

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM554115

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	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

<b>Name:</b>	Fred's Stores of Tennessee, Inc., successor by merger to each of Fred's Capital Finance Inc. and Fred's Capital Management Company
<b>Street Address:</b>	2001 Bryan Street
<b>Internal Address:</b>	Suite 1550
<b>City:</b>	Dallas
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75201
<b>Entity Type:</b>	Corporation: DELAWARE
<b>Name:</b>	Reeves-Sain Drug Store, Inc.
<b>Street Address:</b>	2001 Bryan Street
<b>Internal Address:</b>	Suite 1550
<b>City:</b>	Dallas
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75201
<b>Entity Type:</b>	Corporation: TENNESSEE

## PROPERTY NUMBERS Total: 65

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:	4379870	GETMORE REWARDS

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4379869	GETWELL DRUG & DOLLAR
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
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

Property Type	Number	Word Mark
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
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
Registration Number:	4844544	REEVES SAIN
Registration Number:	4849838	REEVES-SAIN
Registration Number:	5208031	SPECIALTY PHARMACY WITH A PERSONAL TOUCH
Registration Number:	5532009	PET CENTRE FUR LOVE
Serial Number:	87822814	FILL90

**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: 4044205527

Email: rjk@phrd.com

Correspondent Name: Rhonda J. Kenyeri, Paralegal

Address Line 1: 303 Peachtree Street, Suite 3600

Address Line 4: Atlanta, GEORGIA 30308

<b>NAME OF SUBMITTER:</b>	Bobbi Accord Noland
<b>SIGNATURE:</b>	/ban/
<b>DATE SIGNED:</b>	12/19/2019

**Total Attachments: 5**

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**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 (i) Trademark Security Agreement dated July 31, 2017, by and among **FRED'S STORES OF TENNESSEE, INC.**, a Delaware corporation, and successor by merger to Fred's Stores of Tennessee, Inc., a Tennessee corporation, successor by merger to each of Fred's Capital Finance Inc., a Delaware corporation, and Fred's Capital Management Company, 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 August 1, 2017, at Reel 6120, Frame 0042 (the "Original Agreement"), (ii) Notice of Merger and Ratification and Reaffirmation of Trademark Security Agreement dated May 30, 2018, by FSOT in favor of Administrative Agent, as recorded in the United States Patent and Trademark Office on May 31, 2018, at Reel 6343, Frame 0577 ("Merger Notice"), (iii) Notice of Grant of Security Interest in Trademarks dated June 1, 2018, by FSOT in favor of Administrative Agent, as recorded in the United States Patent and Trademark Office on June 5, 2018, at Reel 6345, Frame 0187 ("June Notice"), and (iv) First Amendment to Trademark Security Agreement dated April 18, 2019, among Administrative Agent and Companies, as recorded in the United States Patent and Trademark Office on April 18, 2019, at Reel 6622, Frame 0981 ("First Amendment"; together with the Original Agreement, Merger Notice, and June Notice, 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.

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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. D. Wells  
Name: Daniel Wells  
Title: Director

## SCHEDULE 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
86080403	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
77983810	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
75978404	2273124	FRED'S KIDS

Serial Number	Registration Number	Trademark
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



Owner: Reeves-Sain Drug Store, Inc.

Serial Number	Registration Number	Trademark
86542362	4844544	REEVES-SAIN
86542361	4849838	REEVES-SAIN
87121561	5208031	SPECIALTY PHARMACY WITH A PERSONAL TOUCH
TN Reg.		REEVES-SAIN
TN Reg.		REEVES-SAIN (design)

Trademark Registrations

Owner: Fred's Stores of Tennessee, Inc.

Serial Number	Registration Number	Trademark
86542362	4844544	REEVES-SAIN
86542361	4849838	REEVES-SAIN
87121561	5208031	SPECIALTY PHARMACY WITH A PERSONAL TOUCH
TN Reg.	046135	REEVES-SAIN
TN Reg.	046138	REEVES-SAIN (design)

<u>Company</u>	<u>Trademark</u>	<u>Jurisdiction</u>	<u>Serial/Registration Number</u>	<u>File/Registration Date</u>
Fred's Stores of Tennessee, Inc.		United States of America	87977790 / 5532009	December 20, 2016 / July 31, 2018
Fred's Stores of Tennessee, Inc.	FILL90	United States of America	87822814	March 6, 2018
Fred's Stores of Tennessee, Inc.		United States of America	86605811 / 5330124	April 22, 2015 / November 7, 2017