Form PTO-1595 (Rev. 03-09) OMB No. 0651-0027 (exp. 03/31/2009)	U.S. DEPARTMENT OF COMMERCE United States Patent and Trademark Office
	ORM COVER SHEET 8009 -4 com
To the Director of the U.S. Patent and Trademark Office; Pleas	se record the attached documents or the new address(es) below.
Name of conveying party(les)	2. Name and address of receiving party(ies)
PAYLESS ShoeSource, Inc.	Name: Wells Fargo Retail Finance, LLC, as agent
	Internal Address:
Additional name(s) of conveying party(ies) attached? X Yes No	
3. Nature of conveyance/Execution Date(s):	Street Address: 1 Boston Place
Execution Date(s) August 17, 2007	
Assignment Merger	Cit. Boston
Security Agreement Change of Name	City: Boston
Joint Research Agreement	State: MA
Government Interest Assignment	Country: USA Zip: 02108
Executive Order 9424, Confirmatory License on X Other Reel 020083/0830; delete serial	
	17 design in included a contraction of the second s
A. Patent Application No.(s)	document is being filed together with a new application. B. Patent No.(s)
#10/847,639	
· ·	<u> </u>
INSORT # 10/847,637 Additional numbers at	Lached? Yes XNo
5. Name and address to whom correspondence	6. Total number of applications and patents
concerning document should be mailed:	involved: 1
Name: Laura L. Konrath	7. Total fee (37 CFR 1.21(h) & 3.41) \$40.00
Internal Address: Winston & Strawn LLP	,
	X Authorized to be charged to deposit account
Street Address: 35 W. Wacker Drive	Enclosed
	None required (government interest not affecting title)
City: Chicago	8. Payment Information
State: ^{IL} Zip: 60601	
Phone Number: 312-558-6352	
Fax Number: 312-558-5700	Deposit Account Number 232428
Emall Address: konfath@winston.com	Authorized User Name Laura Konrath
9. Signature:	10/26/09
Sygnature	10/26/09 Date
Laura L. Konrath	Total number of pages including cover
Name of Person Signing	sheet, attachments, and documents:

10/27/2009 12:41:52 PM

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

American LegalNet, Inc. www.FormsWorkflow.com

WINSTON & STRAWN 11/25/2007 12:21:30 PM PAGE 013/032 Fax Server

CMB No. 0651-0027 (exp. 6/30/2005)	U.S. DEPARTMENT OF COMMER United States Patent and Trademark Off
RECORDATIO	TO THE COVER SHIPET
PATE	ENTS ONLY 2009-L
To the Director of the U.S. Patent and Trademark Office	t: Please record the attached documents or the new address(es) below.
1. Name of conveying party(les)	2. Name and address (es) below.
D-33	2. Name and address of racelving party(ies)
Paÿless ShoeSource, Inc.	Name: Wells Fargo Retail Finance, LLC
	""Caribi Address:
dditional name(s) of conveying party(ies) attached?	No No
Nature of conveyance/Execution Date(s):	Street Address: One Boston Place
Execution Date(s) August 17, 2007 Assignment Merger	TOTAL PIECE
Security Agreement Change of Nam	ne City: Boston
Joint Research Agreement	
Government Interest Assignment	State: MAA
Executive Order 9424, Confirmatory License	Country: USA Zip 02109
Other	
Application or patent number(s):	- Additional name(s) & address(es) attached? Yes No
Patent Application No.(s)	and document is being filed together with a new
- 1-7	B. Patent No.(s)
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Additional numbers	s attacher? Myan Flu
THE WORLD COUNTRY TO MINAMA A A	s attached? X Yes No
ncerning document should be mailed:	6. Total number of applications and
ncerning document should be mailed: ame: Laura Konrath	6. Total number of applications and patents involved: 130
ncerning document should be mailed: ame: Laura Konrath	8. Total number of applications and patents involved: 130 7. Total fee (37 CFR 1.21(h) & 3.41) (\$ 5.200
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ncerning document should be mailed: ame: Laura Konrath email Address: Winston & Strawn LLP set Address: 35 W. Wacker Dr. Chicago	8. Total number of applications and patents involved: 130 7. Total fee (37 CFR 1.21(h) & 3.41) \$ 5,200 Authorized to be charged by credit card Authorized to be charged to deposit account Enclosed None required (government interest not affecting title)
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mcerning document should be mailed: ame: Laura Konrath email Address: Winston & Strawn LLP set Address: 35 W. Wacker Dr. Chicago de: IL Zip: 60601 ane Number: 312-558-6352 Number: 312-558-5700	6. Total number of applications and patents involved: 130 7. Total fee (37 CFR 1.21(h) & 3.41) \$ 5,200 Authorized to be charged by credit card Authorized to be charged to deposit account Enclosed None required (government interest not affecting title) 8. Payment Information a. Credit Card Last 4 Numbers Expiration Date b. Deposit Account Number 232428
ncerning document should be maifed: ame:Laura Konrath ernal Address: _Winston & Strawn LLP set Address:35 W. Wacker Dr Chicago de:ILZip: 60601 ane Number:312-558-6352 Number:312-558-5700 all Address:1koprath@winston.com	6. Total number of applications and patents involved: 130 7. Total fee (37 CFR 1.21(h) & 3.41) \$ 5,200 Authorized to be charged by credit card Authorized to be charged to deposit account Enclosed None required (government interest not affecting title) 8. Payment Information a. Credit Card Last 4 Numbers Expiration Date b. Deposit Account Number 232428
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Continuation
Item 4

SCHEDULE I TO PATENT SECURITY AGREEMENT

Patent Registrations

INCLUDE ONLY U.S. REGISTERED INTELLECTUAL PROPERTY

A. REGISTERED PATENTS

Fifte and the second se	Serial No./ Patent No.	Assignee
Apparatus And Method For Tracking Inventory	08/711,421	Payless ShoeSource, Inc.
of Multiple Goods In Multiple Shipping Cartons	5.793.030	ayreas anococurco, inc.
Outsole Contour	29/042,175	Payless ShoeSource, Inc.
	D395.336	r wysous bits coolered, inc.
Outsole Bottom	29/041,203	Payless ShoeSource, Inc.
	D399,644	,,
Outsole Patent	29/041,238	Payless ShoeSource, Inc.
	D395,342	, 200
Label Dispensing Device	09/128,566	Payless ShoeSource, Inc.
	6,227,406	,
Packing Station	09/123,619	Payless ShoeSource, Inc.
	6,094,885	, , , , , , , , , , , , , , , , , , , ,
Insole Insert For Footwear	09/061,924	Payless ShoeSource, Inc.
	6,131,311	
Apparatus and Method for Tracking Inventory	09/136,321	Payless ShoeSource, Inc.
of Multiple Goods in Multiple Shipping Cartons	5,900,610	,
Shoe Upper	29/081,847	Payless ShoeSource, Inc.
	D408,124	
Child's Boot With Reflective Stripe	09/034,692	Payless ShocSource, Inc.
	6,026,598	
Footwear Outsole Having Arcuate Inner-	09/113,780	Payless ShoeSource, Inc.
Structure	6,321,468	
Shoe Outsole	29/095,388	Payless ShoeSource, Inc.
	D416,669	
Boot (As Amended)	29/084,465	Payless ShoeSource, Inc.
	D442,356	, i
System and Method for Performance Support	09/565,939	Payless ShoeSource, Inc.
	6,539,269	
Shoe Insole	29/143,487	Payless ShoeSource, Inc.
	D456,983	
Portion of Shoe Sole	29/149,801	Payless ShoeSource, Inc.
	D468,079	
Portion of Shoe Upper	29/148,613	Payless ShoeSource, Inc.
	D462,161	
Shoe Box	29/209,796	Payless ShoeSource, Inc.
	D515,810	
Flex Sole	09/373,122	Payless ShoeSource, Inc.
	6,367,172	, ,

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PATENT REEL: 023445 FRAME: 0713

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Title	Serial No.J	Assignee
	Patent No.	
Flex Sole	09/347,051-	Payless ShoeSource, Inc.
	6,408,544	
Apparatus and Method For Tracking Inventory	08/924,178	Payless ShoeSource Worldwide,
Of Multiple Goods In Multiple Shipping	5,783,810	Inc.
Cartons		
Convertible Shoebox With Multiple	11/074,457	Payless ShoeSource Worldwide,
Configurations		Inc.
Shoebox	29/236,763	Payless ShoeSource Worldwide,
	D542,647	Inc.
System and Method for Making Footwear with	11/393,458	Payless ShoeSource Worldwide,
Injected Color		Inc.
System and Method for Printing a Pattern on	11/393,455	Payless ShoeSource Worldwide,
Footwear		Inc.
Shoe with Printed Pattern Design	29/257,209	Payless ShoeSource Worldwide,
		Inc.
Shoe with Injected Pattern Design	29/257,189	Payless ShoeSource Worldwide,
	•	Inc.
Supportive Elastic Insert For a Shoe	29/267.417	Payless ShoeSource Worldwide,
]	Inc.
Supportive Insert For a Shoe	29/267,421	
supportive theory for a since	29/207,42)	Payless ShoeSource Worldwide,
		lne.
Supportive Shoe Insert Member	29/267,416	Payless ShocSource Worldwide,
		Inc.
Supportive Outsole for a Shoe	29/267,418	Payless ShoeSource Worldwide,
	'	Inc.

Listed Assignee/Owner	Title	Patent No.	Issue Date	Status
Hyde Athletic Industries, Inc. (now				
Saucony, Inc.)	Cycling Short	D360516	7/25/1995	Issued
Hyde Athletic Industries, Inc. (now				
Saucony, Inc.)	Insole Construction	4,879,821	11/14/1989	Issued
Hyde Athletic Industries, Inc. (now				
Saucony, Inc.)	Insole Design	D311269	10/16/1990	Issued
Hyde Athletic Industries, Inc. (now	Sweet Spot Sole			
Saucony, Inc.)	Construction	5,070,629	12/10/1991	Issued
Hyde Athletic Industries, Inc. (now				
Saucony, Inc.)	Sole Construction	5,402,588	4/4/1995	Issued
	Stabilizing Grid			
	Wedge System for			
	Providing Motion		•	
Hyde Athletic Industries, Inc. (now	Control and			
Saucony, Inc.)	Cushioning	5,561,920	10/8/1996	Issued
Hyde Athletic Industries, Inc. (now	V-Grid Shoe			
Saucony, Inc.)	Stabilizer	5,595,002	1/21/1997	Issued
Hyde Athletic Industries, Inc. (now	Shoe Energy Return			
Saucony, Inc.)	Construction	5,729,917	3/24/1998	Issued
Hyde Athletic Industries, Inc. (now	Shoe Construction	5,860,226	1/19/1999	Issued

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	Saucony, Inc.)				
ľ		Combination			
ı	Hyde Athletic Industries, Inc. (now	Midsole Stabilizer	Ì		ļ
	Saucony, Inc.)	& Enhancer	5,852,886	12/29/1998	Issued
ı		Combination			
ı	Hyde Athletic Industries, Inc. (now	Midsole Stabilizer			
L	Saucony, Inc.)	& Enhancer	5,974,695	11/2/1999	Issued
I		GRID Midsole			
I.	Saucony, Inc.	Insert	7,207,125	11/26/2003	Issued
Γ	SRL, Inc.	Slide Whistle	D365,854	1/2/1996	Issued
Ī	SRL, Inc.	Element For a Shoe			100000
ı		Upper	D366,561	1/30/1996	Issued
	SRL, Inc.	Toy Flashlight	D367,087	2/13/1996	Issued
ľ	SRL, Inc.	Shoe Design	D367,161	2/20/1996	Issued
İ	SRL, Inc.	Shoe	D367,162	2/20/1996	Issued
ľ	SRL, Inc.	Shoe Design	D367,952	3/19/1996	Issued
ŀ	SRL, Inc.	Compass	D371,746		
	SRL, Inc.	Shoe Sole	D371,746 D372574	7/16/1996	Issued
ŀ	SRL, Inc.	Combined Toy	103/23/4	8/13/1996	Issued
l	SILL, III.	Mirror and			
		Magnifier	D272 746	9/12/1007	, ,
ŀ	SRL, Inc.	Combined Toy	D372,746	8/13/1996	Issued
l	Dies, I.w.	Light and Sound			
I		Flasher	D272 747	0/12/1006	
ŀ	SRL, Inc.	Fluid-filled	D372,747	8/13/1996	Issued
İ	SKL, Inc.				
İ		Decorative Element	D102 700	0.03.42000	١
ŀ	SRL, Inc.	for a Child's Shoe	D392,790	3/31/1998	Issued
į	SKL, Inc.	Fluid-filled			
		Decorative Element	D200 50.	2/24/22	<u> </u>
-		for a Child's Shoe	D392,791	3/31/1998	Issued
İ	CDI I	Element for a Shoe	B201.110		1
ŀ	SRL, Inc.	Upper	D394,140	5/12/1998	Issued
		Fluid-filled			
ı	CDI I	Decorative Element	200124		}
-	SRL, Inc.	for a Child's Shoe	D394,744	6/2/1998	Issued
ļ		Fluid-filled			
l	CDI Inc	Decorative Element	D205 540	8 (- /	1
ŀ	SRL, Inc.	for a Child's Shoe	D396,548	8/4/1998	Issued
ŀ	SRL, Inc.	Shoe	D396,946	8/18/1998	Issued
ŀ	SRL, Inc.	Fabric	D398,780	9/29/1998	Issued
	CDT I	Surface Pattern for			
ŀ	SRL, Inc.	Leather Fabric	D401,072	11/17/1998	Issued
ŀ	SRL, Inc.	Fabric	D401,422	11/24/1998	Issued
L	SRL, Inc.	Shoe Sole	D401,742	12/1/1998	Issued
L	SRL, Inc.	Shoe	D402,792	12/22/1998	Issued
L	SRL, Inc.	Shoe	D402,793	12/22/1998	Issued
L	SRL, Inc.	Shoe Sole Design	D403,143	12/29/1998	Issued
	SRL, Inc.	Shoe	D403,494	1/5/1999	Issued
Į	SRL, Inc.	Glitz Stone Casing	D404,337	1/19/1999	Issued
Г	SRL, Inc.	Shoe	D405,241	2/9/1999	Issued
L	CITY Y	Shoe	D405,242	2/9/1999	Issued
ŀ	SRL, Inc.	DIME	} レサリスズサム	Z/7/1999	

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Inc.	Shoe Sole	D429,408	8/15/2000	Issued
Inc.	Shoe Sole Element	D429,409	8/15/2000	Issued
Inc.	Shoe Sole	D429,411	8/15/2000	Issued
Inc.	Shoe Sole	D429,554	8/22/2000	Issued
lnc.	Shoe Sole	D430,967	9/19/2000	Issued
Inc.	Shoe Sole	D458,441	6/11/2002	Issued
Inc.	Shoe Sole	D473,697	4/29/2003	Issued
Inc.	Shoe Outsole	7,000,334	2/21/2006	Issued
tride Rite Corp	Shoe Insole	D350,432	9/13/1994	Issued
eds Corp	Shoe Sole Bottom	D340,797	11/2/1993	Issued
	Shoe	D352,383	11/15/1994	Issued
eds Corp	Shoe Sole	D356,438	3/21/1995	Issued
eds Corp	Shoe Stitching	D359,160	6/13/1995	Issued
eds Corp	Shoe Stiching	D359,842	7/4/1995	Issued
eds Corp	Shoe	D360,064	7/11/1995	Issued
eds Corp	Shoe Stiching	D360,066	7/11/1995	Issued
	Decorative	12500,000	771171975	155000
	Arrangement for a			ĺ
eds Corp	Child's Shoe	D367,159	2/20/1996	Issued
eds Corp	Fabric Shoe	D367,160	2/20/1996	Issued
	Decorative	2501,102	2/20/1990	183000
	Arrangement for a			
eds Corp	Child's Shoe	D367,352	2/27/1996	Issued
eds Corp	Shoe Sole	D368,794	4/16/1996	Issued
eds Corp	Shoe Sole	D368,796	4/16/1996	Issued
eds Corp	Shoe Sole	D369,234	4/30/1996	Issued
eds Corp	Shoe Stiching	D369,461	5/7/1996	Issued
eds Corp	Shoe Stiching	D370,774	6/18/1996	
000	Combined Shoe	10370,774	0/18/1990	Issued
eds Corp	Sole and Periphery	D373,457	0/10/1004	Inc
eds Corp	Fabric Shoe	D376,470	9/10/1996 12/17/1996	Issued
eds Corp	Shoe Sole	D377,411	1/21/1996	Issued
cus corp	Decorative Decorative	10377,418	1/21/1997	Issued
	Arrangement for a			
eds Corp	Child's Shoe	D381,192	3/02/1003	1, ,
сия согр	Decorative	D301,192	7/22/1997	Issued
	Arrangement for a			
eds Corp	Child's Shoe	D381,491	7/29/1997	Issued
ees co.p	Decorative	D301,471	172911997	issued
	Arrangement for a			
eds Corp	Child's Shoe	D382,096	8/12/1997	Issued
	Decroative Pattern	D302,070	0/12/1777	188000
eds Corp	for a Child's Shoe	D382,990	9/2/1997	Issued
	Decroative Jewel	2302,270	214/1997	199060
eds Corp	Cluster	D383,085	9/2/1997	Issued
	Decorative	2000,000	712/1991	133000
	Arrangement for a			1
eds Corp	Child's Shoe	D384,806	10/14/1907	Issued
F		2551,000	10/17/1/2/	133000
	I			
eds Corp		D387 544	12/16/1007	Issued
cds Corp				Issued
eds	Согр	Surface ornamentation for a Child's Shoe	Surface ornamentation for a Corp Child's Shoe D387,544	Surface ornamentation for a Child's Shoe D387,544 12/16/1997

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The Keds Corp	Fabric Shoe Upper	D391,049	2/24/1998	Issued
	Decorative			
	Arrangement for a			
The Keds Corp	Child's Shoe	D396,739	8/11/1998	Issued
	Four-Stripe Side			
The Keds Corp	Design for a Shoe	D409,366	5/11/1999	Issued
The Keds Corp	Shoe Sole	D417,943 [,]	12/28/1999	Issued
The Keds Corp	Shoe Sole	D434,549	12/5/2000	Issued
	Shoe Sole	D348,558	7/12/1994	Issued
Sperry Top-Sider, Inc.	Shoe Sole	D354,388	1/17/1995	Issued
Sperry Top-Sider, Inc.	Slip Resistant Sole	D356,885	4/4/1995	Issued
	Shoes and Shoe			
	Outsoles for Wet			
SRL, Inc.	Surfaces	6,076,283	6/20/2000	Issued
SRL, Inc.	Shoe Sole	D468,894	1/21/2003	Issued
A	Sole Bottom and	1		
The Keds Corp.	Periphery	D350,430	9/13/1994	Issued

B. PATENT APPLICATIONS

	Listed Assignee/Owner	Title	App. No.	App. Date	Status
		Brassiere, Brassiere			
118		Components, &			į
111	 	Materials Use		1	
	Hind, a division of Saucony, Inc.	Thereof	10/847,637	5/17/2004	Pending
		Athletic Shoe with			
***		Independent			
1916	Saucony, Inc.	Supports	11/024,079	12/28/2004	Pending
120	Saucony, Inc.	Heel GRID System	11/435,668	5/17/2006	Pending
•	SRL, Inc.	Shoe Sole	29/236,239	8/12/2005	Pending
	SRL, Inc.	Shee Sole	29/236,211	8/12/2005	Pending
	SRL, Inc.	Shoe Sole	29/236,190	8/12/2005	Pending
	SRL, Inc.	Shoe Sole	29/236,196	8/12/2005	Pending
	SRL, Inc.	Shoe Sole	29/236,237	8/12/2005	Pending
	SRL, Inc.	Shoe Sole	29/236,240	8/12/2005	Pending
	SRL, Inc.	Shoe Sole	29/236,236	8/12/2005	Pending
		Shoe with Animated			
150		Electro-			ĺ
128		Luminescent			
	SRL, Inc.	Display	11/371,203	3/7/2006	Pending
39	>	Shoes	11/234,465	9/23/2005	Pending
- 1		Scented Shoe and			1
	* * * * * * * * * * * * * * * * * * *	Shoe Packaging			
150	SRL, Inc.	System	11/401,644	4/11/2006	Pending



C. PATENT LICENSES

None.

CHI:1958446.1

PATENT SECURITY AGREEMENT

PATENT SECURITY AGREEMENT, dated as of August 17, 2007, by each of the entities listed on the signature pages hereof or that becomes a party hereto pursuant to Section 7.10 (Additional Grantors) of the Security Agreement referred to below (each a "Grantor" and, collectively, the "Grantors"), in favor of Wells Fargo Retail Finance, LLC ("WFRF"), as agent for the Secured Parties (as defined in the Security Agreement referred to below) (in such capacity, the "Administrative Agent").

WITNESSETH:

WHEREAS, pursuant to the Amended and Restated Loan and Guaranty Agreement, dated as of August 17, 2007 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), among COLLECTIVE BRANDS FINANCE, INC. (the "Borrower"), the Guarantors party thereto, the Lenders party thereto and WFRF, as agent for the Lenders, the Lenders have severally agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantors other than the Borrower are Guarantors under the Loan Agreement, whereby they have guaranteed the Obligations of the Borrower; and

WHEREAS, all the Grantors are party to a Pledge and Security Agreement of even date herewith in favor of the Administrative Agent (the "Security Agreement") pursuant to which the Grantors are required to execute and deliver this Patent Security Agreement;

Now, Therefore, in consideration of the premises and to induce the Lenders and the Administrative Agent to enter into the Loan Agreement and to induce the Lenders to make their respective extensions of credit to the Borrower thereunder, each Grantor hereby agrees with the Administrative Agent as follows:

Section I. Defined Terms

Unless otherwise defined herein, terms defined in the Loan Agreement or in the Security Agreement and used herein have the meaning given to them in the Loan Agreement or the Security Agreement.

Section 2. Grant of Security Interest in Patent Collateral

Each Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations of such Grantor, hereby mortgages, pledges and hypothecates to the Administrative Agent for the benefit of the Secured Parties, and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "Patent Collateral"):

- (a) all of its Patents and Patent Licenses to which it is a party, including, without limitation, those referred to on *Schedule I* hereto:
 - (b) all reissues, continuations or continuations-in-part of the foregoing; and

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(c) all Proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement of any Patent or any Patent licensed under any Patent License.

Section 3. Security Agreement

The security interest granted pursuant to this Patent Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Patent 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 PAGES FOLLOW]

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CHI:1958446,1

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

> PAYLESS SHOESOURCE, INC., a Missouri corporation,

as Granton

Name: Michael J. Massey Title: Senior Vice President

PAYLESS SHOESOURCE WORLDWIDE, ...

INC.,

as Grantos

Name; Michael J. Massey Title: Senior Vice President

SAN JOSE ACQUISITION CORP.,

as Granto

By:

Name: Harold J. Herman, II

Title: Secretary

SAUCONY, INC.,

as Grantor

By:

Name: Michael J. Massey Title: Vice President

(SIGNATURE PAGE TO PATENT SECURITY AGREEMENT)

SRL, INC., as Grantor

Title: Vice President

THE KEDS CORPORATION,

as Grantor

Name: Ullrich E. Porzig

Title: Vice President

SPERRY TOP-SIDER, INC.,

as Grantor

By: Murch Eka Name: Ullrich E. Porzig Title: Vice President

(SIGNATURE PAGE TO PATENT SECURITY AGREEMENT)

ACCEPTED AND AGREED as of the date first above written:

WELLS FARGO RETAIL FINANCE, LLC,

as Administratife Agent

Name: Jennifer Cann Title: Senior Vice President

[SIGNATURE PAGE TO PATTNY SECURITY ACREEMENT]

