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Original documents or copy thereof.

Name of conveying party(ies):

Bank of America, N.A.
(formerly known as BankAmerica Business
Credit, Inc.)

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

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

Nature of conveyance:

- Assignment
 - Security Agreement
 - Other
 - Merger
 - Change of Name
- Correction to Reel 2266/Frame 529

Execution Date: February 27, 2001

2. Name and address of receiving party(ies)

Name: Ames 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 UL - 2 2001
- 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)

Delete Registration #1429327
replace with #1494327

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

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40

- 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)

DO NOT USE THIS SPACE

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
Signature

6/26/01

Date

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

Mail documents to be recorded with required cover sheet information: TRADEMARK

REEL: 002325 FRAME: 0241

3-26-01

REC

04-10-2001

SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)



101671183

Tab settings = = =

To the Honorable Commissioner of Patents and Trademarks: Please receive the attached original documents or copy thereof.

1. Name of conveying party(ies):

Bank of America, N.A.
(formerly known as BankAmerica Business Credit, Inc.)

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release & Termination of Collateral Assignment
- Merger
- Change of Name

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 designator is attached: Yes No

(Designators must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

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5. 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 BTOM11 00000031 1574958

01 FC:481 40.00 OP
02 FC:482 925.00 OP

6. Total number of applications and registrations involved: 38

7. Total fee (37 CFR 3.41).....\$ 965

- 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)

DO NOT USE THIS SPACE

9. 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

Signature

3/15/01

Date

Total number of pages including cover sheet, attachments, and document: 38

Continuation
Item 4

SCHEDULE 2-A TO ASSIGNMENT FOR SECURITY

TRADEMARKS

<u>Trademark</u>	<u>Application or Registration Date</u>	<u>Application Serial No. or Registration No.</u>
1. Ames (Cl. 16, 25)	January 2, 1990	1,574,958 ✓
2. Beauty Signature	May 13, 1994	74-524,354 ✓
3. Body Image (Cl. 25)	February 24, 1993	74-361,611 ✓
4. Bunnies & Buddies (Cl. 25)	February 14, 1989	1,524,638 ✓
5. Classic Living (Cl. 20)	July 9, 1985	1,347,943 ✓
6. Classic Living (Cl. 2)	June 5, 1979	1,119,477 ✓
7. Classic Living (Cl. 21)	September 30, 1993	74-441,662 ✓
8. Cool Blues (Cl. 25)	February 7, 1989	1,523,622 ✓
9. Cracked Ice (Cl. 25)	February 21, 1989	1,525,829 ✓
10. Cuddle Towne (Cl. 25)	June 28, 1988	1,429,327 ✓
11. E.Z. Gear (Cl. 25)	April 12, 1994	1,830,825 ✓
12. Erica Hart (Cl. 14)	September 27, 1989	1,505,796 ✓
13. Erica Hart (Cl. 25)	September 27, 1988	1,506,056 ✓
14. Handy Pro	May 6, 1994	74-520,457 ✓
15. Holiday Accents (Cl. 4)	December 22, 1992	1,742,086 ✓
16. Holiday Accents (Cl. 11)	January 5, 1993	1,745,155 ✓

REEL 181 FRAME 171
TRADEMARK

<u>Trademark</u>	<u>Application or Registration Date</u>	<u>Application Serial No. or Registration No.</u>	
17. Holiday Accents W/D (Cl. 28)	April 20, 1993	1,766,816	✓
18. Holiday Accents (Cl. 21)	April 20, 1993	1,766,741	✓
19. Island Sands (Cl. 25)	July 12, 1988	1,495,941	✓
20. Liz Thomas (Cl. 25)	September 17, 1985	1,360,692	✓
21. Liz Thomas (Cl. 25)	December 13, 1993	74-468,706	✓
22. Party Plaza (Cl. 16, 21, 28)	February 12, 1992	74-245,873	✓
23. Pawsitively Pets (Cl. 31)	July 2, 1993	74-408,862	✓
24. Quarters	September 10, 1993	74-434,238	✓
25. Razz Berry (Cl. 25)	November 2, 1982	1,214,941	✓
26. Razzberry (Cl. 25)	July 2, 1985	1,346,404	✓
27. Rhenish Harbor (Cl. 25)	September 20, 1988	1,504,968	✓
28. The Diamond District (Cl. 14, 42)	May 22, 1992	74-277,658	✓
29. Timber Trail	April 7, 1987	1,435,776	✓
30. Timber Trail (Cl. 25)	September 10, 1993	74-434,237	✓
31. Tropical Isle (Cl. 25)	September 20, 1988	1,504,969	✓
32. Walkin' Fancy	August 27, 1993	74-425,240	✓
33. Ames On Your Side 100%	October 14, 1993	74-446,894	✓
34. Party Plaza	April 13, 1993	1,765,091	✓
35. Pawsitively Pets	November 30, 1993	1,803,209	✓

REEL 181 FRAME 172
TRADEMARK

<u>Trademark</u>	<u>Application or Registration Date</u>	<u>Application Serial No. or Registration No.</u>
36. Positively Pets	June 22, 1993	1,778,504 ✓
37. Price Watch	November 22, 1983	1,258,949 ✓
38. Share Because You Care	June 29, 1993	1,779,883 ✓

REEL 181 FRAME 173
TRADEMARK

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**SCHEDULE I
TO
RELEASE AND TERMINATION OF
COLLATERAL ASSIGNMENT**

Trademark

Application or
Registration Date

Application
Serial No. or
Registration No.

