

06-20-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Change of Name
- Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

06/19/2001 TDIAZ1 00000108 897535

01 FC:481
02 FC:482

40.00 OP
50.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="897535"/>	<input type="text" value="1063568"/>	<input type="text" value="1750211"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

LORI POTTS

Name of Person Signing

Signature

06/11/01

Date Signed

RELEASE OF SECURITY AGREEMENT – (TRADEMARK)

WHEREAS, Congress Financial Corporation (Southern) ("Congress"), having an office at 200 Galleria Parkway, Suite 1500, Atlanta, Georgia 30339, entered into a Trademark Collateral Assignment and Security Agreement (the "Trademark Agreement") with Bill's Dollar Stores, Inc. ("Debtor") having an address at 1025 Northpark Drive, Ridgeland, Mississippi 39157, to secure payment of obligations of Debtor to Congress; and

WHEREAS, an executed copy of the Trademark Agreement was filed at the United States Patent and Trademark Office in Reel 1412, Frame 0534 on November 13, 1995; and

WHEREAS, pursuant to the Trademark Agreement, Debtor granted to Congress a lien on and security interest in its right, title and interest in an to the trademarks listed on Exhibit A annexed hereto (the "Trademarks"); and

WHEREAS, Debtor has requested that Congress release its lien on and security interest in the trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Congress hereby:

1. Releases any and all liens on and its security interest in its right, title and interest in and to the Trademarks;
2. Agrees that any rights that Congress has or may have in and to the Trademarks under and pursuant to the Security Agreement are hereby terminated; and
3. Authorizes and requests the Commissioner of Patents and Trademarks of the United States of America to note and record the existence of the release hereby created.

IN WITNESS WHEREOF, Congress has caused this release to be signed by its duly authorized officer this 31 day of May, 2001.

CONGRESS FINANCIAL CORPORATION
(SOUTHERN)

By: Morris P. Holloway

Title: Sr. Vice President

STATE OF GEORGIA)
) SS:
COUNTY OF COBB)

On this 31 day of May 2001, before me personally came Morris P. Holloway, to me known who stated that he is the Sr. Vice President of Congress Financial Corporation (Southern), the corporation described in and which executed the foregoing instrument; and that he signed his name thereto duly authorized on behalf of said corporation.



Notary Public

Notary Public, Cobb County, Georgia
My Commission Expires Nov. 8, 2002

EXHIBIT A

List of Trademarks and Service Marks

1. Trademark: Bill's Dollar Store's (Reg. No. 0897535, Serial No. 72-324256)
2. Trademark: Bill's (Reg. No. 1063568; Serial No. 73-096926)
3. Trademark: Pearl River Clothing Co. (Reg. No. 1750211; Serial No. 74 -231184)