

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM554101

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Regions Bank, as Agent		12/17/2019	an Alabama bank: ALABAMA

RECEIVING PARTY DATA

Name:	Fred's Stores of Tennessee, Inc.
Street Address:	2001 Bryan Street
Internal Address:	Suite 1550
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	Corporation: DELAWARE
Name:	Reeves-Sain Drug Store, Inc.
Street Address:	2001 Bryan Street
Internal Address:	Suite 1500
City:	Dallas
State/Country:	TEXAS
Postal Code:	75201
Entity Type:	Corporation: TENNESSEE

PROPERTY NUMBERS Total: 50

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:	4525908	FRED'S PHARMACY
Registration Number:	4525879	FRED'S
Registration Number:	5022690	FRED'S LAB TESTED LAB TESTED FOR QUALITY
Registration Number:	4941579	RIGHT VALUE
Registration Number:	4379870	GETMORE REWARDS
Registration Number:	4379869	GETWELL DRUG & DOLLAR
Registration Number:	4383554	SMARTBUCKS

CH \$1265.00 4768067

Property Type	Number	Word Mark
Registration Number:	4771053	FRED'S
Registration Number:	4771052	FRED'S
Registration Number:	4252832	FRED'S SUPER DOLLAR
Registration Number:	4808710	LTE
Registration Number:	3991103	FREDDIE O'S
Registration Number:	4135998	LIVING TRADITIONS
Registration Number:	3948727	SAND TRACKS
Serial Number:	77826186	FTQ FRED'S THIRST QUENCHER
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:	2054283	FRED'S SUPER DOLLAR
Registration Number:	2312164	SOUTHERN EXPRESSIONS
Registration Number:	2388059	MISSISSIPPI RIVER BLUES
Registration Number:	2054225	FRED'S XPRESS PHARMACY
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
Registration Number:	5532009	PET CENTRE FUR LOVE
Registration Number:	5525465	PADDY CAKES
Registration Number:	5566534	AQUAWAVE
Serial Number:	87097870	PRICELO
Registration Number:	5330124	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
Registration Number:	4866073	BOUNCE BACK BUCKS
Serial Number:	87822814	FILL90
Registration Number:	4844544	REEVES SAIN
Registration Number:	4849838	REEVES-SAIN

Property Type	Number	Word Mark
Registration Number:	5208031	SPECIALTY PHARMACY WITH A PERSONAL TOUCH
CORRESPONDENCE DATA		
Fax Number:	4045228409	
<i>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.</i>		
Phone:	404-420-5527	
Email:	rjk@phrd.com	
Correspondent Name:	Rhonda J. Kenyeri, Paralegal	
Address Line 1:	303 Peachtree Street, Suite 3600	
Address Line 4:	Atlanta, GEORGIA 30308	
NAME OF SUBMITTER:	Bobbi Accord Noland	
SIGNATURE:	/ban/	
DATE SIGNED:	12/19/2019	
Total Attachments: 5		
source=Trademark Release#page1.tif		
source=Trademark Release#page2.tif		
source=Trademark Release#page3.tif		
source=Trademark Release#page4.tif		
source=Trademark Release#page5.tif		

RELEASE OF SECURITY INTEREST IN TRADEMARKS

December 17, 2019

FOR VALUE RECEIVED, the undersigned, **REGIONS BANK**, an Alabama banking corporation, as administrative agent and collateral agent (in such capacity, together with this successors and assigns, "Administrative Agent"), having an office at 1180 West Peachtree Street NW, Suite 1000, Atlanta, Georgia 30309, does hereby release, relinquish, terminate and cancel any and all liens and security interests granted to Administrative Agent by Companies (as defined below) in and to the trademark registrations and trademarks listed on Schedule A attached hereto (collectively, the "Trademark Collateral"), arising under that certain Post-Petition Trademark Security Agreement dated September 11, 2019, by and among **FRED'S STORES OF TENNESSEE, INC.**, a Delaware corporation ("FSOT"), **REEVES-SAIN DRUG STORE, INC.**, a Tennessee corporation ("Reeves-Sain"), together with FSOT, "Companies"), each having its principal place of business at 2001 Bryan Street, Suite 1550, Dallas, Texas 75201, and Administrative Agent, as recorded in the United States Patent and Trademark Office on October 18, 2019, at Reel 6774, Frame 0719 (the "Trademark Agreement"). This Release of Security Interest in Trademarks (this "Release") may be filed with the United States Patent and Trademark Office to evidence Administrative Agent's release of the security interest against such trademarks and trademark registrations.

This Release is intended to operate as a release of all liens and security interests conveyed by Companies to Administrative Agent pursuant to the terms of the Trademark Agreement, without any representation, warranty or undertaking by, or recourse to, Administrative Agent. If and to the extent Administrative Agent has acquired any right, title or interest in and to any of the Trademark Collateral pursuant to the terms of the Trademark Agreement, Administrative Agent hereby reassigns and transfers such right, title and interest to Companies, without any representation, warranty or undertaking by, or recourse to, Administrative Agent.

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

IN WITNESS WHEREOF, Administrative Agent has caused this Release to be signed and sealed by its duly authorized officer as of the date first written above.

