005
Closet Essentials	3059822	2/21/2006
Coastal Bay Confections	3282198	8/21/2007
Cooking Concepts	3058079	2/7/2006
Crafters Square	3151307	10/3/2006
Cuddly Cousins	3130322	8/15/2006
Decorator's Choice	3039183	1/10/2006
Donna Michelle	3000048	9/27/2005
Driver's Choice	3182875	12/12/2006
Ecircuit	3174565	11/21/2006
Floral Garden	3025372	12/13/2005
Goofy String	4403168	9/17/2013
Greenbrier Kennel Club	3963329	5/17/2011
H2O Blasters	3260372	7/10/2007
Icy Breeze	3194491	1/2/2007
Island Choice	3385939	2/19/2008
Jot	3033559	12/27/2005
Landmark Confections	3469517	7/15/2008
Laundry Essentials	3059821	2/21/2006
Luminessence	3991692	7/12/2011
Max Block	3114680	7/11/2006
Max Grey	2659022	12/10/2002
Nature's Measure	3766978	3/30/2010
NutrAqua	3619293	5/12/2009
Play Glow	3385567	2/19/2008
Power Clips	3141243	9/12/2006
Riverton Orchards	3245477	5/22/2007
Royal Norfolk	2954482	5/24/2005
Scrub Buddies	3247652	5/29/2007
Snugadoo too	4613693	9/30/2014
Special Moments	3016888	11/22/2005
Splash-N-Swim	3168761	11/7/2006
Storage Essentials	3059823	2/21/2006
Sun Tropez	3022533	12/6/2005
Supreme Tradition	3403279	3/25/2008
Sure Fresh	3221561	3/27/2007
Teaching Tree	3097910	5/30/2006
Teaching Tree	4364857	7/9/2013
Tool Bench	3163110	10/24/2006
Turbo Wheels	3246001	5/29/2007

Voila	3159440	10/17/2006
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U.S. Trademark Applications

<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>
Sassy + Chic	86334692	7/11/2014
Dollar Brands	86305539	2/10/2015
United Dollar Brands	86305557	2/10/2015

Trademarks Owned by Family Dollar Stores IP Co.

U.S. Trademark Registrations

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
A Great Way to Grow	4088062	01-17-2012
American XT	3743763	02-02-2010
American XT	3746052	02-09-2010
American XT	1895531	05-23-1995
Cheese Blast!	3508516	09-30-2008
Circle Design Logo	3458787	07-01-2008
Crunch'ems	4050337	11-01-2011
Elephant Design	3967028	05-24-2011
Extremely Me	4210407	09-18-2012
Extremely Me	4029535	09-20-2011
Extremely Me	4109430	03-06-2012
Extremely Me	4467023	01-14-2014
Family Chef	3732024	12-29-2009
Family Chef	3883313	11-30-2010
Family Chef	4096546	02-07-2012
Family Chef	3323649	10-30-2007
Family Chef	3971611	05-31-2011
Family Chef	3794960	05-25-2010
Family Chef	3932632	03-15-2011
Family Dollar	1724849	10-20-1992
Family Dollar	3408738	04-08-2008
Family Dollar & Icon/Circle Design (B&W)	3608799	04-21-2009
Family Dollar & Icon/Circle Design (Color Claimed)	4252602	12-04-2012
Family Dollar Stores	0950085	01-02-1973
Family Gourmet	4309321	03-26-2013
Family Gourmet	3952319	04-26-2011
Family Gourmet	4136000	05-01-2012
Family Hope	4147351	05-22-2012
Family Pantry	3813045	07-06-2010
Family Pet	4183611	07-31-2012
Family Pet	3932631	03-15-2011
Family Pet	4096681	02-07-2012
Family Savings	4037482	10-11-2011
Family Savings & Design	4037480	10-11-2011
Family Values	3604542	04-07-2009
Family Values	3851705	09-21-2010
Family Values	3467805	07-15-2008
Family Wellness	4485498	02-18-2014
Giraffe Design	3967030	05-24-2011
Gravy Style	4151857	05-29-2012
Grounded Traditions	3567701	01-27-2009
Highland Outfitters	1994094	08-13-1996
Hippo Design	3967027	05-24-2011
Interiors By Design	3146319	09-19-2006

Interiors By Design	2756880	08-26-2003
It's a Family Thing!	3608888	04-21-2009
Kidgets	4301629	03-12-2013
Kidgets	3813046	07-06-2010
Kidgets	3932627	03-15-2011
Kidgets	2464212	06-26-2001
Kidgets	4013303	08-16-2011
Kidgets	4187209	08-07-2012
Kit'n Kibble Mix	4361709	07-02-2013
Little Lindsey	2304784	12-28-1999
Monkey Design	4060504	11-22-2011
My Family. My Family Dollar.	3458786	07-01-2008
My Future. My Family Dollar.	3836561	08-24-2010
Outdoors By Design	3966981	05-24-2011
Tiger Design	4060503	11-22-2011
Tropic Sun	3502894	09-16-2008
Tropic Sun	4158178	06-12-2012
Tropic Sun	3979188	06-14-2011
Urban Legends	3786211	05-04-2010
Zebra Design	3967029	05-24-2011

U.S. Trademark Applications

<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>
EDVP	85683837	07-23-2012
Family Wellness	85180014	11-18-2010
Just Be	86118090	11-13-2013
Modesa	85555314	02-28-2012
Modesa Beauty	85540818	02-13-2012
Modesa For Men	85555282	02-28-2012
We Heart Pets & Design	85943956	05-28-2013