

4.18.05

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

04-25-2005



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner

102987921

original documents or copy thereof.

1. Name of conveying party(ies):
Fleet Bank, N.A. (as successor in interest to NatWest USA Credit Corp.)

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

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

3. Nature of conveyance:

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

Execution Date: June 29, 1999

2. Name and address of receiving party(ies)

Name: Big Bear Stores Company
Internal Address: _____
Address: _____

Street Address: 770 West Goodale Blvd.

City: Columbus State: OH Zip: 43212

- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1529025, 1523969, 1518534,
1217929, 981376, 1283526,
1282698, 820855, 805341

APR 18 2005

Additional number(s) attached? Yes No

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

Name: Elizabeth Moody, Esq.

Internal Address: _____

Paul, Weiss, Rifkind, Wharton & Garrison LLP

Street Address: _____

1285 Avenue of the Americas

City: New York State: NY Zip: 10019-6064

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41) \$ 240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 500706

(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.

Elizabeth Moody, Esq.
Name of Person Signing

Elizabeth Moody
Signature

4/14/05
Date

Total number of pages including cover sheet, attachments, and documents: 6

04/22/2005 JJALLAH2 00000026 500706-1529025

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

01 FC:8521 40.00 DA
02 FC:8522 200.00 DA

TRADEMARK
REEL: 003150 FRAME: 0977

Additional receiving party:

Hart Stores, Inc.
770 West Goodale Blvd.
Columbus, OH 43212
An Ohio Corporation

**RELEASE OF
SECURITY INTEREST IN TRADEMARKS**

This Release of Security Interest in Trademarks, dated as of June 29, 1999, is executed by Fleet Bank, N.A. (as successor in interest to NatWest USA Credit Corp.), as the lender (the "Lender") under that certain Loan and Security Agreement dated as of June 29, 1989 (the "Loan and Security Agreement"), among the Lender, Big Bear Stores Company ("Big Bear") and Hart Stores, Inc. ("Hart Stores").

WHEREAS, to secure the performance of Big Bear's and Hart Stores' obligations under the Loan and Security Agreement, each of Big Bear and Hart Stores has entered into the following Collateral Assignments of Trademarks:

- (i) Collateral Assignment of Trademarks dated as of June 29, 1989 and recorded in the PTO as of July 3, 1989 at Reel/Frame 0658/0625, pursuant to which Big Bear granted a security interest to the Lender in the Trademarks, Foreign Trademarks and Future Trademarks (as defined therein), the goodwill associated therewith and certain other assets with respect to the Trademarks, Foreign Trademarks and Future Trademarks, including the trademarks set forth in Schedule 1 attached hereto (collectively, the "Big Bear Trademark Collateral") and
- (ii) Collateral Assignment of Trademarks dated as of June 29, 1989 and recorded in the PTO as of July 3, 1989 at Reel/Frame

0658/0322, pursuant to which Hart Stores granted a security interest to the Lender in the Trademarks, Foreign Trademarks and Future Trademarks (as defined therein), the goodwill associated therewith and certain other assets with respect to the Trademarks, Foreign Trademarks and Future Trademarks, including the trademarks set forth in Schedule 2 attached hereto (collectively, the "Hart Stores Trademark Collateral")


WHEREAS, Big Bear and Hart Stores have requested that the Agent relinquish, release and discharge any and all interest it may have in the Big Bear Trademark Collateral and the Hart Stores Trademark Collateral and the Agent has agreed to do so.

NOW, THEREFORE, in consideration of and in exchange for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Fleet Bank, as Lender, relinquishes, releases and discharges, without any recourse, representations and warranties, its security interest in, to and under the Big Bear Trademark Collateral and the Hart Stores Trademark Collateral, including the trademarks and the goodwill associated therewith as set forth on Schedule 1 and Schedule 2 attached hereto.

Doc# DSS:338713.1

IN WITNESS WHEREOF, the undersigned has caused this Release of
Security Interest in Trademarks to be duly executed as of June 29, 1999.

FLEET BANK, N.A., as Lender

By: 
Name: Thomas R. Joyce
Title: Senior Vice President

Schedule of Trademarks

Mark	Registration No. /Application No.	Registration Date Filing Date
BIG BEAR PLUS	1,529,025	03/07/1989
GIVE EM A BIG BEAR HUG	1,523,969	02/07/1989
THAT'S MY BEAR	1,518,534	12/27/1988
BIG BEAR and design	1,217,929	11/23/1982
BIG BEAR (Stylized)	981,376	03/26/1974
BETTY BROWN BAKERY and design	1,283,526	06/26/1984
BETTY BROWN'S FINEST and design	1,282,698	06/19/1984
TOP CRISP	820,855	12/20/1966
B BUCKEYE STAMP 10 and design	805,341	03/08/1966