

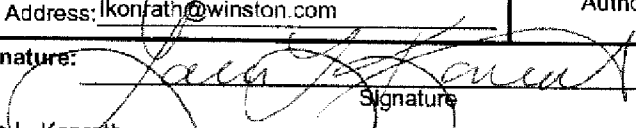
Form PTO-1595 (Rev. 03-09)
OMB No. 0651-0027 (exp. 03/31/2009)

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

RECORDATION FORM COVER SHEET
PATENTS ONLY

8009-4 ^{copy}

To the Director of the U.S. Patent and Trademark Office; Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies) PAYLESS ShoeSource, Inc. Additional name(s) of conveying party(ies) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		2. Name and address of receiving party(ies) Name: Wells Fargo Retail Finance, LLC, as agent Internal Address: _____ Street Address: 1 Boston Place City: Boston State: MA Country: USA Zip: 02108 Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3. Nature of conveyance/Execution Date(s): Execution Date(s) August 17, 2007 <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Joint Research Agreement <input type="checkbox"/> Government Interest Assignment <input type="checkbox"/> Executive Order 9424, Confirmatory License <input checked="" type="checkbox"/> Other <u>Correction of Patent Number on Reel 020083/0830; delete serial</u>		4. Application or patent number(s): <input type="checkbox"/> This document is being filed together with a new application. A. Patent Application No.(s) # 10/847,639 insert # 10/847,637 B. Patent No.(s) Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
5. Name and address to whom correspondence concerning document should be mailed: Name: Laura L. Konrath Internal Address: Winston & Strawn LLP Street Address: 35 W. Wacker Drive City: Chicago State: IL Zip: 60601 Phone Number: 312-558-6352 Fax Number: 312-558-5700 Email Address: lkonrath@winston.com		6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 1.21(h) & 3.41) \$40.00 <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed <input type="checkbox"/> None required (government interest not affecting title)	
9. Signature:  Signature Date: 10/26/09 Name of Person Signing: Laura L. Konrath		8. Payment Information Deposit Account Number 232428 Authorized User Name Laura Konrath Total number of pages including cover sheet, attachments, and documents: <input type="checkbox"/>	

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

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Form PTO-1595 (Rev. 03/05)
CMB No. 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET PATENTS ONLY

2009-4

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)
Payless ShoeSource, Inc.
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Wells Fargo Retail Finance, LLC
Internal Address: _____

3. Nature of conveyance/Execution Date(s):
Execution Date(s) August 17, 2007
 Assignment Merger
 Security Agreement Change of Name
 Joint Research Agreement
 Government Interest Assignment
 Executive Order 9424, Confirmatory License
 Other

Street Address: One Boston Place
City: Boston
State: MA
Country: USA Zip: 02108


4. Application or patent number(s):
A. Patent Application No. (s)
Additional numbers attached? Yes No

This document is being filed together with a new application.
B. Patent No. (s)

5. Name and address to whom correspondence concerning document should be mailed:
Name: Laura Konrath
Internal Address: Winston & Strawn LLP
Street Address: 35 W. Wacker Dr.
City: Chicago
State: IL Zip: 60601
Phone Number: 312-558-6352
Fax Number: 312-558-5700
Email Address: lkonrath@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
Authorized User Name Laura Konrath

9. Signature:

Signature _____ Date 11/17/07
Name of Person Signing Laura Konrath
Total number of pages including cover sheet, attachments and documents: _____

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, V.A. 22313-1450

Continuation
Item 4

**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 of Multiple Goods In Multiple Shipping Cartons	08/711,421 5,793,030	Payless ShoeSource, Inc.
Outsole Contour	29/042,175 D395,336	Payless ShoeSource, Inc.
Outsole Bottom	29/041,203 D399,644	Payless ShoeSource, Inc.
Outsole Patent	29/041,238 D395,342	Payless ShoeSource, Inc.
Label Dispensing Device	09/128,566 6,227,406	Payless ShoeSource, Inc.
Packing Station	09/123,619 6,094,885	Payless ShoeSource, Inc.
Insole Insert For Footwear	09/061,924 6,131,311	Payless ShoeSource, Inc.
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Child's Boot With Reflective Stripe	09/034,692 6,026,598	Payless ShoeSource, Inc.
Footwear Outsole Having Arcuate Inner-Structure	09/113,780 6,321,468	Payless ShoeSource, Inc.
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Shoe Insole	29/143,487 D456,983	Payless ShoeSource, Inc.
Portion of Shoe Sole	29/149,801 D468,079	Payless ShoeSource, Inc.
Portion of Shoe Upper	29/148,613 D462,161	Payless ShoeSource, Inc.
Shoe Box	29/209,796 D515,810	Payless ShoeSource, Inc.
Flex Sole	09/373,122 6,367,172	Payless ShoeSource, Inc.

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**PATENT
REEL: 023445 FRAME: 0713**

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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.
Shoebbox	29/236,763 D542,647	Payless ShoeSource Worldwide, Inc.
System and Method for Making Footwear with Injected Color	11/393,458	Payless ShoeSource Worldwide, Inc.
System and Method for Printing a Pattern on Footwear	11/393,455	Payless ShoeSource Worldwide, 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	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.

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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 Saucony, Inc.)	Sweet Spot Sole Construction	5,070,629	12/10/1991	Issued
Hyde Athletic Industries, Inc. (now Saucony, Inc.)	Sole Construction	5,402,588	4/4/1995	Issued
Hyde Athletic Industries, Inc. (now Saucony, Inc.)	Stabilizing Grid Wedge System for Providing Motion Control and Cushioning	5,561,920	10/8/1996	Issued
Hyde Athletic Industries, Inc. (now Saucony, Inc.)	V-Grid Shoe Stabilizer	5,595,002	1/21/1997	Issued
Hyde Athletic Industries, Inc. (now Saucony, Inc.)	Shoe Energy Return Construction	5,729,917	3/24/1998	Issued
Hyde Athletic Industries, Inc. (now Saucony, Inc.)	Shoe Construction	5,860,226	1/19/1999	Issued

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Saucony, Inc.)				
Hyde Athletic Industries, Inc. (now Saucony, Inc.)	Combination Midsole Stabilizer & Enhancer	5,852,886	12/29/1998	Issued
Hyde Athletic Industries, Inc. (now Saucony, Inc.)	Combination Midsole Stabilizer & Enhancer	5,974,695	11/2/1999	Issued
Saucony, Inc.	GRID Midsole Insert	7,207,125	11/26/2003	Issued
SRL, Inc.	Slide Whistle	D365,854	1/2/1996	Issued
SRL, Inc.	Element For a Shoe 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
50 SRL, Inc.	Compass	D371,746	7/16/1996	Issued
SRL, Inc.	Shoe Sole	D372,574	8/13/1996	Issued
SRL, Inc.	Combined Toy Mirror and Magnifier	D372,746	8/13/1996	Issued
SRL, Inc.	Combined Toy Light and Sound Flasher	D372,747	8/13/1996	Issued
SRL, Inc.	Fluid-filled Decorative Element for a Child's Shoe	D392,790	3/31/1998	Issued
SRL, Inc.	Fluid-filled Decorative Element for a Child's Shoe	D392,791	3/31/1998	Issued
SRL, Inc.	Element for a Shoe Upper	D394,140	5/12/1998	Issued
SRL, Inc.	Fluid-filled Decorative Element for a Child's Shoe	D394,744	6/2/1998	Issued
SRL, Inc.	Fluid-filled Decorative Element for a Child's Shoe	D396,548	8/4/1998	Issued
SRL, Inc.	Shoe	D396,946	8/18/1998	Issued
60 SRL, Inc.	Fabric	D398,780	9/29/1998	Issued
SRL, Inc.	Surface Pattern for 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.	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	Issued
70 SRL, Inc.	Shoe	D405,242	2/9/1999	Issued
71 SRL, Inc.	Shoe Outsole	7,225,564	12/10/1999	Issued

CHI:1958446.1

	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
80	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 Stiching	D360,066	7/11/1995	Issued
		Decorative Arrangement for a Child's Shoe			
	The Keds Corp		D367,159	2/20/1996	Issued
	The Keds Corp	Fabric Shoe	D367,160	2/20/1996	Issued
90		Decorative Arrangement for a Child's Shoe			
	The Keds Corp		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	Shoe Sole	D369,234	4/30/1996	Issued
	The Keds Corp	Shoe Stiching	D369,461	5/7/1996	Issued
	The Keds Corp	Shoe Stiching	D370,774	6/18/1996	Issued
		Combined Shoe Sole and Periphery			
	The Keds Corp		D373,457	9/10/1996	Issued
	The Keds Corp	Fabric Shoe	D376,470	12/17/1996	Issued
	The Keds Corp	Shoe Sole	D377,411	1/21/1997	Issued
		Decorative Arrangement for a Child's Shoe			
	The Keds Corp		D381,192	7/22/1997	Issued
100		Decorative Arrangement for a Child's Shoe			
	The Keds Corp		D381,491	7/29/1997	Issued
		Decorative Arrangement for a Child's Shoe			
	The Keds Corp		D382,096	8/12/1997	Issued
		Decroative Pattern for a Child's Shoe			
	The Keds Corp		D382,990	9/2/1997	Issued
		Decroative Jewel Cluster			
	The Keds Corp		D383,085	9/2/1997	Issued
		Decorative Arrangement for a Child's Shoe			
	The Keds Corp		D384,806	10/14/1997	Issued
		Surface ornamentation for a Child's Shoe			
	The Keds Corp		D387,544	12/16/1997	Issued
106	The Keds Corp	Shoe Sole	D390,351	2/10/1998	Issued

CHI:1958446.1

	The Keds Corp	Fabric Shoe Upper	D391,049	2/24/1998	Issued
	The Keds Corp	Decorative Arrangement for a Child's Shoe	D396,739	8/11/1998	Issued
110	The Keds Corp	Four-Stripe Side 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
	SRL, Inc.	Shoes and Shoe Outsoles for Wet Surfaces	6,076,283	6/20/2000	Issued
	SRL, Inc.	Shoe Sole	D468,894	1/21/2003	Issued
117	The Keds Corp.	Sole Bottom and Periphery	D350,430	9/13/1994	Issued

B. PATENT APPLICATIONS

	Listed Assignee/Owner	Title	App. No.	App. Date	Status
118	Hind, a division of Saucony, Inc.	Brassiere, Brassiere Components, & Materials Use Thereof	10/847,637	5/17/2004	Pending
119	Saucony, Inc.	Athletic Shoe with Independent 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.	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.	Shoe Sole	29/236,236	8/12/2005	Pending
128	SRL, Inc.	Shoe with Animated Electro-Luminescent Display	11/371,203	3/7/2006	Pending
129		Shoes	11/234,465	9/23/2005	Pending
130	SRL, Inc.	Scented Shoe and Shoe Packaging System	11/401,644	4/11/2006	Pending

C. PATENT LICENSES

None.

CHI:1958446.1

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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 1. 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

(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]

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

PAYLESS SHOESOURCE, INC., a Missouri corporation,
as Grantor

By: 
Name: Michael J. Massey
Title: Senior Vice President


PAYLESS SHOESOURCE WORLDWIDE, INC.,
as Grantor

By: 
Name: Michael J. Massey
Title: Senior Vice President

SAN JOSE ACQUISITION CORP.,
as Grantor

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

By: *Ulrich E. Porzig*
Name: Ulrich E. Porzig
Title: Vice President

THE KEDS CORPORATION,
as Grantor

By: *Ulrich E. Porzig*
Name: Ulrich E. Porzig
Title: Vice President

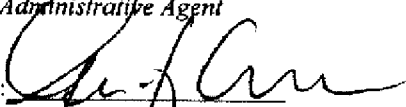
SPERRY TOP-SIDER, INC.,
as Grantor

By: *Ulrich E. Porzig*
Name: Ulrich 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 Administrative Agent

By: 
Name: Jennifer Carr
Title: Senior Vice President

[SIGNATURE PAGE TO PATENT SECURITY AGREEMENT]

**SCHEDULE I
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PATENT SECURITY AGREEMENT**

Patent Registrations

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Flex Sole	09/373,122 6,367,172	Payless ShoeSource, Inc.

CHI:1958446.1

**PATENT
REEL: 023445 FRAME: 0723**

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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 Shoobox With Multiple Configurations	11/074,457	Payless ShoeSource Worldwide, Inc.
Shoobox	29/236,763-1,052,647	Payless ShoeSource Worldwide, Inc.
System and Method for Making Footwear with Injected Color	11/393,458	Payless ShoeSource Worldwide, Inc.
System and Method for Printing a Pattern on Footwear	11/393,455	Payless ShoeSource Worldwide, Inc.
Shoe with Printed Pattern Design	29/257,209	Payless ShoeSource Worldwide, Inc.
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Supportive Insert For a Shoe	29/267,421	Payless ShoeSource Worldwide, Inc.
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Hyde Athletic Industries, Inc. (now Saucony, Inc.)	Sole Construction	5,402,588	4/4/1995	Issued
Hyde Athletic Industries, Inc. (now Saucony, Inc.)	Stabilizing Grid Wedge System for Providing Motion Control and Cushioning	5,561,920	10/8/1996	Issued
Hyde Athletic Industries, Inc. (now Saucony, Inc.)	V-Grid Shoe Stabilizer	5,595,002	1/21/1997	Issued
Hyde Athletic Industries, Inc. (now Saucony, Inc.)	Shoe Energy Return Construction	5,729,917	3/24/1998	Issued
Hyde Athletic Industries, Inc. (now Saucony, Inc.)	Shoe Construction	5,860,226	1/19/1999	Issued

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Saucony, Inc.)				
Hyde Athletic Industries, Inc. (now Saucony, Inc.)	Combination Midsole Stabilizer & Enhancer	5,852,886	12/29/1998	Issued
Hyde Athletic Industries, Inc. (now Saucony, Inc.)	Combination Midsole Stabilizer & Enhancer	5,974,695	11/2/1999	Issued
Saucony, Inc.	GRID Midsole Insert	7,207,125	11/26/2003	Issued
SRL, Inc.	Slide Whistle	D365,854	1/2/1996	Issued
SRL, Inc.	Element For a Shoe 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
50 SRL, Inc.	Compass	D371,746	7/16/1996	Issued
SRL, Inc.	Shoe Sole	D372574	8/13/1996	Issued
SRL, Inc.	Combined Toy Mirror and Magnifier	D372,746	8/13/1996	Issued
SRL, Inc.	Combined Toy Light and Sound Flasher	D372,747	8/13/1996	Issued
SRL, Inc.	Fluid-filled Decorative Element for a Child's Shoe	D392,790	3/31/1998	Issued
SRL, Inc.	Fluid-filled Decorative Element for a Child's Shoe	D392,791	3/31/1998	Issued
SRL, Inc.	Element for a Shoe Upper	D394,140	5/12/1998	Issued
SRL, Inc.	Fluid-filled Decorative Element for a Child's Shoe	D394,744	6/2/1998	Issued
SRL, Inc.	Fluid-filled Decorative Element for a Child's Shoe	D396,548	8/4/1998	Issued
SRL, Inc.	Shoe	D396,946	8/18/1998	Issued
60 SRL, Inc.	Fabric	D398,780	9/29/1998	Issued
SRL, Inc.	Surface Pattern for 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.	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	Issued
70 SRL, Inc.	Shoe	D405,242	2/9/1999	Issued
71 SRL, Inc.	Shoe Outsole	7,225,564	12/10/1999	Issued

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	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
30	SRL, Inc.	Shoe Outsole	7,000,334	2/21/2006	Issued
	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 Stching	D359,842	7/4/1995	Issued
	The Keds Corp	Shoe	D360,064	7/11/1995	Issued
	The Keds Corp	Shoe Stching	D360,066	7/11/1995	Issued
		Decorative Arrangement for a Child's Shoe			
	The Keds Corp		D367,159	2/20/1996	Issued
	The Keds Corp	Fabric Shoe	D367,160	2/20/1996	Issued
90		Decorative Arrangement for a Child's Shoe			
	The Keds Corp		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	Shoe Sole	D369,234	4/30/1996	Issued
	The Keds Corp	Shoe Stching	D369,461	5/7/1996	Issued
	The Keds Corp	Shoe Stching	D370,774	6/18/1996	Issued
		Combined Shoe Sole and Periphery			
	The Keds Corp		D373,457	9/10/1996	Issued
	The Keds Corp	Fabric Shoe	D376,470	12/17/1996	Issued
	The Keds Corp	Shoe Sole	D377,411	1/21/1997	Issued
		Decorative Arrangement for a Child's Shoe			
	The Keds Corp		D381,192	7/22/1997	Issued
		Decorative Arrangement for a Child's Shoe			
100	The Keds Corp		D381,491	7/29/1997	Issued
		Decorative Arrangement for a Child's Shoe			
	The Keds Corp		D382,096	8/12/1997	Issued
		Decroative Pattern for a Child's Shoe			
	The Keds Corp		D382,990	9/2/1997	Issued
		Decroative Jewel Cluster			
	The Keds Corp		D383,085	9/2/1997	Issued
		Decorative Arrangement for a Child's Shoe			
	The Keds Corp		D384,806	10/14/1997	Issued
		Surface ornamentation for a Child's Shoe			
	The Keds Corp		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 Arrangement for a Child's Shoe			
	The Keds Corp		D396,739	8/11/1998	Issued
	The Keds Corp	Four-Stripe Side Design for a Shoe	D409,366	5/11/1999	Issued
10	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 Surfaces			
	SRL, Inc.		6,076,283	6/20/2000	Issued
	SRL, Inc.	Shoe Sole	D468,894	1/21/2003	Issued
17	The Keds Corp.	Sole Bottom and Periphery	D350,430	9/13/1994	Issued

B. PATENT APPLICATIONS

	Listed Assignee/Owner	Title	App. No.	App. Date	Status
118	Hind, a division of Saucony, Inc.	Brassiere, Brassiere Components, & Materials Use Thereof	10/847,637	5/17/2004	Pending
119	Saucony, Inc.	Athletic Shoe with Independent 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.	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.	Shoe Sole	29/236,236	8/12/2005	Pending
128	SRL, Inc.	Shoe with Animated Electro-Luminescent Display	11/371,203	3/7/2006	Pending
130		Shoes	11/234,465	9/23/2005	Pending
130	SRL, Inc.	Scented Shoe and Shoe Packaging System	11/401,644	4/11/2006	Pending

C. PATENT LICENSES

None.

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Continuation Item 1

Payless ShoeSource Worldwide, Inc. a Kansas Corporation

Saucony, Inc. a Massachusetts Corporation

SRL, Inc. a Delaware Corporation

The Keds Corporation a Massachusetts Corporation

Sperry Top - Sider, Inc. a Massachusetts Corporation

San Jose Acquisition Corp. a Massachusetts Corporation