

4/4/01

# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

04-17-2001



101665652

Tab settings = = = ▾

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

1. Name of conveying party(ies):

Ares Merchandising Corporation

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 2, 2001

2. Name and address of receiving party(ies)

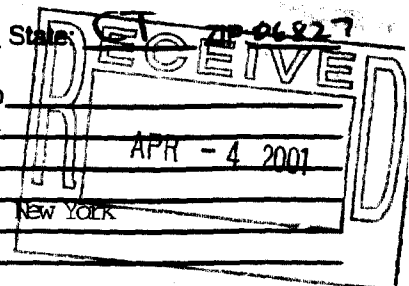
Name: General Electric Capital Corporation, as agent

Internal Address: \_\_\_\_\_

Street Address: 201 High Ridge Rd

City: Sturford State: IL 60622?

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



If assignee is not domiciled in the United States, a domestic representative designator is attached:  Yes  No

(Designations 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)

04/17/2001 LNUELLE 0000056 1915748

01 FD:491 40.00 GP  
02 FD:482 2375.00 GP

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

6. Total number of applications and registrations involved

96

7. Total fee (37 CFR 3.41).....\$ 2,415

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

Name of Person Signifying

Signature

3/28/01

Date

Total number of pages including cover sheet, attachments, and document: 96

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

TRADEMARK

REEL: 002270 FRAME: 0906

3/1/01

## AMES MERCHANDISING CORPORATION SERVICE MARKS

Continuation  
Item 4

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
55 GOLD	1,915,748	42	08/29/95	Registered
AMES	1,539,718	42	05/16/89	Registered
AMES and Design	2,396,028	35	10/17/00	Registered
AMES ONLINE	75/709,289	42	05/18/99	Pending
AMESMARKETPLACE.COM	75/835,634	35	10/29/99	Pending
AMESMEDS	76/013,216	35	03/31/00	Pending
AMESMEDS.COM	76/013,217	35	03/31/00	Pending
AMESMEDS.COM and Design	76/104,068	35	08/07/00	Pending
AMESPLACE.COM	76/075,208	35	06/21/00	Pending
AMESSTORES.COM	76/075,207	35	06/21/00	Pending
AMESSTORES.NET	75/714,163	42	05/18/99	Pending
BARGAINS BY THE BAGFUL	2,102,695	35	10/07/97	Registered
BARGAINS BY THE BYTEFUL	75/092,290	42	05/18/99	Pending
BOLSAS Y BOLSAS DE OFERTAS	76/012,258	35	03/29/00	Pending
<del>SKIP</del> CHECK US OUT! and Design	<del>1,406,276</del>	<del>42</del>	<del>08/19/96</del>	<del>Registered</del>
CRAFTS & MORE	1,527,525	42	02/28/89	Registered
DENIM ZONE	75/891,322	35	01/07/00	Pending
DENIM ZONE and Design	2,271,446	35	08/24/99	Registered
HILLS IS WHERE THE TOYS ARE*	1,310,534	42	12/18/84	Registered
<del>SKIP</del> HILLS Stylized Letters*	<del>1,086,671</del>	<del>42</del>	<del>02/28/78</del>	<del>Registered</del>
PAWSITIVELY PETS	1,808,209	42	11/30/93	Registered
PAWSITIVELY PETS	1,830,730	42	04/12/94	Registered

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AMES MERCHANDISING CORPORATION SERVICE MARKS

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
PERFECT PLUS and Design	75/176,745	42	10/03/96	Pending
<del>skip PRICE WATCH*</del>	<del>1,258,949</del>	<del>42</del>	<del>11/22/83</del>	<del>Registered</del>
SHARE BECAUSE YOU CARE	1,779,883	42	06/29/93	Registered
THE DIAMOND DISTRICT	1,897,136	42	05/30/95	Registered
WHEN YOU CAN'T FIND IT NEAR ... SHOP HERE!	75/890,858	35	01/07/00	Pending
<del>skip ZAYRE*</del>	<del>1,227,918</del>	<del>42</del>	<del>03/15/83</del>	<del>Registered</del>

\*Do not currently use.

