

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM476196

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Merger and Ratification and Reaffirmation of Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fred's Stores of Tennessee, Inc.		05/30/2018	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Regions Bank, as Agent
Street Address:	1180 West Peachtree Street, N.W., Suite 1000
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30309
Entity Type:	an Alabama bank: ALABAMA

PROPERTY NUMBERS Total: 60

Property Type	Number	Word Mark
Registration Number:	4768067	FRED'S PHARMACY
Registration Number:	4755948	FRED'S PHARMACY
Registration Number:	4755923	FRED'S SPECIALTY PHARMACY
Registration Number:	4791149	EIRIS
Registration Number:	4948828	YAZOO TRADING COMPANY
Registration Number:	4525908	FRED'S PHARMACY
Registration Number:	4525879	FRED'S
Registration Number:	4599685	YAZOO TRADING COMPANY
Registration Number:	5022690	FRED'S LAB TESTED LAB TESTED FOR QUALITY
Registration Number:	4941579	RIGHT VALUE
Registration Number:	4379869	GETWELL DRUG & DOLLAR
Registration Number:	4379870	GETMORE REWARDS
Registration Number:	4383554	SMARTBUCKS
Registration Number:	4391260	SMART CARD
Registration Number:	4771053	FRED'S
Registration Number:	4771052	FRED'S
Registration Number:	4252832	FRED'S SUPER DOLLAR
Registration Number:	4808710	LTE

OP \$1515.00 4768067

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4287539	FRED'S KIDS
Registration Number:	4242880	FRED'S SUPER DOLLAR EXPLORE THE STORE CO
Registration Number:	4317700	FRED'S KIDS
Registration Number:	3991103	FREDDIE O'S
Registration Number:	4418837	BIG CREEK
Registration Number:	4135998	LIVING TRADITIONS
Registration Number:	3948727	SAND TRACKS
Serial Number:	77826186	FTQ FRED'S THIRST QUENCHER
Registration Number:	3905280	BIG CREEK
Registration Number:	3671957	FRED'S HOMETOWN DISCOUNT STORE
Registration Number:	3605714	FRED'S
Registration Number:	4444008	M&E
Registration Number:	3793634	JOYFUL TRADITIONS
Registration Number:	3728746	FRED'S CANINE CUISINE
Registration Number:	3609091	FRED'S KITTY CUISINE
Registration Number:	2273124	FRED'S KIDS
Registration Number:	2054283	FRED'S SUPER DOLLAR
Registration Number:	2312164	SOUTHERN EXPRESSIONS
Registration Number:	2281931	BIG CREEK CLOTHING CO.
Registration Number:	2388059	MISSISSIPPI RIVER BLUES
Registration Number:	2054225	FRED'S XPRESS PHARMACY
Registration Number:	2052084	FRED'S DOLLAR STORES
Registration Number:	2054224	FRED'S SUPER DOLLAR STORE RX
Registration Number:	3051906	FRED'S
Registration Number:	0972584	FRED'S YOUR KEY TO VALUE
Serial Number:	87281924	FUR LOVE
Serial Number:	87274879	MAXX PLAY
Serial Number:	87274823	PET CENTRE FUR LOVE
Serial Number:	87198352	PADDY CAKES
Serial Number:	87316742	AQUAWAVE
Serial Number:	87198370	WAVE STAR
Serial Number:	87097870	PRICELO
Serial Number:	86605811	MY FIT
Serial Number:	86696087	FRED'S PHARMACY
Serial Number:	86695779	FRED'S PHARMACY
Registration Number:	5105931	FRED'S
Registration Number:	5105930	FRED'S PHARMACY
Registration Number:	5110614	LIL MISS IMAGINATION

Property Type	Number	Word Mark
Registration Number:	4866073	BOUNCE BACK BUCKS
Registration Number:	1524903	FRED'S THE BIGGEST LITTLE DISCOUNT STORE
Serial Number:	87198339	ON THE SURFACE
Serial Number:	86830224	CHOOSE 90

CORRESPONDENCE DATA

Fax Number: 4045228409

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.