REGIONS BANK, as Administrative Agent

By: D. P. Wells
Name: Daniel Wells
Title: Director

SCHEDULE A

Trademark Registrations and Applications

<u>Owner</u>	<u>Type of Intellectual Property</u>	<u>Mark/Patent/Copyright Description</u>	<u>Jurisdiction where Registered</u>	<u>Registration/ Application Number</u>	<u>Serial Number</u>
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S PHARMACY	USA	4768067	86438768
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S PHARMACY	USA	4755948	86438827
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S SPECIALTY PHARMACY	USA	4755923	86438384
Fred's Stores of Tennessee, Inc.	Trademark	EIRIS	USA	4791149	86015349
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S PHARMACY	USA	4525908	86111625
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S	USA	4525879	86098487
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S LAB TESTED LAB TESTED FOR QUALITY, FRED TESTED FOR SATISFACTION	USA	5022690	85307164
Fred's Stores of Tennessee, Inc.	Trademark	RIGHT VALUE	USA	4941579	85571786
Fred's Stores of Tennessee, Inc.	Trademark	GETMORE REWARDS	USA	4379870	85810059
Fred's Stores of Tennessee, Inc.	Trademark	GETWELL DRUG & DOLLAR	USA	4379869	85810055
Fred's Stores of Tennessee, Inc.	Trademark	SMARTBUCKS	USA	4383554	85799482
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S	USA	4771053	85490900
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S	USA	4771052	85490885
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S SUPER DOLLAR	USA	4252832	85490864
Fred's Stores of Tennessee, Inc.	Trademark	LTE	USA	4808710	85405836
Fred's Stores of Tennessee, Inc.	Trademark	FREDDIE O'S	USA	3991103	85049893
Fred's Stores of Tennessee, Inc.	Trademark	LIVING TRADITIONS	USA	4135998	77983010
Fred's Stores of Tennessee, Inc.	Trademark	SAND TRACKS	USA	3948727	77875835
Fred's Stores of Tennessee, Inc.	Trademark	FTQ FRED'S THIRST QUENCHER	USA		77826186
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S HOMETOWN DISCOUNT STORE	USA	3671957	77563743

<u>Owner</u>	<u>Type of Intellectual Property</u>	<u>Mark/Patent/Copyright Description</u>	<u>Jurisdiction where Registered</u>	<u>Registration/ Application Number</u>	<u>Serial Number</u>
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S	USA	3605714	77563725
Fred's Stores of Tennessee, Inc.	Trademark	M&E	USA	4444008	77321915
Fred's Stores of Tennessee, Inc.	Trademark	JOYFUL TRADITIONS	USA	3793634	77358071
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S CANINE CUISINE	USA	3728746	76660564
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S KITTY CUISINE	USA	3609091	76660563
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S SUPER DOLLAR	USA	2054283	75012953
Fred's Stores of Tennessee, Inc.	Trademark	SOUTHERN EXPRESSIONS	USA	2312164	75212903
Fred's Stores of Tennessee, Inc.	Trademark	MISSISSIPPI RIVER BLUES	USA	2388059	75212900
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S XPRESS PHARMACY	USA	2054225	75004127
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S SUPER DOLLAR STORE RX	USA	2054224	75004125
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S	USA	3051906	74436026
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S YOUR KEY TO VALUE	USA	0972584	72422115
Fred's Stores of Tennessee, Inc.	Trademark	FUR LOVE	USA		87281924
Fred's Stores of Tennessee, Inc.	Trademark	MAXX PLAY	USA		87274879
Fred's Stores of Tennessee, Inc.	Trademark	PET CENTRE FUR LOVE & Design	USA		87274823
Fred's Stores of Tennessee, Inc.	Trademark	PET CENTRE FUR LOVE & Design	USA	5532009	87977790
Fred's Stores of Tennessee, Inc.	Trademark	PADDY CAKES	USA	5525465	87198352
Fred's Stores of Tennessee, Inc.	Trademark	AQUA WAVE	USA	5566534	87316742
Fred's Stores of Tennessee, Inc.	Trademark	PRICELO	USA		87097870
Fred's Stores of Tennessee, Inc.	Trademark	MY FIT	USA	5330124	86605811
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S PHARMACY	USA		86696087
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S PHARMACY	USA		86695779
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S	USA	5105931	86682660

<u>Owner</u>	<u>Type of Intellectual Property</u>	<u>Mark/Patent/Copyright Description</u>	<u>Jurisdiction where Registered</u>	<u>Registration/ Application Number</u>	<u>Serial Number</u>
Fred's Stores of Tennessee, Inc.	Trademark	FRED'S PHARMACY	USA	5105930	86682653
Fred's Stores of Tennessee, Inc.	Trademark	LIL MISS IMAGINATION	USA	5110614	86656855
Fred's Stores of Tennessee, Inc.	Trademark	BOUNCE BACK BUCKS	USA	4866073	86600823
Fred's Stores of Tennessee, Inc.	Trademark	FILL 90	USA		87822814
Fred's Stores of Tennessee, Inc.	Trademark	REEVES-SAIN Logo	USA	4844544	86542362
Fred's Stores of Tennessee, Inc.	Trademark	REEVES-SAIN	USA	4849838	86542361
Fred's Stores of Tennessee, Inc.	Trademark	SPECIALTY PHARMACY WITH A PERSONAL TOUCH	USA	5208031	87121561
Fred's Stores of Tennessee, Inc.	Trademark	REEVES-SAIN	Tennessee	46138	TN Reg.
Fred's Stores of Tennessee, Inc.	Trademark	REEVES-SAIN (design)	Tennessee	46135	TN Reg.