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AMES MERCHANDISING CORPORATION TRADEMARKS

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<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
<del>skip</del> ALPINE EXPRESS*	<del>1,327,147</del>	<del>25</del>	<del>03/26/85</del>	<del>Registered</del>
ALPINE RIDGE	75/737,400	20, 22	06/25/99	Pending
ALPINE RIDGE	2,379,060	25	08/22/00	Published
ALPINE RIDGE	2,410,722	14	01/07/00	Registered
ALPINE RIDGE	75/928,483	18	02/28/00	Pending
ALPINE RIDGE	75/928,498	25	02/24/00	Published
ALPINE RIDGE	76/137,586	11, 20, 21, 24, 28	09/28/00	Pending
<del>skip</del> AMERIC-KINS and Design*	<del>0,794,101</del>	<del>25</del>	<del>08/10/65</del>	<del>Registered</del>
<del>skip</del> AMERICAN GEAR*	<del>1,314,753</del>	<del>25</del>	<del>01/15/85</del>	<del>Registered</del>
<del>skip</del> AMERICAN JUNIORS Stylized Letters*	<del>0,799,140</del>	<del>25</del>	<del>11/23/65</del>	<del>Registered</del>
<del>skip</del> AMERICAN NURSE Stylized Letters*	<del>0,766,674</del>	<del>25</del>	<del>02/25/64</del>	<del>Registered</del>
<del>skip</del> AMERICAN SPIRIT*	<del>1,312,428</del>	<del>25</del>	<del>01/01/85</del>	<del>Registered</del>
AMES	1,556,321	5, 8	09/12/89	Registered
AMES DEPENDABLE	75/891,321	1	01/07/00	Pending
AMES DEPENDABLE	75/891,631	2	01/07/00	Pending
<del>skip</del> APPALACHIAN TRAIL*	<del>1,940,899</del>	<del>25</del>	<del>12/12/95</del>	<del>Registered</del>
<del>skip</del> ARMOR-SACK *	<del>1,291,135</del>	<del>22</del>	<del>08/21/84</del>	<del>Registered</del>
" ASHLEY HOUSTON*	1,300,697	22	09/17/85	Registered
" BEAUTY-PLUS (Stylized Letters)*	1,218,411	20, 2	11/30/82	Registered
BODY IMAGE	2,195,616	25	10/13/98	Registered
<del>skip</del> CAREER DRESSING*	<del>1,342,820</del>	<del>25</del>	<del>06/18/85</del>	<del>Registered</del>
CLASSIC LIVING	1,119,477	2	06/05/79	Registered
CLASSIC LIVING	1,347,943	20	07/09/85	Registered

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<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
CLASSIC LIVING	2,374,358	14	08/08/00	Registered
CLASSIC LIVING	75/928,499	20	02/28/00	Pending
<del>skip</del> CLOCK DESIGNS*	<del>75/178,859</del>	<del>14</del>	<del>10/07/96</del>	<del>Pending</del>
COOL BLUES	1,523,622	25	02/07/89	Registered
COOL BLUES	2,052,779	25	04/15/97	Registered
COOL BLUES	2,180,392	25	08/11/98	Registered
COOL BLUES	75/890,855	25	01/07/00	Published
COUNTRY CLOSET	2,164,422	25	06/09/98	Registered
COUNTRY CLOSET	75/928,497	25	02/28/00	Pending
<del>skip</del> COUNTRY WOODWORKS*	<del>2,138,040</del>	<del>20, 21</del>	<del>02/17/98</del>	<del>Registered</del>
<del>skip</del> COUNTRY WOODWORKS*	<del>2,100,464</del>	<del>20</del>	<del>09/23/97</del>	<del>Registered</del>
CRAFTS & MORE	75/928,487	22	02/28/00	Pending
<del>skip</del> CRESCENT FARMS*	<del>2,126,071</del>	<del>30</del>	<del>12/30/97</del>	<del>Registered</del>
<del>skip</del> GROBY SQUARE*	<del>1,269,994</del>	<del>25</del>	<del>03/12/84</del>	<del>Registered</del>
CROSS CURRENTS	2,332,555	25	03/21/00	Registered
CROSS CURRENTS	75/928,490	25	02/28/00	Pending
CROSS CURRENTS CC and Design	1,241,279	25	06/07/83	Registered
CROSS CURRENTS CC Stylized Letters	1,183,065	25	12/22/81	Registered
CUDDLE TOWNE	1,494,327	25	06/29/88	Registered
CUDDLE TOWNE	75/737,455	25	06/25/99	Pending
CURRENT TREND	75/928,475	11	02/28/00	Pending
CURRENT TRENDS	75/806,329	20	09/23/99	Published
<del>skip</del> CURRENTREND*	<del>75/928,486</del>	<del>11</del>	<del>02/28/00</del>	<del>Pending</del>
<del>skip</del> CURRENTRENDS*	<del>75/806,328</del>	<del>20</del>	<del>09/23/99</del>	<del>Published</del>