Phone: 404-420-5527

Email: rjk@phrd.com

Correspondent Name: Rhonda J. Kenyeri, Paralegal - PHR&D

Address Line 1: 303 Peachtree St. NE, Suite 3600

Address Line 4: Atlanta, GEORGIA 30308

NAME OF SUBMITTER:	Bobbi Accord Noland
SIGNATURE:	/ban/
DATE SIGNED:	05/31/2018

Total Attachments: 6
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**NOTICE OF MERGER AND RATIFICATION AND REAFFIRMATION OF
TRADEMARK SECURITY AGREEMENT**

THIS NOTICE OF MERGER AND RATIFICATION AND REAFFIRMATION OF TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated as of May 30, 2018, is made by **FRED'S STORES OF TENNESSEE, INC.**, a Delaware corporation and successor by merger to Fred's Stores of Tennessee, Inc., a Tennessee corporation ("FSOT-TN"), having its principal place of business at 4300 New Getwell Road, Memphis, Tennessee 38118 ("Company"), in favor of **REGIONS BANK**, an Alabama bank having an office at 1180 West Peachtree St., N.W. Suite 1000, Atlanta, Georgia 30309, as administrative agent and collateral agent (in such capacity, together with its successors and assigns, "Administrative Agent").

Recitals:

Pursuant to that certain Credit Agreement, dated as of April 9, 2015 (as amended, restated, supplemented, or otherwise modified from time to time, the "Credit Agreement"), among Company, certain of its affiliates, certain financial institutions party thereto (the "Lenders"), Administrative Agent and certain other parties thereto, Administrative Agent and the Lenders have agreed to make certain loans and other financial accommodations to Company and certain of its affiliates subject to the terms and conditions set forth therein.

Pursuant to that certain Trademark Security Agreement, dated as of July 31, 2017 (as amended, restated, supplemented, or otherwise modified from time to time, the "Trademark Security Agreement"), among Administrative Agent, FSOT-TN and Reeves-Sain Drug Store, Inc., a Tennessee corporation ("EnTrust"), as recorded in the United States Patent and Trademark Office on August 1, 2017, at Reel 6120, Frame 0042, FSOT-TN granted, assigned and pledged to Administrative Agent a continuing security interest in and Lien upon all of its Trademark Collateral (as defined in the Trademark Security Agreement), including, without limitation, the trademarks and applications listed on Exhibit A hereto.

Effective as of April 4, 2018, FSOT-TN consummated a merger with and into Company, with Company as the surviving corporation.

Pursuant to that certain Sixth Amendment to Credit Agreement and Ratification, Reaffirmation and Assumption, dated as of April 5, 2018 (the "Ratification and Reaffirmation"), among Company, certain of its affiliates, the Lenders, Administrative Agent and certain other parties thereto, Company ratified and reaffirmed the grant by Company (including as successor to FSOT-TN) of, and renewed and continued, a continuing security interest in and to, and Lien upon, all right, title, and interest in all of the Collateral (as defined in the Credit Agreement), including, without limitation, the Trademark Collateral, in favor of Administrative Agent, for the benefit of Secured Parties (as defined in the Credit Agreement), and acknowledged and stipulated that all of the Obligations (as defined in the Credit Agreement) continued to be secured, without interruption, by such security interests and Liens.

NOW, THEREFORE, for Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Company hereby agrees with Administrative Agent as follows:

1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings given such terms or provided by reference in the Credit Agreement or the Trademark Security Agreement, as applicable.

2. Notice of Security Interest. Further to the Ratification and Reaffirmation, Company ratifies and reaffirms the grant, assignment and pledge by Company (as successor to FSOT-TN) to Administrative Agent, for the benefit of Secured Parties, of a continuing security interest in and Lien upon all of the Trademark Collateral, including, without limitation, the trademarks and applications listed on Exhibit A hereto, to secure the prompt payment and performance of all of the Obligations.

3. Purpose. This Agreement has been executed and delivered by Company for the purpose of recording the ratification and reaffirmation of the security interest herein with the United States Patent and Trademark Office. The security interest ratified and reaffirmed hereby has been granted to Administrative Agent in connection with the Trademark Security Agreement and is expressly subject to the terms and conditions thereof. The Trademark Security Agreement (and all rights and remedies of Administrative Agent thereunder) shall remain in full force and effect in accordance with its terms.

