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

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Commissioner of Patents

P.O. Box 1450 Alexandria. VA 22313-1450

ASSIGNMENT OF INVENTION AND PATENTS THEREON

For valuable consideration, I, Scott E. Brownfield, hereby assign to DSW Shoe Warehouse, Inc., a corporation of Missouri and having a place of business at 4150 E. Fifth Avenue, Columbus, OH 43219, and its successors and assigns (collectively hereinafter called "the Assignee"), our entire right, title and interest throughout the world in the inventions and improvements which are subject of an application for United States Patent entitled

Modular Footwear Display and Storage System and Method, and either [✓] filed on even date herewith, or [] filed on ______ as application Serial No. _____ preparatory to obtaining Letters Patent of the United States therefor, (we hereby authorize and request any one of the attorneys of Wood, Herron & Evans, L.L.P., 2700 Carew Tower, 441 Vine Street, Cincinnati, OH 45202, to insert herein the application serial number of said application when known.)

this assignment including said application, any continuation, division or continuation-in-part thereof and/or substitute therefor, any and all United States and foreign patents, utility models, and design registrations granted for any of said inventions or improvements, and the right to claim priority based on the filing date of said application under the International Convention for the Protection of Industrial Property, the Patent Cooperation Treaty, the European Patent Convention, and all other treaties of like purposes; and authorize the Assignee to apply in all countries in our name or in its own name for patents, utility models, and design registrations and like rights of exclusion and for inventors' certificates for said inventions and improvements; and agree for ourselves and our respective heirs, legal representatives and assigns, without further compensation to perform such lawful acts and to sign such further applications, assignments, Preliminary Statements and other lawful documents as the Assignee may reasonably request to effectuate fully this assignment.

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IN WITNESS WHEREOF, I hereto set my hand and seal at traveline learny Columbus, of this day of May, 2005.

Scott E. Brownfield

STATE OF ::ss.

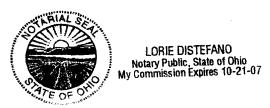
COUNTY OF ::

Before me this day of _______, 2005, personally appeared Scott E. Brownfield, a citizen of U.S. residing in Canal Winchester, Ohio and particularly at 7659 Glenwood Avenue, Canal Winchester, OH 43110, known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that s/he executed the same as his free act and deed for the purposes therein contained.

Notary Public

My Commission Expires:

[Notary's Seal Here]



RECORDED: 05/24/2005

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