

06-25-2001



Atty Docket No.: 392488
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101759108

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

<p>1. Name of conveying party(ies): <u>06/14/01</u> Thomas M. Stubbs and Larry Tarica</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>Payless ShoeSource, Inc.</u> Internal Address: <u>3231 East 6th Street</u></p>
<p>3. Nature of conveyance</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: 5/24/01 and 5/29/01 respectively</p>	<p>Street Address: <u>3231 East 6th Street</u></p> <p>City: <u>Topeka</u> State: <u>KS</u> Zip: <u>66607</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or patent number(s): <u>29/143487</u></p> <p>If this document is being filed together with a new application, the execution date of the application is: <u>5/24/01 and 5/23/01</u></p> <p>A.. Patent Application No.(s) _____ B. Patent No.(s) _____</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Peter C. Knops</u> Internal Address: <u>Lathrop & Gage</u> Street Address: <u>2345 Grand Boulevard, #2800</u> City: <u>Kansas City</u> State: <u>MO</u> Zip: <u>64108-2684</u></p>	<p>6. Total number of applications and patents involved: <u>#1</u></p> <p>7. Total fee (37 CFR 3.41).....\$40.00 <input checked="" type="checkbox"/> Enclosed</p> <p>8. Deposit account number: <u>12-0600</u> (Attach duplicate copy of this page if paying by deposit account)</p>
<p style="text-align: center;">DO NOT USE THIS SPACE</p> <p>9. Statement and signature. <i>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.</i></p> <p>Peter C. Knops, Reg. No. 37,659 <u>[Signature]</u> June 14, 2001 Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: <u>5</u></p> <p>Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231</p>	

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ASSIGNMENT

WHEREAS, We, Thomas M. Stubbs and Larry Tarica, citizens of the United States of America and residents of the Cities of Topeka and Sands Point, respectively, Counties of Shawnee and Nassau, respectively, and the States of Kansas and New York have invented certain new and useful improvements in a

SHOE INSOLE

for which we are about to make or have made application for Letters Patent of the United States; and

WHEREAS, Payless ShoeSource, Inc., a corporation duly organized under the laws of the State of Missouri and having its principal place of business at 3231 East 6th Street, Topeka, Kansas 66607, is desirous of acquiring an interest in, to and under said invention, said application, and any and all Letters Patent which may be granted for or upon said invention in the United States of America and all countries foreign thereto.

NOW THEREFORE, to all whom it may concern, be it known that for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, we, Thomas M. Stubbs and Larry Tarica, have sold, assigned and transferred, and by these presents to sell, assign and transfer unto the said Payless ShoeSource, Inc. the full and exclusive right, title and interest, throughout the world, in, to and under the following:

- (a) said invention as fully set forth and described in the specification prepared, and executed by us preparatory to obtaining Letters Patent of the United States therefor;
- (b) said application;

(c) any and all refilings, divisions, continuations and continuations-in-part of said application;

(d) any and all Letters Patent of the United States of America which may issue from said application, refilings, divisions, continuations and continuations-in-part;

(e) any and all reissues and reexaminations of said Letters Patent of the United States of America;

(f) any and all applications for Letters Patent upon said invention which may hereafter be filed in any and all countries foreign to the United States of America;

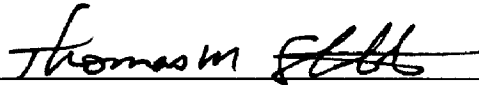
(g) any and all refilings, divisions and continuations of said foreign-filed applications;

(h) any and all Letters Patent of countries foreign to the United States of America which may issue from the said foreign-filed applications, refilings, divisions and continuations; and

(I) any and all extensions of, and additions to, said Letters Patent of countries foreign to the United States of America.

ALL of the above shall be held and enjoyed by said Payless ShoeSource, Inc. for its own use and benefit, and for its successors, legal representatives and assigns, to the full end of the term for which said Letters Patent may be granted, and we do hereby authorize and request the Commissioner of Patents and Trademarks to issue the said Letters Patent in accordance with this Assignment.

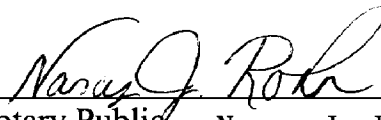
EXECUTED this 24 day of May, 2001.



Thomas M. Stubbs
6026 S.W. 36th Street
Topeka, Kansas 66614
United States of America

STATE OF KANSAS)
)
COUNTY OF SHAWNEE) ss.

On this 24th day of May, 2001, before me personally
appeared Thomas M. Stubbs, to me known to be the persons described in, and who executed the
foregoing instrument, and they duly acknowledged to me that they executed the same for the uses
and purposes therein set forth.

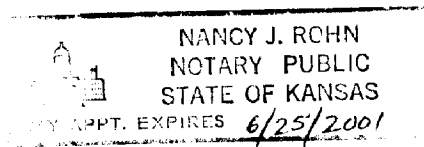


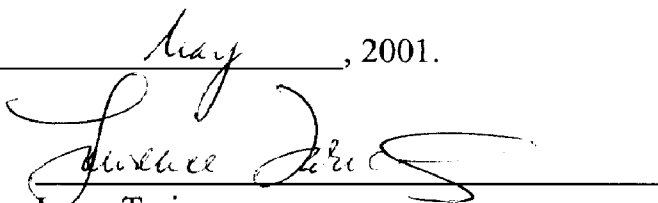
Notary Public - Nancy J. Rohn

My Commission Expires:

June 25, 2001

(SEAL)

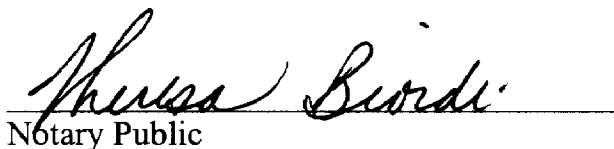


EXECUTED this 29 day of May, 2001.


Larry Tarica
Sloanes Court
Sands Point, New York 11050
United States of America

STATE OF)
)
COUNTY OF) ss.

On this 29th day of May, 2001, before me personally appeared Larry Tarica, to me known to be the persons described in, and who executed the foregoing instrument, and they duly acknowledged to me that they executed the same for the uses and purposes therein set forth.



Notary Public

My Commission Expires:

9/5/2001

(SEAL)

THERESA BIORDI
Notary Public, State of New York
Registration #: 0186048936
Qualified in Nassau County
Commission Expires: 9/5/02

2001 (12)