4. Acknowledgment. Company does hereby further acknowledge and affirm that the rights and remedies of Administrative Agent with respect to the security interest in the Trademark Collateral ratified and reaffirmed hereby are more fully set forth in the Credit Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Credit Agreement, the terms of the Credit Agreement shall govern.


5. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually executed counterpart of this Agreement.

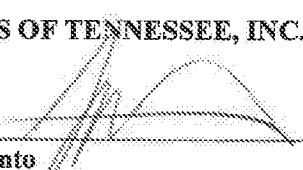
[Remainder of page intentionally left blank;
signatures appear on the following pages.]

WITNESS the execution hereof as of the date first above written.

ATTEST:

FRED'S STORES OF TENNESSEE, INC.

By: 
Name: Joseph Anto
Title: Secretary

By: 
Name: Joseph Anto
Title: President and Chief Executive Officer

[Signatures continue on the following page]

REGIONS BANK,
as Administrative Agent

By: 
Name: **Louis Alexander**
Title: **Managing Director**

EXHIBIT A

Trademark Registrations and Applications

Owner: Fred's Stores of Tennessee, Inc.

Serial Number	Registration Number	Trademark
86438768	4768067	FRED'S PHARMACY
86438827	4755948	FRED'S PHARMACY
86438384	4755923	FRED'S SPECIALTY PHARMACY
86015349	4791149	EIRIS
86080405	4948828	YAZOO TRADING COMPANY
86111625	4525908	FRED'S PHARMACY
86098487	4525879	FRED'S
85915829	4599685	YAZOO TRADING COMPANY
85307164	5022690	FRED'S LAB TESTED LAB TESTED FOR QUALITY, FRED TESTED FOR SATISFACTION
85571786	4941579	RIGHT VALUE
85810059	4379870	GETMORE REWARDS
85810055	4379869	GETWELL DRUG & DOLLAR
85799482	4383554	SMARTBUCKS
85799459	4391260	SMART CARD
85490900	4771053	FRED'S
85490885	4771052	FRED'S
85490864	4252832	FRED'S SUPER DOLLAR
85405836	4808710	LTE
85334368	4287539	FRED'S KIDS
85332354	4242880	FRED'S SUPER DOLLAR EXPLORE THE STORE COLLECT & WIN GAME
85325198	4317700	FRED'S KIDS
85049893	3991103	FREDDIE O'S
77921818	4418837	BIG CREEK
77983010	4135998	LIVING TRADITIONS
77875835	3948727	SAND TRACKS
77826186		FTQ FRED'S THIRST QUENCHER
77819842	3905280	BIG CREEK
77563743	3671957	FRED'S HOMETOWN DISCOUNT STORE
77563725	3605714	FRED'S
77321915	4444008	M&E
77358071	3793634	JOYFUL TRADITIONS
76660564	3728746	FRED'S CANINE CUISINE
76660563	3609091	FRED'S KITTY CUISINE

Serial Number	Registration Number	Trademark
75978404	2273124	FRED'S KIDS
75012953	2054283	FRED'S SUPER DOLLAR
75212903	2312164	SOUTHERN EXPRESSIONS
75212902	2281931	BIG CREEK CLOTHING CO.
75212900	2388059	MISSISSIPPI RIVER BLUES
75004127	2054225	FRED'S XPRESS PHARMACY
75004126	2052084	FRED'S DOLLAR STORES
75004125	2054224	FRED'S SUPER DOLLAR STORE RX
74436026	3051906	FRED'S
72422115	0972584	FRED'S YOUR KEY TO VALUE
87281924		FUR LOVE
87274879		MAXX PLAY
87274823		PET CENTRE FUR LOVE
87198352		PADDY CAKES
87316742		AQUA WAVE
87198370		WAVE STAR
87097870		PRICELO
86605811		MY FIT
86696087		FRED'S PHARMACY
86695779		FRED'S PHARMACY
86682660	5105931	FRED'S
86682653	5105930	FRED'S PHARMACY
86656855	5110614	LIL MISS IMAGINATION
86600823	4866073	BOUNCE BACK BUCKS
73621285	1524903	FRED'S THE BIGGEST LITTLE DISCOUNT STORE IN AMERICA!
87198339		ON THE SURFACE
86830224		CHOOSE 90