SCHEDULE I TO PATENT SECURITY AGREEMENT

Patent Registrations

INCLUDE ONLY U.S. REGISTERED INTELLECTUAL PROPERTY

A. REGISTERED PATENTS

Title	Serial No./ Patent No.	Assignee
Apparatus And Method For Tracking Inventory	08/711,421	Payless ShoeSource, Inc.
of Multiple Goods In Multiple Shipping Cartons		a Lynam shoosseries, his.
Outsole Contour	29/042,175	Payless ShoeSource, Inc.
	D395,336	
Outsole Bottom	29/041,203	Payless ShoeSource, Inc.
	D399,644	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Outsole Patent	29/041,238	Payless ShoeSource, Inc.
	D395,342	
Label Dispensing Device	09/128,566	Payless ShoeSource, Inc.
	6,227,406	
Packing Station	09/123,619	Payless ShoeSource, Inc.
	6,094,885	-
Insole Insert For Footwear	09/061,924	Payless ShoeSource, Inc.
	6,131,311	
Apparatus and Method for Tracking Inventory	09/136,321	Payless ShoeSource, Inc.
of Multiple Goods in Multiple Shipping Cartons	5,900,610	, , ,
Shoe Upper	29/081,847	Payless ShoeSource, Inc.
	D408,124	-
Child's Boot With Reflective Stripe	09/034,692	Payless ShoeSource, Inc.
	6,026,598	ļ -
Footwear Outsole Having Arcuate Inner-	09/113,780	Payless ShoeSource, Inc.
Structure	6,321,468	,
Shoe Outsole	29/095,388	Payless ShoeSource, Inc.
	D416,669	
Boot (As Amended)	29/084,465	Payless ShoeSource, Inc.
	D442,356	· ·
System and Method for Performance Support	09/565,939	Payless ShoeSource, Inc.
	6,539,269	
Shoe Insole	29/143,487	Payless ShoeSource, Inc.
	D456,983	,
Portion of Shoe Sole	29/149,801	Payless ShoeSource, Inc.
	D468,079	, ·
Portion of Shoe Upper	29/148,613	Payless ShocSource, Inc.
	D462,161	,
Shoe Box	29/209,796	Payless ShoeSource, Inc.
	D515,810	, "
Flex Sole	09/373,122	Payless ShoeSource, Inc.
	6,367,172	, , , , , , , , , , , , , , , , , , , ,

CHI:1958446.1

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Title	Serial No./ Patent No.	Assignee
Flex Sole	09/347,051- 6,408,544	Payless ShoeSource, Inc.
Apparatus and Method For Tracking Inventory Of Multiple Goods In Multiple Shipping Cartons	08/924,178 5,783,810	Payless ShoeSource Worldwide, Inc.
Convertible Shoebox With Multiple Configurations	11/074,457	Payless ShoeSource Worldwide, Inc.
Shoebox	29/236,763 D542,647	Payless ShoeSource Worldwide, Inc.
System and Method for Making Footwear with Injected Color	11/393,458	Payless ShocSource Worldwide, Inc.
System and Method for Printing a Pattern on Footwear	11/393,455	Payless ShoeSource Worldwide, Inc.
Shoc with Printed Pattern Design	29/257,209	Payless ShoeSource Worldwide, Inc.
Shoe with Injected Pattern Design	29/257,189	Payless ShoeSource Worldwide, Inc.
Supportive Elastic Insert For a Shoe	29/267,417	Payless ShoeSource Worldwide, Inc.
Supportive Insert For a Shoe	29/267,421	Payless ShoeSource Worldwide, Inc.
Supportive Shoe Insert Member	29/267,416	Payless ShoeSource Worldwide, Inc.
Supportive Outsole for a Shoe	29/267,418	Payless ShoeSource Worldwide, Inc.

Listed Assignee/Owner	Title	Patent No.	Issue Date	Status
Hyde Athletic Industries, Inc. (now				
Saucony, Inc.)	Cycling Short	D360516.	7/25/1995	Issued
Hyde Athletic Industries, Inc. (now				
Saucony, Inc.)	Insole Construction	4,879,821	11/14/1989	Issued
Hyde Athletic Industries, Inc. (now				
Saucony, Inc.)	Insole Design	D311269	10/16/1990	Issued
Hyde Athletic Industries, Inc. (now	Sweet Spot Sole			
Saucony, Inc.)	Construction	5,070,629	12/10/1991	Issued
Hyde Athletic Industries, Inc. (now				
Saucony, Inc.)	Sole Construction	5,402,588	4/4/1995	Issued
	Stabilizing Grid			
	Wedge System for			ļ
	Providing Motion			ŀ
Hyde Athletic Industries, Inc. (now	Control and	:		
Saucony, Inc.)	Cushioning	5,561,920	10/8/1996	Issued
Hyde Athletic Industries, Inc. (now	V-Grid Shoe			
Saucony, Inc.)	Stabilizer	5,595,002	1/21/1997	Issued
Hyde Athletic Industries, Inc. (now	Shoe Energy Return			1
Saucony, Inc.)	Construction	5,729,917	3/24/1998	Issued
Hyde Athletic Industries, Inc. (now	Shoe Construction	5,860,226	1/19/1999	Issued

CHI:1958446.1

Saucony, In-	2.)				-T
		Combination		-	
Hyde Athlet	ic Industries, Inc. (now	Midsole Stabilizer			
Saucony, In-		& Enhancer	5,852,886	12/29/1998	Issued
		Combination			100000
Hyde Athlet	ic Industries, Inc. (new	Midsole Stabilizer			
Saucony, In-	z.)	& Enhancer	5.974,695	11/2/1999	Issued
		GRID Midsole	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		13,500.0
Saucony, In-	Σ.	Insert	7,207,125	11/26/2003	Issued
SRL, Inc.		Slide Whistle	D365,854	1/2/1996	Issued
SRL, Inc.		Element For a Shoe		1,2,1,0	133200
		Upper	D366,561	1/30/1996	Issued
SRL, Inc.		Toy Flashlight	D367,087	2/13/1996	Issued
SRL, Inc.		Shoe Design	D367,161	2/20/1996	Issued
SRL, Inc.		Shoe	D367,162	2/20/1996	Issued
SRL, Inc.		Shoe Design	D367,952	3/19/1996	Issued
		Compass	D371,746	7/16/1996	Issued
SRL, Inc.		Shoe Sole	D372574	8/13/1996	Issued
SRL, Inc.		Combined Toy	2312317	0/13/1990	issued
,		Mirror and			
		Magnifier	D372,746	8/13/1996	Issued
SRL, Inc.		Combined Toy	10072,740	0/13/1770	188000
,		Light and Sound			
1		Flasher	D372,747	8/13/1996	Issued
SRL, Inc.		Fluid-filled	D\$12,741	0/13/1990	Issued
,,		Decorative Element			1
		for a Child's Shoe	D392,790	3/31/1998	Issued
SRL, Inc.		Fluid-filled	2372,170	3/31/(990	133001
, ,		Decorative Element			
		for a Child's Shoe	D392,791	3/31/1998	Issued
		Element for a Shoe		3/31/1990	133464
SRL, Inc.		Upper	D394,140	5/12/1998	Issued
		Fluid-filled		3/12/1770	133000
		Decorative Element			ŀ
SRL, Inc.		for a Child's Shoe	D394,744	6/2/1998	Issued
		Fluid-filled	20,1,1,1	0,271770	133000
		Decorative Element]		
SRL, Inc.		for a Child's Shoe	D396,548	8/4/1998	Issued
SRL, Inc.		Shoe	D396,946	8/18/1998	Issued
SRL, Inc.	7.00.00	Fabric	D398,780	9/29/1998	Issued
		Surface Pattern for	2320,100	3723/1770	Tasucu
SRL, Inc.		Leather Fabric	D401,072	11/17/1998	Issued
SRL, Inc.		Fabric	D401,422	11/24/1998	Issued
SRL, Inc.	***************************************	Shoe Sole	D401,742	12/1/1998	Issued
SRL, Inc.		Shoe	D402,792	12/22/1998	Issued
SRL, Inc.	— w-w	Shoe	D402,793	12/22/1998	Issued
SRL, Inc.		Shoe Sole Design	D403,143	12/29/1998	Issued
SRL, Inc.		Shoe	D403,494	1/5/1999	Issued
SRL, Inc.		Glitz Stone Casing	D404,337	1/19/1999	Issued
SRL, Inc.		Shoe	D405,241	2/9/1999	
SRL, Inc.		Shoe	D405,241	2/9/1999	Issued
SRL, Inc.		Shoe Outsole		12/10/1999	Issued
		1 OTTO CHROTE	7,225,564	1 12/10/199 9	Issued