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AMES MERCHANDISING CORPORATION TRADEMARKS

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
<del>skip</del> DREAM SCENE*	<del>1,506,119</del>	<del>25</del>	<del>11/20/84</del>	<del>Registered</del>
<del>skip</del> DURACHEP*	<del>2,063,190</del>	<del>21</del>	<del>05/20/97</del>	<del>Registered</del>
E.Z. GEAR	1,830,825	25	04/12/94	Registered
<del>skip</del> ERICA HART*	<del>1,565,796</del>	<del>14</del>	<del>09/27/88</del>	<del>Registered</del>
<del>skip</del> FRISKIES Stylized Letters*	<del>0,414,429</del>	<del>25</del>	<del>06/12/46</del>	<del>Registered</del>
<del>skip</del> GARDENSCAPES*	<del>2,025,878</del>	<del>8, 21</del>	<del>12/24/96</del>	<del>Registered</del>
<del>skip</del> GREAT MOVES*	<del>1,380,966</del>	<del>25</del>	<del>04/16/85</del>	<del>Registered</del>
HANDY PRO	1,960,982	7, 8, 11, 14, 20	03/05/96	Registered
HANDY PRO	2,273,656	7, 20, 21	08/31/99	Registered
HILLARY FASHIONS	1,370,279	25	11/12/85	Registered
<del>skip</del> HILLS and Design*	<del>1,004,162</del>	<del>2</del>	<del>02/11/75</del>	<del>Registered</del>
<del>skip</del> HILLS*	<del>1,619,818</del>	<del>16</del>	<del>10/30/90</del>	<del>Registered</del>
<del>skip</del> HILLS*	<del>1,600,266</del>	<del>4</del>	<del>06/12/90</del>	<del>Registered</del>
<del>skip</del> HILLS*	<del>1,508,128</del>	<del>5, 6, 18</del>	<del>05/29/90</del>	<del>Registered</del>
<del>skip</del> HILLS*	<del>1,598,082</del>	<del>3</del>	<del>05/29/90</del>	<del>Registered</del>
HOLIDAY ACCENTS	1,745,155	11	01/05/93	Registered
HOLIDAY ACCENTS	1,766,816	28	04/20/93	Registered
HOLIDAY ACCENTS	2,182,428	16	08/18/98	Registered
HOLIDAY ACCENTS	75/928,488	11, 16, 28	02/28/00	Pending
IMPRESSIONS Stylized Letters	1,219,180	24	12/07/82	Registered
<del>skip</del> JAVELIN*	<del>0,813,461</del>	<del>17</del>	<del>08/23/66</del>	<del>Registered</del>
JELLY BEANS and Design	1,245,376	25	07/12/83	Registered
<del>skip</del> JENNETT ORIGINALS*	<del>0,718,978</del>	<del>25</del>	<del>07/25/61</del>	<del>Registered</del>

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## AMES MERCHANDISING CORPORATION TRADEMARKS

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
<del>kip</del> KITCHEN TRADITION*	<del>74/451,449</del>	<del>8, 21</del>	<del>10/26/93</del>	<del>Published</del>
KITCHEN TRADITIONS	75/928,484	8, 9, 21	02/28/00	Pending
<del>skid</del> L'IL DICKENS*	<del>1,327,199</del>	<del>25</del>	<del>03/26/85</del>	<del>Registered</del>
<del>skid</del> LANGDON HALL*	<del>0,761,394</del>	<del>25</del>	<del>12/18/63</del>	<del>Registered</del>
LIZ THOMAS	1,360,692	25	09/17/85	Registered
LIZ THOMAS	1,869,588	25	12/27/94	Registered
LIZ THOMAS	2,282,518	14, 26	10/05/99	Registered
LIZ THOMAS	75/709,288	14	05/18/99	Published
LT BY LIZ THOMAS	75/709,287	25	05/18/99	Published
LT BY LIZ THOMAS	76/012,260	14	03/29/00	Pending
<del>skid</del> MADISON SQUARE Stylized Letters*	<del>0,386,389</del>	<del>25</del>	<del>04/08/41</del>	<del>Registered</del>
<del>skid</del> MATISSE*	<del>0,751,780</del>	<del>25</del>	<del>06/25/63</del>	<del>Registered</del>
<del>skid</del> MATT ANDREWS*	<del>0,765,544</del>	<del>25</del>	<del>02/25/64</del>	<del>Registered</del>
<del>skid</del> MEDALLION*	<del>75/715,817</del>	<del>5</del>	<del>05/28/00</del>	<del>Published</del>
<del>skid</del> MEDALLION*	<del>76/012,261</del>	<del>3</del>	<del>03/29/00</del>	<del>Pending</del>
<del>skid</del> MEDALLION*	<del>76/128,271</del>	<del>5</del>	<del>09/13/00</del>	<del>Pending</del>
MEDALLION	76/128,252	3, 5, 8, 10, 21	09/13/00	Pending
<del>skid</del> MODERN LIFE Stylized Letters*	<del>0,725,999</del>	<del>25</del>	<del>01/02/62</del>	<del>Registered</del>
<del>skid</del> NOCTURNE Stylized Letters*	<del>0,715,482</del>	<del>25</del>	<del>05/16/61</del>	<del>Registered</del>
<del>skid</del> ON CUE and Design*	<del>1,879,850</del>	<del>18, 25</del>	<del>05/29/84</del>	<del>Registered</del>
<del>skid</del> PATIOSCAPES *	<del>2,101,795</del>	<del>8, 18, 21, 24</del>	<del>09/30/97</del>	<del>Registered</del>
PAWSITIVELY PETS	76/109,369	21	08/15/00	Pending
PAWSITIVELY PETS	1,835,609	31	05/10/94	Registered

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TRADEMARK  
REEL: 002270 FRAME: 0912

## AMES MERCHANDISING CORPORATION TRADEMARKS

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
PAWSITIVELY PETS	2,266,206	11, 16, 21	08/09/99	Registered
<del>skip PEGASUS and Design*</del>	<del>1,167,495</del>	<del>28</del>	<del>09/01/81</del>	<del>Registered</del>
<del>skip PERFECT ACCENTS*</del>	<del>1,901,767</del>	<del>20, 26</del>	<del>06/27/95</del>	<del>Registered</del>
<del>skip POLAR BEAR and Design*</del>	<del>0,550,948</del>	<del>25</del>	<del>11/20/51</del>	<del>Registered</del>
PREMIER CLASSIC	2,208,420	28	12/08/98	Registered
PREMIER CLASSIC	76/183,588	28	12/19/00	Pending
<del>skip PREMIER CHEF *</del>	<del>2,063,189</del>	<del>8, 21</del>	<del>05/20/97</del>	<del>Registered</del>
<del>skip PUPPETEERS Stylized Letters*</del>	<del>0,712,180</del>	<del>25</del>	<del>03/07/61</del>	<del>Registered</del>
<del>skip PURRRFECT PRESENTS*</del>	<del>1,960,972</del>	<del>28, 31</del>	<del>03/05/96</del>	<del>Registered</del>
<del>skip QUALITYMASTER (Stylized Letters)*</del>	<del>1,217,337</del>	<del>8</del>	<del>11/23/82</del>	<del>Registered</del>
<del>skip QUARTERS*</del>	<del>2,042,168</del>	<del>25</del>	<del>03/04/97</del>	<del>Registered</del>
<del>skip QUARTERS and Q Design*</del>	<del>1,931,252</del>	<del>25</del>	<del>10/31/95</del>	<del>Registered</del>
<del>skip RATIONAL*</del>	<del>1,363,111</del>	<del>9</del>	<del>10/01/85</del>	<del>Registered</del>
<del>skip RAZZBERRY*</del>	<del>1,214,941</del>	<del>25</del>	<del>11/02/82</del>	<del>Registered</del>
<del>skip RAZZBERRY*</del>	<del>1,346,404</del>	<del>25</del>	<del>07/02/85</del>	<del>Registered</del>
RESOLUTE BAY	75/737,423	25	06/25/99	Published
RESOLUTE BAY	1,327,154	25	03/26/85	Registered
RESOLUTE BAY	75/928,491	25	02/28/00	Pending
<del>skip ROYLE HOUSE*</del>	<del>0,776,770</del>	<del>25</del>	<del>03/17/64</del>	<del>Registered</del>
<del>skip SCHOOL LIEB*</del>	<del>0,765,141</del>	<del>25</del>	<del>02/18/64</del>	<del>Registered</del>
<del>skip SMALL SET*</del>	<del>1,371,383</del>	<del>25</del>	<del>11/19/85</del>	<del>Registered</del>
<del>skip SPRING HARBOR COLLECTION and Design*</del>	<del>1,279,039</del>	<del>25</del>	<del>05/22/84</del>	<del>Registered</del>
<del>skip SPRYTE and Design*</del>	<del>1,262,111</del>	<del>28</del>	<del>01/03/84</del>	<del>Registered</del>

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## AMES MERCHANDISING CORPORATION TRADEMARKS

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
<del>skip</del> STRAIGHT A <sup>®</sup>	<del>0,834,746</del>	<del>16</del>	<del>09/05/67</del>	<del>Registered</del>
SWEET NOTIONS	1,346,165	18, 25	07/02/85	Registered
TIMBERTRAIL	1,435,776	25	04/07/87	Registered
TIMBER TRAIL	2,205,609	25	11/24/98	Registered
TIMBER TRAIL	1,840,628	25	06/21/94	Registered
TIMBER TRAIL	76/012,259	25	03/29/00	Pending
TIMELESS TREASURES	1,887,288	28	04/04/95	Registered
TIMBLESS TREASURES	75/890,860	21	01/07/00	Pending
<del>skip</del> TOUJOUR <ALWAYS, FOREVER> <sup>®</sup>	<del>1,381,521</del>	<del>25</del>	<del>02/04/86</del>	<del>Registered</del>
TUMBLE BEARS	2,406,635	25	11/21/00	Registered
TUMBLE BEARS	75/737,454	25	06/25/99	Published
TUMBLE BEARS	75/891,632	28	01/07/00	Pending
VICTORIAN VILLAGE	2,050,030	11	04/01/97	Registered
VICTORIAN VILLAGE COLLECTIBLES	75/325,676	21	07/17/97	Pending
WEE FOLKS	75/737,456	14, 25	06/25/99	Pending
WEE FOLK	1,351,779	25	07/30/85	Registered
<del>skip</del> WHITE PEAKS <sup>*</sup>	<del>1,327,157</del>	<del>25</del>	<del>03/26/85</del>	<del>Registered</del>
<del>skip</del> WINTERHOUSE, LTD. <sup>®</sup>	<del>1,327,156</del>	<del>25</del>	<del>03/26/85</del>	<del>Registered</del>
WONDER TREE	2,286,164	28	10/12/99	Registered
WONDER TREE	75/928,489	28	02/28/00	Pending
WONDER TREE and Design	2,286,163	28	10/12/99	Registered
<del>skip</del> WORKABLE SEPARATES and Design <sup>*</sup>	<del>1,301,818</del>	<del>25</del>	<del>10/23/84</del>	<del>Registered</del>