[see attached schedule 2-A]

SCHEDULE 2-A TO ASSIGNMENT FOR SECURITY

TRADEMARKS

<u>Trademark</u>	<u>Application or Registration Date</u>	<u>Application Serial No. or Registration No.</u>
1. Ames (Cl. 16, 25)	January 2, 1990	1,574,958
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10. Cuddle Towne (Cl. 25)	June 28, 1988	1,429,327
11. E.Z. Gear (Cl. 25)	April 12, 1994	1,830,825
12. Erica Hart (Cl. 14)	September 27, 1989	1,505,796
13. Erica Hart (Cl. 25)	September 27, 1988	1,506,056
14. Handy Pro	May 6, 1994	74-520,457
15. Holiday Accents (Cl. 4)	December 22, 1992	1,742,086
16. Holiday Accents (Cl. 11)	January 5, 1993	1,745,155

TRADEMARK

REEL 181 FRAME 171

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21. Liz Thomas (Cl. 25)	December 13, 1993	74-468,706
22. Party Plaza (Cl. 16, 21, 28)	February 12, 1992	74-245,873
23. Pawsitively Pets (Cl. 31)	July 2, 1993	74-408,862
24. Quarters	September 10, 1993	74-434,238
25. Razz Berry (Cl. 25)	November 2, 1982	1,214,941
26. Razzberry (Cl. 25)	July 2, 1985	1,346,404
27. Rhenish Harbor (Cl. 25)	September 20, 1988	1,504,968
28. The Diamond District (Cl. 14, 42)	May 22, 1992	74-277,658
29. Timber Trail	April 7, 1987	1,435,776
30. Timber Trail (Cl. 25)	September 10, 1993	74-434,237
31. Tropical Isle (Cl. 25)	September 20, 1988	1,504,969
32. Walkin' Fancy	August 27, 1993	74-429,240
33. Ames On Your Side 100%	October 14, 1993	74-446,894
34. Party Plaza	April 13, 1993	1,765,091
35. Pawsitively Pets	November 30, 1993	1,808,209

TRADEMARK

REEL 181 FRAME 172

<u>Trademark</u>	<u>Application or Registration Date</u>	<u>Application Serial No. or Registration No.</u>
36. Positively Pets	June 22, 1993	1,778,504
37. Price Watch	November 22, 1983	1,258,949
38. Share Because You Care	June 29, 1993	1,779,883

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TRADEMARK

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APPLICATION NUMBER: 73710278
REGISTRATION NUMBER: 1505796

FILING DATE: 02/08/1988
ISSUE DATE: 09/27/1988

MARK: ERICA HART
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73710276
REGISTRATION NUMBER: 1506056

FILING DATE: 02/08/1988
ISSUE DATE: 09/27/1988

MARK: ERICA HART
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74172095
REGISTRATION NUMBER: 1742086

FILING DATE: 06/03/1991
ISSUE DATE: 12/22/1992

MARK: HOLIDAY ACCENTS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 74172094
REGISTRATION NUMBER: 1745155

FILING DATE: 06/03/1991
ISSUE DATE: 01/05/1993

MARK: HOLIDAY ACCENTS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 74172075
REGISTRATION NUMBER: 1766816

FILING DATE: 06/03/1991
ISSUE DATE: 04/20/1993

MARK: HOLIDAY ACCENTS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 74172076
REGISTRATION NUMBER: 1766741

FILING DATE: 06/03/1991
ISSUE DATE: 04/20/1993

MARK: HOLIDAY ACCENTS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 73698726
REGISTRATION NUMBER: 1495941

FILING DATE: 12/03/1987
ISSUE DATE: 07/12/1988

MARK: ISLAND SANDS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73501900
REGISTRATION NUMBER: 1360692

FILING DATE: 10/01/1984
ISSUE DATE: 09/17/1985

MARK: LIZ THOMAS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73315758
REGISTRATION NUMBER: 1214941

FILING DATE: 06/22/1981
ISSUE DATE: 11/02/1982

MARK: RAZZ BERRY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73510467
REGISTRATION NUMBER: 1346404

FILING DATE: 11/26/1984
ISSUE DATE: 07/02/1985

MARK: RAZZBERRY
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73710269
REGISTRATION NUMBER: 1504968

FILING DATE: 02/08/1988
ISSUE DATE: 09/20/1988

MARK: RHENISH HARBOR
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73621361
REGISTRATION NUMBER: 1435776

FILING DATE: 09/22/1986
ISSUE DATE: 04/07/1987

MARK: TIMBERTRAIL
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73710272
REGISTRATION NUMBER: 1504969

FILING DATE: 02/08/1988
ISSUE DATE: 09/20/1988

MARK: TROPICAL ISLE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74245693
REGISTRATION NUMBER: 1765091

FILING DATE: 02/12/1992
ISSUE DATE: 04/13/1993

MARK: PARTY PLAZA
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74368399
REGISTRATION NUMBER: 1808209

FILING DATE: 03/16/1993
ISSUE DATE: 11/30/1993

MARK: PAWSITIVELY PETS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74248725
REGISTRATION NUMBER: 1778504

FILING DATE: 02/24/1992
ISSUE DATE: 06/22/1993

MARK: POSITIVELY PETS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73378841
REGISTRATION NUMBER: 1258949

FILING DATE: 08/09/1982
ISSUE DATE: 11/22/1983

MARK: PRICE WATCH
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74219228
REGISTRATION NUMBER: 1779883

FILING DATE: 11/06/1991
ISSUE DATE: 06/29/1993

MARK: SHARE BECAUSE YOU CARE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

KIMBERLY WHITE, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS