

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

EPAS ID: PAT4544598

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST
<b>SEQUENCE:</b>	2

**CONVEYING PARTY DATA**

Name	Execution Date
PAYLESS INC.	08/10/2017
PAYLESS FINANCE, INC.	08/10/2017
PAYLESS SHOESOURCE DISTRIBUTION, INC.	08/10/2017
PAYLESS SHOESOURCE, INC.	08/10/2017
WBG - PSS HOLDINGS LLC	08/10/2017
CLINCH, LLC	08/10/2017
COLLECTIVE BRAND SERVICES, INC.	08/10/2017
COLLECTIVE LICENSING INTERNATIONAL, LLC	08/10/2017
COLLECTIVE LICENSING, LP	08/10/2017
PAYLESS COLLECTIVE GP, LLC	08/10/2017
PSS DELAWARE COMPANY 4, INC.	08/10/2017
COLLECTIVE BRANDS FRANCHISING SERVICES, LLC	08/10/2017
EASTBOROUGH, INC.	08/10/2017
PAYLESS INTERNATIONAL FRANCHISING, LLC	08/10/2017
PAYLESS NYC, INC.	08/10/2017
PAYLESS PURCHASING SERVICES, INC.	08/10/2017
PAYLESS SHOESOURCE MERCHANDISING, INC.	08/10/2017
PAYLESS SHOESOURCE WORLDWIDE, INC.	08/10/2017
SHOE SOURCING, INC.	08/10/2017
PAYLESS GOLD VALUE CO, INC.	08/10/2017
PAYLESS SHOESOURCE OF PUERTO RICO, INC.	08/10/2017
PSS CANADA, INC.	08/10/2017
PAYLESS SHOESOURCE CANADA INC.	08/10/2017
PAYLESS SHOESOURCE CANADA GP INC.	08/10/2017
PAYLESS SHOESOURCE CANADA LP	08/10/2017

**RECEIVING PARTY DATA**

<b>Name:</b>	WELLS FARGO BANK, NATIONAL ASSOCIATION
<b>Street Address:</b>	ONE BOSTON PLACE
<b>Internal Address:</b>	18TH FLOOR

City:	BOSTON
State/Country:	MASSACHUSETTS
Postal Code:	02108

**PROPERTY NUMBERS Total: 44**

Property Type	Number
Patent Number:	6367172
Patent Number:	6408544
Patent Number:	D581138
Patent Number:	D613486
Patent Number:	D613484
Patent Number:	D613485
Patent Number:	D613487
Patent Number:	D613488
Patent Number:	D613045
Patent Number:	D595942
Patent Number:	D645235
Patent Number:	D592846
Patent Number:	D592845
Patent Number:	D592844
Patent Number:	D592843
Patent Number:	D595035
Patent Number:	D515810
Patent Number:	D632468
Patent Number:	D594202
Patent Number:	D639453
Patent Number:	D638139
Patent Number:	D599994
Patent Number:	D588348
Patent Number:	D578284
Patent Number:	D618896
Patent Number:	D542647
Application Number:	13437722
Patent Number:	6026598
Patent Number:	6321468
Patent Number:	6131311
Patent Number:	6227406
Patent Number:	6094885
Patent Number:	D624731

Property Type	Number
Patent Number:	D624289
Patent Number:	7832116
Patent Number:	6539269
Patent Number:	8168257
Patent Number:	D719329
Patent Number:	D729503
Patent Number:	D731761
Patent Number:	D732814
Patent Number:	D747079
Patent Number:	D758706
Patent Number:	D768369

**CORRESPONDENCE DATA**

**Fax Number:** (617)502-5002

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 617-248-5000

**Email:** PatentDocket@choate.com

**Correspondent Name:** CHOATE HALL & STEWART LLP-PATENT DOCKET

**Address Line 1:** TWO INTERNATIONAL PLACE

**Address Line 4:** BOSTON, MASSACHUSETTS 02110

<b>ATTORNEY DOCKET NUMBER:</b>	2009985-0036
<b>NAME OF SUBMITTER:</b>	JOHN J. CAHILL
<b>SIGNATURE:</b>	/John J. Cahill/
<b>DATE SIGNED:</b>	08/10/2017

**Total Attachments: 16**

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- source=2009985\_0036\_Security\_Interest#page16.tif

**GRANT OF SECURITY INTEREST IN PATENTS**

**August 10, 2017**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, the entities listed on Schedule A, each with its principal office as reflected on such Schedule (collectively, the “Grantors”), hereby grant to WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association with offices at One Boston Place, 18<sup>th</sup> Floor, Boston, Massachusetts 02108 (the “Grantee”), a continuing security interest in (i) all of the Grantor’s right, title and interest in, to and under the United States patents and patent applications set forth on Schedule B attached hereto and all of the Grantor’s right, title and interest in, to and under the Canadian patents, industrial designs, patent applications and industrial design applications set forth on Schedule C attached hereto (collectively, the “Patents”), (ii) any and all rights and privileges arising under applicable Law with respect to such Grantor’s use of the Patents, (iii) any and all inventions and improvements described and claimed therein, (iv) any and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, (v) all income, fees, royalties, damages, claims and payments now or hereafter due and/or payable thereunder and with respect thereto including, without limitation, damages and payments for past, present or future infringements thereof, (vi) any and all rights corresponding thereto throughout the world, and (vii) any and all rights to sue for past, present or future infringements thereof.


THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantors, as such term is defined in the Security Agreement by, among others, the Grantors and the Grantee, dated as of August 10, 2017 (as amended, modified, restated and/or supplemented from time to time, the “Security Agreement”). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

GRANTORS:


**PAYLESS INC.,**  
a Delaware corporation

By:   
Name: Michael C. Schwindle  
Title: Senior Vice President and Chief Financial Officer


**PAYLESS FINANCE, INC.,**  
a Nevada corporation

By:   
Name: Michael C. Schwindle  
Title: President


**PAYLESS SHOESOURCE DISTRIBUTION, INC.,**  
a Kansas corporation

By:   
Name: Michael C. Schwindle  
Title: Vice President


**PAYLESS SHOESOURCE, INC.,**  
a Missouri corporation

By:   
Name: Michael C. Schwindle  
Title: Senior Vice President and Chief Financial Officer


**WBG – PSS HOLDINGS LLC,**  
a Delaware limited liability company

By:   
Name: Michael C. Schwindle  
Title: President


**CLINCH, LLC,**  
a Delaware limited liability company

By:   
Name: Michael C. Schwindle  
Title: Chief Executive Officer


**COLLECTIVE BRANDS SERVICES, INC.,**  
a Delaware corporation

By:   
Name: Michael C. Schwindle  
Title: President

**COLLECTIVE LICENSING INTERNATIONAL,  
LLC,** a Delaware limited liability company


By:   
Name: Michael C. Schwindle  
Title: Chief Executive Officer and President

**COLLECTIVE LICENSING, LP,**  
a Delaware limited partnership


By:   
Name: Michael C. Schwindle  
Title: President

**PAYLESS COLLECTIVE GP, LLC,**  
a Delaware limited liability company

By: PAYLESS SHOESOURCE WORLDWIDE, INC.  
Its: Managing Member


By:   
Name: Michael C. Schwindle  
Title: Senior Vice President and Chief Financial  
Officer

**PSS DELAWARE COMPANY 4, INC.,**  
a Delaware corporation

By:   
Name: Michael C. Schwindle  
Title: President

**COLLECTIVE BRANDS FRANCHISING SERVICES, LLC,** a Kansas limited liability company


By: PAYLESS SHOESOURCE WORLDWIDE, INC.  
Its: Managing Member

By:   
Name: Michael C. Schwindle  
Title: Senior Vice President and Chief Financial Officer

**EASTBOROUGH, INC.,**  
a Kansas corporation

By: \_\_\_\_\_  
Name: Robert C. Donohoo  
Title: Vice President

**PAYLESS INTERNATIONAL FRANCHISING, LLC,** a Kansas limited liability company

By:   
Name: Michael C. Schwindle  
Title: Vice President

**PAYLESS NYC, INC.,**  
a Kansas corporation

By: \_\_\_\_\_  
Name: Robert C. Donohoo  
Title: Vice President

**PSS DELAWARE COMPANY 4, INC.,**  
a Delaware corporation

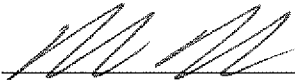
By: \_\_\_\_\_  
Name: Michael C. Schwindle  
Title: President

**COLLECTIVE BRANDS FRANCHISING  
SERVICES, LLC,** a Kansas limited liability company

By: PAYLESS SHOESOURCE WORLDWIDE, INC.  
Its: Managing Member

By: \_\_\_\_\_  
Name: Michael C. Schwindle  
Title: Senior Vice President and Chief Financial  
Officer

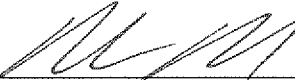
**EASTBOROUGH, INC.,**  
a Kansas corporation

By:  \_\_\_\_\_  
Name: Robert C. Donohoo  
Title: Vice President

**PAYLESS INTERNATIONAL FRANCHISING,  
LLC,** a Kansas limited liability company


By: \_\_\_\_\_  
Name: Michael C. Schwindle  
Title: Vice President

**PAYLESS NYC, INC.,**  
a Kansas corporation


By:  \_\_\_\_\_  
Name: Robert C. Donohoo  
Title: Vice President




**PAYLESS PURCHASING SERVICES, INC.,**  
a Kansas corporation

By:   
Name: Michael C. Schwindle  
Title: President


**PAYLESS SHOESOURCE MERCHANDISING, INC.,** a Kansas corporation

By:   
Name: Michael C. Schwindle  
Title: Senior Vice President and Chief Financial Officer


**PAYLESS SHOESOURCE WORLDWIDE, INC.,**  
a Kansas corporation

By:   
Name: Michael C. Schwindle  
Title: Senior Vice President and Chief Financial Officer


**SHOE SOURCING, INC.,**  
a Kansas corporation

By:   
Name: Michael C. Schwindle  
Title: Chairman and President

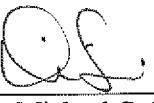
**PAYLESS GOLD VALUE CO, INC.,**  
a Colorado corporation

By:   
Name: Michael C. Schwindle  
Title: President

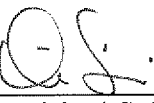
**PAYLESS SHOESOURCE OF PUERTO RICO,  
INC.,** a Puerto Rico corporation

By:   
Name: Michael C. Schwindle  
Title: Chief Executive Officer


**PSS CANADA, INC.,**  
a Kansas corporation

By:   
Name: Michael C. Schwindle  
Title: President

**PAYLESS SHOESOURCE CANADA INC.,**  
a Canadian federal corporation


By:   
Name: Michael C. Schwindle  
Title: Vice President and Treasurer

**PAYLESS SHOESOURCE CANADA GP INC.,**  
a Canadian federal corporation

By:   
Name: Michael C. Schwindle  
Title: Vice President and Treasurer


**PAYLESS SHOESOURCE CANADA LP,**  
an Ontario limited partnership

By: PAYLESS SHOESOURCE CANADA GP INC.,  
its General Partner

By:   
Name: Michael C. Schwindle  
Title: Vice President and Treasurer

GRANTEE:

**WELLS FARGO BANK, NATIONAL  
ASSOCIATION**

By:   
Name: Joseph Burt  
Title: Director

[Signature Page to Grant of Security Interest in Patents]

**PATENT  
REEL: 043258 FRAME: 0563**

**SCHEDULE A**

<b>Grantor</b>	<b>Address of Principal Office</b>
Payless Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless Finance, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless ShoeSource Distribution, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless ShoeSource, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
WBG – PSS Holdings LLC	3231 SE Sixth Avenue, Topeka, Kansas 66607
Clinch, LLC	3231 SE Sixth Avenue, Topeka, Kansas 66607
Collective Brands Services, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Collective Licensing International, LLC	3231 SE Sixth Avenue, Topeka, Kansas 66607
Collective Licensing, LP	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless Collective GP, LLC	3231 SE Sixth Avenue, Topeka, Kansas 66607
PSS Delaware Company 4, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Collective Brands Franchising Services, LLC	3231 SE Sixth Avenue, Topeka, Kansas 66607
Eastborough, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless International Franchising, LLC	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless NYC, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless Purchasing Services, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless ShoeSource Merchandising, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless ShoeSource Worldwide, Inc.	Jayhawk Tower, 700 SW Jackson Street, Suite 202 Topeka, Kansas 66603
Shoe Sourcing, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless Gold Value CO, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless ShoeSource of Puerto Rico, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
PSS Canada, Inc.	3231 SE Sixth Avenue, Topeka, Kansas 66607
Payless ShoeSource Canada Inc.	191 The West Mall Suite 915 Etobicoke Ontario M9C 5K8 Canada
Payless ShoeSource Canada GP Inc.	191 The West Mall Suite 915 Etobicoke Ontario M9C 5K8 Canada
Payless ShoeSource Canada LP	191 The West Mall Suite 915 Etobicoke Ontario M9C 5K8 Canada

**SCHEDULE B**

**United States Patents and Patent Applications**

<b>Title</b>	<b>Application Number</b>	<b>Filing Date</b>	<b>Patent Number</b>	<b>Issue Date</b>	<b>Status</b>	<b>Assignee</b>
FLEX SOLE	9373122	8/12/1999	6367172	4/9/2002	Granted	Payless ShoeSource, Inc.  Payless ShoeSource Worldwide, Inc.
FLEX SOLE	9347051	7/2/1999	6408544	6/25/2002	Granted	Payless ShoeSource, Inc.  Payless ShoeSource Worldwide, Inc.
CLOG	29298579	12/7/2007	D581138	11/25/2008	Granted	Payless ShoeSource Worldwide Inc.
CLOG	29327394	11/5/2008	D613486	4/13/2010	Granted	Payless ShoeSource Worldwide, Inc.
CLOG	29325667	10/3/2008	D613484	4/13/2010	Granted	Payless ShoeSource Worldwide, Inc.
CLOG	29325670	10/3/2008	D613485	4/13/2010	Granted	Payless ShoeSource Worldwide, Inc.
CLOG	29327396	11/5/2008	D613487	4/13/2010	Granted	Payless ShoeSource Worldwide, Inc.
CLOG	29327397	11/5/2008	D613488	4/13/2010	Granted	Payless ShoeSource

Title	Application Number	Filing Date	Patent Number	Issue Date	Status	Assignee
						Worldwide, Inc.
CLOG	29327398	11/5/2008	D613045	4/6/2010	Granted	Payless ShoeSource Worldwide, Inc.
CLOG INSERT	29302398	1/16/2008	D595942	7/14/2009	Granted	Payless ShoeSource Worldwide, Inc.
CLOG WITH DECORATIVE FOXING	29388679	3/31/2011	D645235	9/20/2011	Granted	Payless ShoeSource Worldwide, Inc.
PORTION OF A SHOE UPPER	29302298	1/14/2008	D592846	5/26/2009	Granted	Payless ShoeSource Worldwide, Inc.
PORTION OF A SHOE UPPER	29302297	1/14/2008	D592845	5/26/2009	Granted	Payless ShoeSource Worldwide, Inc.
PORTION OF A SHOE UPPER	29302296	1/14/2008	D592844	5/26/2009	Granted	Payless ShoeSource Worldwide, Inc.
PORTION OF A SHOE UPPER	29302295	1/14/2008	D592843	5/26/2009	Granted	Payless ShoeSource Worldwide, Inc.
PORTION OF A SHOE UPPER	29302294	1/14/2008	D595035	6/30/2009	Granted	Payless ShoeSource Worldwide, Inc.
SHOE BOX	29209796	7/21/2004	D515810	2/28/2006	Granted	Payless ShoeSource Worldwide, Inc.
SHOE INSOLE	29350116	11/11/2009	D632468	2/15/2011	Granted	Payless ShoeSource Worldwide, Inc.
SHOE UPPER	29305176	3/14/2008	D594202	6/16/2009	Granted	Payless ShoeSource Worldwide,