\*Do not currently use.

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## TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of March 2, 2001, by AMES MERCHANDISING CORPORATION, a Delaware corporation ("Borrower"), AMES DEPARTMENT STORES, INC., a Delaware corporation ("Holdings"), AMES REALTY II, INC., a Delaware corporation ("AR II"), AMES TRANSPORTATION SYSTEMS, INC., a Delaware corporation ("ATS"), and AMESPLACE.COM, INC., a Delaware corporation ("AmesPlace" and together with Borrower, Holdings, AR II, and ATS, each a "Grantor" and collectively, the "Grantors"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation, in its capacity as Agent for Lenders.

### WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof, by and among Grantors, Agent, Congress Financial Corporation, as Syndication Agent, GMAC Commercial Credit LLC and GMAC Business Credit, LLC, as Co-Documentation Agents and the persons signatory thereto from time to time as lenders (the "Lenders") (including all annexes, exhibits and schedules thereto, and as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement") Lenders have agreed to make the Loans and to incur Letter of Credit Obligations on behalf of Grantors;

WHEREAS, in order to induce Agent and Lenders to enter into the Credit Agreement and the other Loan Documents and to induce Lenders to make Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, each Grantor has agreed to grant a continuing Lien on the Trademark Collateral (as hereinafter defined) to secure the Obligations;

WHEREAS, in order to induce Agent and Lenders to enter into the Credit Agreement and the other Loan Documents and to induce Lenders to make Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, each Grantor has agreed to grant a continuing Lien on the Collateral to secure the Obligations pursuant to a Security Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, each Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in Annex A thereto to the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Each Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of such Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party including, without limitation, those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by such Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[Signature Page Follows]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

AMES MERCHANDISING CORPORATION

By: *Rolando de Aguiar*

Name: Rolando de Aguiar

Title: VP and Treasurer

AMES DEPARTMENT STORES, INC.

By: *Rolando de Aguiar*

Name: Rolando de Aguiar

Title: VP and Treasurer

AMES REALTY II, INC.

By: *Rolando de Aguiar*

Name: Rolando de Aguiar

Title: VP and Treasurer

AMES TRANSPORTATION SYSTEMS,  
INC.

By: *Rolando de Aguiar*

Name: Rolando de Aguiar

Title: VP and Treasurer

AMESPLAGE.COM, INC.

By: *Rolando de Aguiar*

Name: Rolando de Aguiar

Title: President and Treasurer

ACCEPTED AND ACKNOWLEDGED BY:

GENERAL ELECTRIC CAPITAL CORPORATION, as Agent

By:  \_\_\_\_\_

Name: JAMES F. NOONAN JR

Title: Deputy Authorized Signatory

**ACKNOWLEDGMENT OF GRANTOR**

STATE OF New York)

COUNTY OF New York)

ss.

On this 2nd day of March 2001, before me personally appeared Rolando de Aguiar, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Ames Merchandising Corporation, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Yoon An A. Z  
Notary Public  
Exp. Date 7/3/01  
Reg. no. 01LE5046159

**ACKNOWLEDGMENT OF GRANTOR**

STATE OF New York)

COUNTY OF New York)

ss.

On this 2nd day of March 2001, before me personally appeared Rolando de Aguiar, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Ames Department Stores, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Joseph J. Z  
Notary Public

Reg. no. 0145046159  
Exp. Date 7/3/01

ACKNOWLEDGMENT OF GRANTOR

STATE OF New York)  
COUNTY OF New York) ss.

On this 2nd day of March 2001, before me personally appeared Rolando de Aguiar, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Ames Realty II, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Yoon Am A. Z  
Notary Public

Reg. no. 01LE5046159  
Exp. Date 7/3/01





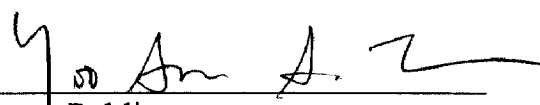
**ACKNOWLEDGMENT OF GRANTOR**

STATE OF New York )

)  
COUNTY OF New York )

ss.

On this 2nd day of March 2001, before me personally appeared Rolando de Aguiar, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of AmesPlace.com, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

Reg. no. 01LE5046159

Exp. Date 7/3/01

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SCHEDULE I  
to  
TRADEMARK SECURITY AGREEMENT

See attached.

3/1/01

## AMES MERCHANDISING CORPORATION SERVICE MARKS

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
55 GOLD	1,915,748	42	08/29/95	Registered
AMES	1,539,718	42	05/16/89	Registered
AMES and Design	2,396,028	35	10/17/00	Registered
AMBS ONLINE	75/709,289	42	05/18/99	Pending
AMESMARKETPLACE.COM	75/835,634	35	10/29/99	Pending
AMESMEDS	76/013,216	35	03/31/00	Pending
AMESMEDS.COM	76/013,217	35	03/31/00	Pending
AMESMEDS.COM and Design	76/104,068	35	08/07/00	Pending
AMESPLACE.COM	76/075,208	35	06/21/00	Pending
AMESSTORES.COM	76/075,207	35	06/21/00	Pending
AMESSTORES.NET	75/714,163	42	05/18/99	Pending
BARGAINS BY THE BAGFUL	2,102,695	35	10/07/97	Registered
BARGAINS BY THE BYTEFUL	75/092,290	42	05/18/99	Pending
BOLSAS Y BOLSAS DE OFERTAS	76/012,258	35	03/29/00	Pending
skip CHECK US OUT!* and Design	1,406,276	42	08/19/86	Registered
CRAFTS & MORE	1,527,525	42	02/28/89	Registered
DENIM ZONE	75/891,322	35	01/07/00	Pending
DENIM ZONE and Design	2,271,446	35	08/24/99	Registered
HILLS IS WHERE THE TOYS ARE*	1,310,534	42	12/18/84	Registered
skip HILLS Stylized Letters*	1,086,671	42	02/28/78	Registered
PAWSITIVELY PETS	1,808,209	42	11/30/93	Registered
PAWSITIVELY PETS	1,830,730	42	04/12/94	Registered

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**AMES MERCHANDISING CORPORATION SERVICE MARKS**

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
PERFECT PLUS and Design	75/176,745	42	10/03/96	Pending
skip PRICE WATCH*	1,258,949	42	11/22/83	Registered
SHARE BECAUSE YOU CARE	1,779,883	42	06/29/93	Registered
THE DIAMOND DISTRICT	1,897,136	42	05/30/95	Registered
WHEN YOU CAN'T FIND IT NEAR ... SHOP HERE!	75/890,858	35	01/07/00	Pending
skip ZAYRE*	1,227,918	42	02/15/83	Registered

\*Do not currently use.

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3/1/01

## AMES MERCHANDISING CORPORATION TRADEMARKS

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
skip ALPINE EXPRESS+	1,327,147	25	03/26/85	Registered
ALPINE RIDGE	75/737,400	20, 22	06/25/99	Pending
ALPINE RIDGE	2,379,060	25	08/22/00	Published
ALPINE RIDGE	2,410,722	14	01/07/00	Registered
ALPINE RIDGE	75/928,483	18	02/28/00	Pending
ALPINE RIDGE	75/928,498	25	02/24/00	Published
ALPINE RIDGE	76/137,586	11, 20, 21, 24, 28	09/28/00	Pending
skip AMERI-KINS and Design*	0,794,101	25	08/10/65	Registered
skip AMERICAN GEAR*	1,314,753	25	01/15/85	Registered
skip AMERICAN JUNIORS Stylized Letters*	0,799,140	25	11/23/65	Registered
skip AMERICAN NURSE Stylized Letters*	0,765,574	25	02/25/64	Registered
skip AMERICAN SPIRIT*	1,312,428	25	01/01/85	Registered
AMES	1,556,321	5, 8	09/12/89	Registered
AMES DEPENDABLE	75/891,321	1	01/07/00	Pending
AMES DEPENDABLE	75/891,631	2	01/07/00	Pending
skip APPALACHIAN TRAIL*	1,940,899	25	12/12/95	Registered
skip ARMOR-SACK *	1,291,135	22	08/21/84	Registered
" ASHLEY HOUSTON*	1,360,697	22	09/17/85	Registered
" BEAUTY-PLUS (Stylized Letters)*	1,218,411	20, 2	11/30/82	Registered
BODY IMAGE	2,195,616	25	10/13/98	Registered
skip CAREER DRESSING*	1,342,820	25	06/18/85	Registered
CLASSIC LIVING	1,119,477	2	06/05/79	Registered
CLASSIC LIVING	1,347,943	20	07/09/85	Registered

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## AMES MERCHANDISING CORPORATION TRADEMARKS

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
CLASSIC LIVING	2,374,358	14	08/08/00	Registered
CLASSIC LIVING	75/928,499	20	02/28/00	Pending
skip CLOCK DESIGNS*	75/178,059	14	10/07/96	Pending
COOL BLUES	1,523,622	25	02/07/89	Registered
COOL BLUES	2,052,779	25	04/15/97	Registered
COOL BLUES	2,180,392	25	08/11/98	Registered
COOL BLUES	75/890,855	25	01/07/00	Published
COUNTRY CLOSET	2,164,422	25	06/09/98	Registered
COUNTRY CLOSET	75/928,497	25	02/28/00	Pending
skip COUNTRY WOODWORKS*	2,138,040	20, 21	02/17/98	Registered
skip COUNTRY WOODWORKS*	2,100,464	20	09/23/97	Registered
CRAFTS & MORE	75/928,487	22	02/28/00	Pending
skip CRESCENT FARMS*	2,126,071	30	12/30/97	Registered
skip CROSBY SQUARE*	1,269,994	25	03/13/84	Registered
CROSS CURRENTS	2,332,555	25	03/21/00	Registered
CROSS CURRENTS	75/928,490	25	02/28/00	Pending
CROSS CURRENTS CC and Design	1,241,279	25	06/07/83	Registered
CROSS CURRENTS CC Stylized Letters	1,183,065	25	12/22/81	Registered
CUDDLE TOWNE	1,494,327	25	06/29/88	Registered
CUDDLE TOWNE	75/737,455	25	06/25/99	Pending
CURRENT TREND	75/928,475	11	02/28/00	Pending
CURRENT TRENDS	75/806,329	20	09/23/99	Published
skip CURRENTREND*	75/928,486	11	02/28/00	Pending
skip CURRENTRENDS*	75/806,328	20	09/23/99	Published

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REEL: 002270 FRAME: 0928

## AMES MERCHANDISING CORPORATION TRADEMARKS

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
skip DREAM SCENE*	1,306,119	25	11/20/84	Registered
skip DURACHEF*	2,063,190	21	05/20/97	Registered
E.Z. GEAR	1,830,825	25	04/12/94	Registered
skip ERICA HART*	1,505,796	14	09/27/88	Registered
skip FRISKIES Stylized Letters*	0,414,429	25	06/12/45	Registered
skip GARDENSCAPES*	2,025,878	8, 21	12/24/96	Registered
skip GREAT MOVES*	1,330,966	25	04/16/85	Registered
HANDY PRO	1,960,982	7, 8, 11, 14, 20	03/05/96	Registered
HANDY PRO	2,273,656	7, 20, 21	08/31/99	Registered
HILLARY FASHIONS	1,370,279	25	11/12/85	Registered
skip HILLS and Design*	1,004,162	2	02/11/75	Registered
skip HILLS*	1,619,818	16	10/30/90	Registered
skip HILLS*	1,600,266	4	06/12/90	Registered
skip HILLS*	1,598,128	5, 6, 18	05/29/90	Registered
skip HILLS*	1,598,082	3	05/29/90	Registered
HOLIDAY ACCENTS	1,745,155	11	01/05/93	Registered
HOLIDAY ACCENTS	1,766,816	28	04/20/93	Registered
HOLIDAY ACCENTS	2,182,428	16	08/18/98	Registered
HOLIDAY ACCENTS	75/928,488	11, 16, 28	02/28/00	Pending
IMPRESSIONS Stylized Letters	1,219,180	24	12/07/82	Registered
skip JAVELIN*	0,813,461	17	08/23/66	Registered
JELLY BEANS and Design	1,245,376	25	07/12/83	Registered
skip JENETTI ORIGINALS*	0,718,978	25	07/25/61	Registered

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## AMES MERCHANDISING CORPORATION TRADEMARKS

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
sk-p KITCHEN TRADITION*	74/451,449	8, 21	10/26/93	Published
KITCHEN TRADITIONS	75/928,484	8, 9, 21	02/28/00	Pending
sk-p L'IL DICKENS*	1,327,155	25	03/26/85	Registered
sk-p LANGDON HALL*	0,761,394	25	12/10/63	Registered
LIZ THOMAS	1,360,692	25	09/17/85	Registered
LIZ THOMAS	1,869,588	25	12/27/94	Registered
LIZ THOMAS	2,282,518	14, 26	10/05/99	Registered
LIZ THOMAS	75/709,288	14	05/18/99	Published
LT BY LIZ THOMAS	75/709,287	25	05/18/99	Published
LT BY LIZ THOMAS	76/012,260	14	03/29/00	Pending
sk-p MADISON SQUARE Stylized Letters*	0,386,389	25	04/08/41	Registered
sk-p MATISSE*	0,751,780	25	06/25/63	Registered
sk-p MATT ANDREWS*	0,765,544	25	02/25/64	Registered
sk-p MEDALLION*	75/715,817	5	05/28/99	Published
sk-p MEDALLION*	76/012,261	3	03/29/00	Pending
sk-p MEDALLION*	76/128,271	5	09/13/00	Pending
MEDALLION	76/128,252	3, 5, 8, 10, 21	09/13/00	Pending
sk-p MODERN LIFE Stylized Letters*	0,725,999	25	01/02/62	Registered
sk-p NOCTURNE Stylized Letters*	0,715,482	25	05/16/61	Registered
sk-p ON CUE and Design*	1,279,850	18, 25	05/29/84	Registered
sk-p PATIOSCAPES *	2,101,795	8, 18, 21, 24	09/30/97	Registered
PAWSITIVELY PETS	76/109,369	21	08/15/00	Pending
PAWSITIVELY PETS	1,835,609	31	05/10/94	Registered

