

3-26-01 RECORD
TF

04-10-2001



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

Name of conveying party(ies):
Bank of America, N.A.
(formerly known as BankAmerica Business Credit, Inc.)

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

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

Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Release & Termination of Trademark Security Agreement

Execution Date: Feb. 27, 2001

2. Name and address of receiving party(ies)
Name: Ares Department Stores, Inc.
Internal Address: _____
Street Address: 2418 Main St
City: Rocky Hill State: CT ZIP: 06067
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Laura Konrath
Internal Address: Winston & Strawn
33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

04/10/2001 6TON11 00000033 1312428

01 FC:481 40.00 OP
02 FC:482 425.00 OP

DO NOT USE THIS SPACE

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 3.41).....\$ 465

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
N/A

(Attach duplicate copy of this page if paying by deposit account)

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.

Laura Konrath
Name of Person Signing

Signature

3/15/01
Date

Total number of pages including cover sheet, attachments, and document: 18

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK
REEL: 002266 FRAME: 0509

Continuation Item 4

TRADEMARKS OWNED BY HILLS DEPARTMENT STORE COMPANY

<u>NAME</u>	<u>REGISTRATION NO.</u>	<u>EXPIRATION DATE</u>
(1) AMERICAN SPIRIT	1,312,428	01/01/05
APPALACHIAN TRAIL	1,940,899	12/12/05
CROSS CURRENTS	1,241,279	06/07/03
JELLY BEANS PLUS DES.	1,245,376	07/12/03
MATISSE	751,780	06/25/03
SPRING HARBOR COLL.	1,279,850	05/22/04
WORKABLE SEPARATES	1,301,818	10/23/04
HILLS (rubbing alcohol)	872,885	07/15/99
HILLS (paints)	1,004,162	02/11/05
HILLS (deodorant)	1,598,082	05/29/00
HILLS (vitamins)	1,598,128	05/29/00
HILLS (motor oil)	1,600,266	06/12/00
HILLS (paper)	1,619,818	10/13/00
HILLS (infants clothing)	1,612,145	09/04/00
HILLS (water)	1,634,602	02/12/00
PERFECT ACCENTS (hair accessories)	1,848,832	06/27/05
TIMELESS TREASURES (porcelain dolls)	1,887,288	04/04/05

SERVICEMARKS OWNED BY HILLS DEPARTMENT STORE COMPANY

<u>NAME</u>	<u>REGISTRATION NO.</u>	<u>EXPIRATION DATE</u>
(18) HILLS	1,086,671	02/28/98

Used but not registered trademarks:

MADISON

TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Application Registration Date</u>	<u>Application Serial No. or Registration No.</u>
None		

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