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	100				
	SRL, Inc.	Shoe Sole	D429,408	8/15/2000	Issued
	SRL, Inc.	Shoe Sole Element	D429,409	8/15/2000	Issued
	SRL, Inc.	Shoe Sole	D429,411	8/15/2000	Issued
	SRL, Inc.	Shoe Sole	D429,554	8/22/2000	Issued
	SRL, Inc.	Shoe Sole	D430,967	9/19/2000	Issued
	SRL, Inc.	Shoe Sole	D458,441	6/11/2002	Issued
	SRL, Inc.	Shoe Sole	D473,697	4/29/2003	Issued
	SRL, Inc.	Shoe Outsole	7,000,334	2/21/2006	Issued
3U	The Stride Rite Corp	Shoe Insole	D350,432	9/13/1994	Issued
,,	The Keds Corp	Shoe Sole Bottom	D340,797	11/2/1993	Issued
		Shoe	D352,383	11/15/1994	Issued
	The Keds Corp	Shoe Sole	D356,438	3/21/1995	Issued
	The Keds Corp	Shoe Stitching	D359,160	6/13/1995	Issued
	The Keds Corp	Shoe Stiching	D359,842	7/4/1995	Issued
	The Keds Corp	Shoe	D360,064	7/11/1995	Issued
	The Keds Corp	Shoe Sticking	D360,066	7/11/1995	Issued
		Decorative			
		Arrangement for a			
	The Keds Corp	Child's Shoe	D367,159	2/20/1996	Issued
	The Keds Corp	Fabric Shoe	D367,160	2/20/1996	Issued
		Decorative			
SIU.	The W-1- C	Arrangement for a			
2(0)	The Keds Corp	Child's Shoe	D367,352	2/27/1996	Issued
:	The Keds Corp	Shoe Sole	D368,794	4/16/1996	Issued
	The Keds Corp	Shoe Sole	D368,796	4/16/1996	Issued
	The Keds Corp The Keds Corp	Shoe Sole	D369,234	4/30/1996	Issued
	The Keds Corp	Shoe Sticking	D369,461	5/7/1996	Issued
	The Keas Corp	Shoe Stiching	D370,774	6/18/1996	Issued
	The Keds Corp	Combined Shoe	too.go 450	2/12/122	
	The Keds Corp	Sole and Periphery Fabric Shoe	D373,457	9/10/1996	Issued
	The Keds Corp	Shoe Sole	D376,470	12/17/1996	Issued
	The Reds Colp	Decorative	D377,411	1/21/1997	Issued
		Arrangement for a			
	The Keds Corp	Child's Shoe	D381,192	7/27/1007	,
		Decorative	10361,192	7/22/1997	Issued
		Arrangement for a			
100	The Keds Corp	Child's Shoe	D381,491	7/29/1997	Issued
, -		Decorative	1 2301,171	11 29 () 9 1	192060
		Arrangement for a			
	The Keds Corp	Child's Shoe	D382,096	8/12/1997	Issued
	5444.	Decroative Pattern			I I I I I I I I I I I I I I I I I I I
	The Keds Corp	for a Child's Shoe	D382,990	9/2/1997	Issued
		Decroative Jewel			
	The Keds Corp	Cluster	D383,085	9/2/1997	Issued
		Decorative			
		Arrangement for a			
	The Keds Corp	Child's Shoe	D384,806	10/14/1997	Issued
i		Surface			
	and to be	ornamentation for a			
_	The Keds Corp	Child's Shoe	D387,544	12/16/1997	Issued
100	The Keds Corp	Shoe Sole	D390,351	2/10/1998	Issued

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The Keds Corp	Fabric Shoe Upper	D391,049	2/24/1998	Issued
	Decorative			100000
	Arrangement for a			
The Keds Corp	Child's Shoe	D396,739	8/11/1998	Issued
	Four-Stripe Side			
The Keds Corp	Design for a Shoe	D409,366	5/11/1999	Issued
The Keds Corp	Shoe Sole	D417,943	12/28/1999	Issued
The Keds Corp	Shoe Sole	D434,549	12/5/2000	Issued
	Shoe Sole	D348,558	7/12/1994	Issued
Sperry Top-Sider, Inc.	Shoe Sole	D354,388	1/17/1995	Issued
Sperry Top-Sider, Inc.	Slip Resistant Sole	D356,885	4/4/1995	Issued
	Shoes and Shoe			
	Outsoles for Wet	1		
SRL, Inc.	Surfaces	6,076,283	6/20/2000	Issued
SRL, Inc.	Shoe Sole	D468,894	1/21/2003	Issued
	Sole Bottom and			
The Keds Corp.	Periphery	D350,430	9/13/1994	Issued

B. PATENT APPLICATIONS

	Listed Assignee/Owner	Title	App. No.	App. Date	Status
į		Brassiere, Brassiere			
E.		Components, &			1
\D		Materials Use			
	Hind, a division of Saucony, Inc.	Thereof	10/847,637	5/17/2004	Pending
		Athletic Shoe with			
		Independent		ļ	
bg	Saucony, Inc.	Supports	11/024,079	12/28/2004	Pending
C.r.	Saucony, Inc.	Heel GRID System	11/435,668	5/17/2006	Pending
	SRL, Inc.	Shoe Sole	29/236,239	8/12/2005	Pending
	SRL, Inc.	Shoe Sole	29/236,211	8/12/2005	Pending
	SRL, Inc.	Shoe Sole	29/236,190	8/12/2005	Pending
	SRL, Inc.	Shoe Sole	29/236,196	8/12/2005	Pending
	SRL, Inc.	Shoe Sole	29/236,237	8/12/2005	Pending
	SRL, Inc.	Shoe Sole	29/236,240	8/12/2005	Pending
	SRL, Inc.	Shee Sole	29/236,236	8/12/2005	Pending
		Shoe with Animated			1
23		Electro-			Į
<i>-</i> ⊘		Luminescent	h		ľ
	SRL, Inc.	Display	11/371,203	3/7/2006	Pending
9 -	>	Shoes	11/234,465	9/23/2005	Pending
` 		Scented Shoe and			
		Shoe Packaging			
50 [SRL, Inc.	System	11/401,644	4/11/2006	Pending

C. PATENT LICENSES

None.

CHI:1958446,1

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Continuation Item 1

Payless ShoeSource Worldwide, Inc. a Kansas Corporation

Saucony, Inc. a Massachusetts Corporation

SRL, Inc. a Delaware Corporation

RECORDED: 10/27/2009

The Keds Corporation a Massachusetts Corporation

Sperry Top - Sider, Inc. a Massachusetts Corporation

San Jose Acquisition Corp. a Massachusetts Corporation