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TRADEMARK  
REEL: 002270 FRAME: 0930

## AMES MERCHANDISING CORPORATION TRADEMARKS

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
PAWSITIVELY PETS	2,266,206	11, 16, 21	08/09/99	Registered
skip PEGASUS and Design*	1,167,495	28	09/01/81	Registered
skip PERFECT ACCENTS*	1,901,767	20, 26	06/27/95	Registered
skip POLAR BEAR and Design*	0,550,948	25	11/20/51	Registered
PREMIER CLASSIC	2,208,420	28	12/08/98	Registered
PREMIER CLASSIC	76/183,588	28	12/19/00	Pending
skip PREMIERCHEF *	2,063,189	8, 21	05/20/97	Registered
skip PUPPETEERS Stylized Letters*	0,712,180	25	03/07/61	Registered
skip PURRRFECT PRESENTS*	1,960,972	28, 31	03/05/96	Registered
skip QUALITYMASTER (Stylized Letters)*	1,217,337	8	11/23/82	Registered
skip QUARTERS*	2,042,168	25	03/04/97	Registered
skip QUARTERS and Q Design*	1,931,252	25	10/31/95	Registered
skip RATIONAL*	1,363,111	9	10/01/85	Registered
skip RAZZBERRY*	1,214,941	25	11/02/82	Registered
skip RAZZBERRY*	1,346,404	25	07/02/85	Registered
RESOLUTE BAY	75/737,423	25	06/25/99	Published
RESOLUTE BAY	1,327,154	25	03/26/85	Registered
RESOLUTE BAY	75/928,491	25	02/28/00	Pending
skip ROYLE HOUSE*	0,776,770	25	03/17/64	Registered
skip SCHOOL LIFE*	0,765,141	25	02/18/64	Registered
skip SMALL SET*	1,371,383	25	11/19/85	Registered
skip SPRING HARBOR COLLECTION and Design*	1,279,039	25	05/22/84	Registered
skip SPRYTE and Design*	1,263,111	28	01/03/84	Registered

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## AMES MERCHANDISING CORPORATION TRADEMARKS

<u>Mark Name</u>	<u>Serial Number/ Registration Number</u>	<u>Classes</u>	<u>Date Filed/ Date Registered</u>	<u>Status</u>
skip STRAIGHT A*	0,834,746	16	09/05/67	Registered
SWEET NOTIONS	1,346,165	18, 25	07/02/85	Registered
TIMBERTRAIL	1,435,776	25	04/07/87	Registered
TIMBER TRAIL	2,205,609	25	11/24/98	Registered
TIMBER TRAIL	1,840,628	25	06/21/94	Registered
TIMBER TRAIL	76/012,259	25	03/29/00	Pending
TIMELESS TREASURES	1,887,288	28	04/04/95	Registered
TIMELESS TREASURES	75/890,860	21	01/07/00	Pending
skip TOUJOUR<ALWAYS, FOREVER>*	1,381,521	25	02/04/86	Registered
TUMBLE BEARS	2,406,635	25	11/21/00	Registered
TUMBLE BEARS	75/737,454	25	06/25/99	Published
TUMBLE BEARS	75/891,632	28	01/07/00	Pending
VICTORIAN VILLAGE	2,050,030	11	04/01/97	Registered
VICTORIAN VILLAGE COLLECTIBLES	75/325,676	21	07/17/97	Pending
WEE FOLKS	75/737,456	14, 25	06/25/99	Pending
WEE FOLK	1,351,779	25	07/30/85	Registered
skip WHITE PEAKS *	1,327,157	25	03/26/85	Registered
skip WINTERHOUSE, LTD.*	1,327,156	25	03/26/85	Registered
WONDER TREE	2,286,164	28	10/12/99	Registered
WONDER TREE	75/928,489	28	02/28/00	Pending
WONDER TREE and Design	2,286,163	28	10/12/99	Registered
skip WORKABLE SEPARATES and Design*	1,301,818	25	10/23/84	Registered

\*Do not currently use.

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