Title	Application Number	Filing Date	Patent Number	Issue Date	Status	Assignee
						Inc.
STORE INTERIOR WITH A STOREFRONT	29284047	8/29/2007	D639453	6/7/2011	Granted	Payless ShoeSource Worldwide, Inc.
STORE INTERIOR WITH A STOREFRONT	29284048	8/29/2007	D638139	5/17/2011	Granted	Payless ShoeSource Worldwide, Inc.
SUPPORTIVE ELASTIC INSERT FOR A SHOE	29267417	10/13/2006	D599994	9/15/2009	Granted	Payless ShoeSource Worldwide, Inc.
SUPPORTIVE INSERT FOR A SHOE	29267421	10/13/2006	D588348	3/17/2009	Granted	Payless ShoeSource Worldwide, Inc.
SUPPORTIVE OUTSOLE FOR A SHOE	29267418	10/13/2006	D578284	10/14/2008	Granted	Payless ShoeSource Worldwide, Inc.
SUPPORTIVE SHOE INSERT MEMBER	29267416	10/13/2006	D618896	7/6/2010	Granted	Payless ShoeSource Worldwide, Inc.
SHOEBOX	29236763	08/22/2005	D542647	05/15/2007	Granted	Payless ShoeSource Worldwide, Inc.
SYSTEM AND METHOD FOR PRINTING A PATTERN ON FOOTWEAR	13437722	4/2/2012	20120186103		Pending	Payless ShoeSource, Inc.
CHILD'S BOOT WITH REFLECTIVE STRIPE	09034692	03/04/1998	6026598	02/22/2000	Granted	Payless ShoeSource, Inc.
FOOTWEAR OUTSOLE HAVING ARCUATE INNER-STRUCTURE	09113780	07/10/1998	6321468	11/27/2001	Granted	Payless ShoeSource, Inc.
INSOLE INSERT FOR FOOTWEAR	09061924	04/17/1998	6131311	10/17/2000	Granted	Payless ShoeSource,

Title	Application Number	Filing Date	Patent Number	Issue Date	Status	Assignee
						Inc.
LABEL DISPENSING DEVICE	09128566	08/04/1998	6227406	05/08/2001	Granted	Payless ShoeSource, Inc.
PACKAGING STATION	09123619	07/28/1998	6094885	08/01/2000	Granted	Payless ShoeSource, Inc.
SHOE	29257209	03/29/2006	D624731	10/05/2010	Granted	Payless ShoeSource, Inc.
SHOE WITH INJECTED PATTERN DESIGN	29257189	03/29/2006	D624289	09/28/2010	Granted	Payless ShoeSource, Inc.
SYSTEM AND METHOD FOR MAKING FOOTWEAR WITH INJECTED COLOR	11393458	03/29/2006	7832116	11/16/2010	Granted	Payless ShoeSource, Inc.
SYSTEM AND METHOD FOR PERFORMANCE SUPPORT	09565939	05/05/2000	6539269	03/25/2003	Granted	Payless ShoeSource, Inc.
SYSTEM AND METHOD FOR PRINTING A PATTERN ON FOOTWEAR	11393455	03/29/2006	8168257	05/01/2012	Granted	Payless ShoeSource, Inc.
FOOTWEAR	29433632	10/2/2012	D719329	12/16/2014	Granted	Payless ShoeSource Worldwide, Inc.
CANVAS SHOE WITH TOE COVER AND TWO DECORATIVE FOXING STRIPES ALONG THE TOE COVER	29437616	11/19/2012	D729503	05/19/2015	Granted	Payless ShoeSource Worldwide, Inc.
CANVAS SHOE WITH TOE COVER, DECORATIVE SINGLE STITCHING AND TWO DECORATIVE FOXING STRIPES	29437614	11/19/2012	D731761	06/16/2015	Granted	Payless ShoeSource Worldwide, Inc.



Title	Application Number	Filing Date	Patent Number	Issue Date	Status	Assignee
ALONG THE SOLE						
FOOTWEAR	29460892	07/16/2013	D732814	06/30/2015	Granted	Payless ShoeSource Worldwide, Inc.
CLOG WITH TWO DECORATIVE FOXING STRIPES AND TOE BUMPTER	29423164	05/29/2012	D747079	01/12/2016	Granted	Payless ShoeSource Worldwide, Inc.
SHOE	29523810	04/14/2015	D758706	06/14/2016	Granted	Payless ShoeSource Worldwide, Inc.
SOLE	29517219	02/11/2015	D768369	10/11/2016	Granted	Payless ShoeSource Worldwide, Inc.

**SCHEDULE C**

**CANADIAN PATENTS, INDUSTRIAL DESIGNS, PATENT APPLICATIONS AND  
INDUSTRIAL DESIGN APPLICATIONS**

<b>Owner</b>	<b>Name</b>	<b>Registration No.</b>	<b>Registration Date</b>
PAYLESS SHOESOURCE WORLDWIDE, INC.	SHOE	162425	2016-03-03
PAYLESS SHOESOURCE WORLDWIDE, INC.	SOLE	162424	2016-02-11
PAYLESS SHOESOURCE WORLDWIDE, INC.	SHOE	154265	2014-09-03
PAYLESS SHOESOURCE WORLDWIDE, INC.	SHOE	150546	2014-08-28
PAYLESS SHOESOURCE WORLDWIDE, INC.	SHOE	150545	2014-08-28
PAYLESS SHOESOURCE WORLDWIDE, INC.	SHOE	150466	2014-04-30
PAYLESS SHOESOURCE WORLDWIDE, INC.	SHOE	154820	2014-04-30
PAYLESS SHOESOURCE WORLDWIDE, INC.	CLOG WITH DECORATIVE FOXING STRIPES AND TOE BUMPER	147910	2013-10-02
PAYLESS SHOESOURCE WORLDWIDE, INC.	SHOE INSOLE	134576	2010-10-14
PAYLESS SHOESOURCE WORLDWIDE, INC.	SHOE	127510	2009-09-16
PAYLESS SHOESOURCE WORLDWIDE, INC.	CLOG	126280	2009-05-13
PAYLESS SHOESOURCE WORLDWIDE, INC.	CLOG INSERT	126788	2009-02-02
PAYLESS SHOESOURCE WORLDWIDE, INC.	SUPPORTIVE ELASTIC INSERT FOR A SHOE	120315	2008-01-23
PAYLESS SHOESOURCE WORLDWIDE, INC.	SUPPORTIVE SHOE INSERT MEMBER	120313	2008-01-23

Owner	Name	Registration No.	Registration Date
PAYLESS SHOESOURCE WORLDWIDE, INC.	SUPPORTIVE OUTSOLE FOR A SHOE	120312	2008-01-23
PAYLESS SHOESOURCE WORLDWIDE, INC.	SUPPORTIVE INSERT FOR A SHOE	120314	2008-01-23
PAYLESS SHOESOURCE INC.	SHOE UPPER	87378	1999-08-20