

02-09-1999



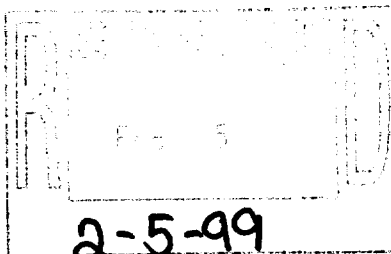
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CERTIFICATE OF EXPRESS MAIL UNDER 37 CFR 1.10

"Express Mail" mailing label number: EI522177272US

Date of Deposit: 2/4/99

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.



Hollie A. Smith

(Typed or printed name of person mailing paper or fee)

Hollie A. Smith

(Signature of person mailing paper or fee)

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Trademark Assignment Cover Sheet

TO: The Commissioner of Patents
and Trademarks
Washington, D.C. 20231
ATTN: Assignment Branch

Please find enclosed for recording a Trademark Assignment identified as follows:

1. **Conveying Party:** ("Assignor") Genesco Inc., a Tennessee corporation having an address of 1415 Murfreesboro Road, Nashville, Tennessee 37217.
2. **Receiving Party:** ("Assignee") Texas Boot, Inc., a Delaware corporation having an address of 127 East Forrest Drive, Lebanon, Tennessee 37087.
3. The Assignment conveys all rights, title and interest in and to the marks and registrations therefor, identified therein and herein.
4. The Assignment should be recorded against the following trademark registration:

Trademark

U.S. Registration No.

CIMARRON

1,751,334

M JDM 439878.1
823774-0005 02/03/99

02/09/1999 TTON11 00000058 1751334

01 FC:481

40.00 00

**TRADEMARK
REEL: 1850 FRAME: 0725**

5. Correspondence concerning this request should be sent to: Hollie A. Smith, Esq., Baker, Donelson, Bearman & Caldwell, 1700 Nashville City Center. 511 Union Street, Nashville, Tennessee 37219
6. This request concerns one (1) trademark registration, and a total fee of \$40.00 is submitted herewith. The Commissioner is hereby authorized to charge any additional payment, or credit any refund that may be due to Deposit Account No. 08-1629.
7. The Assignee is domiciled in the United States.
8. The enclosed Assignment is dated July 14, 1998.
9. To the best knowledge and belief of the undersigned, the information contained on this cover sheet is True and Correct and any copy submitted is a true copy of the original document.

Respectfully submitted,



Hollie A. Smith
Attorney for Assignee

Date: February 4, 1999

ASSIGNMENT OF U.S. TRADEMARKS

WHEREAS, Genesco Inc., a Tennessee corporation having an address of Genesco Park, 1415 Murfreesboro Road, Nashville, Tennessee 37217 (hereinafter "Assignor") or its predecessor(s) in interest have adopted and used certain trademarks, including certain trademarks/service marks which have been registered, or for which applications for registration have been filed, in the applicable government offices, as listed on Schedule "A" attached hereto, for use in connection with the goods/services indicated in said registrations or applications therefor (collectively, the "Marks");

WHEREAS, Texas Boot, Inc., a Delaware corporation having an address of 127 East Forrest Drive, Lebanon, Tennessee 37087 (hereinafter "Assignee") is desirous of acquiring all rights, title and interest in and to said Marks; and

WHEREAS, pursuant to that certain Asset Purchase Agreement dated June 12, 1998 by and between Assignor and Assignee, Assignor has agreed to transfer to Assignee all rights, title and interest of Assignor in and to said Marks.

NOW, THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and convey to Assignee, its successors, assigns or other legal representatives, all Assignor's rights, title and interest in and to, and to the use of, the above-identified Marks, together with the goodwill of the business symbolized by the Marks, all registrations thereof and applications therefor, and the right to recover damages for past acts of infringement of said Marks.

Assignor hereby consents to and requests recordation of this transfer and further authorizes and requests that all official documents and communications relating to said Marks or the registration(s) and/or application(s) therefor issue and deliver to Assignee, its attorneys, agents, successors or assigns.

Assignor hereby agrees at Assignee's request to use reasonable efforts to execute in Assignee's favor any and all additional papers which may be necessary for the transfer, by complete assignment, of all Assignor's proprietary rights in and to the above-identified Marks and all registrations thereof or applications therefor.

IN WITNESS WHEREOF, Assignor has caused this document to be duly and legally executed as of this 14th day of July, 1998, effective as of 11:59 P.M. Central time on such day.

GENESCO INC. _____

By: James S. Gulmi

Name: JAMES S. Gulmi

Its: SVP

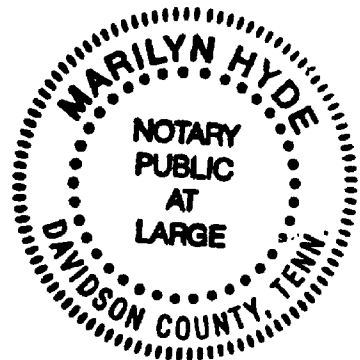
STATE OF Tennessee
COUNTY OF Davidson

Before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared James S. Gulmi with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself (or herself) to be the Sr. V.P. of Genesco Inc (the "Assignor"), the within-named bargainer, a corporation, and that he as such Sr. Vice-Pres., being duly authorized so to do, executed the foregoing Assignment of U.S. Trademarks for the purposes therein contained, by signing the name of the corporation by him self as such Sr. Vice-Pres.

WITNESS my hand and seal at office, on this the 14 day of July, 1998.

Marilyn Hyde
Notary Public

My Commission Expires:
1-27-2001



My Commission Expires JAN 27, 2001

SCHEDULE "A"

MK BOOT EZE
CTY United States
GD Shoe care products, namely cleaners and polishes for shoes and boots (Class 3) and insoles (Class 25)
CL 3 & 25
SN 74-160,499
RN 1,852,775
RD 06 SEP 94
REN 06 SEP 04

MK BOOT FACTORY
CTY United States
GD Wearing apparel, namely t-shirts and socks
CL 25
SN 74-467,555
RN 1,861,982
RD 08 NOV 94
REN 08 NOV 04

MK BOOT FACTORY
CTY United States
GD Retail Store services specializing in Western style leather boots
CL 42 (U.S. 101)
RN 1,644,686
RD 14 MAY 91
REN 14 MAY 01

MK CEDAR CREST
CTY United States
GD Shoes and boots
CL 25
RN 971,920
RD 30 OCT 73
REN 30 OCT 03

MK CIMARRON

CTY United States
GD Boots and Shoes
CL 25
SN 73,800,117
RN 1,751,334
RD 09 FEB 93
REN 09 FEB 03

MK CODE WEST
CTY United States
GD Retail Store Services in the field of Apparel and footwear
CL 42
SN 74-315,798
RN 1,769,020
RD 04 MAY 93
REN 04 MAY 03

MK CODE WEST
CTY United States
GD Shoes & Boots
CL 25
RN 1,495,199
RD 05 JUL 88
REN 05 JUL 08

MK CODE WEST
CTY United States
GD Sportswear, namely jackets & shirts
CL 25
SN 74-108,162
RN 1,654,968
RD 27 AUG 91
REN 27 AUG 01

MK CODE WEST & DESIGN
CTY United States
GD Footwear & clothing, mainly shoes, boots, shirts and jackets
CL 25
SN 74-427,110
RN 1,872,558
RD 10 JAN 95
FU 00 UNK 88
REN 10 JAN 05

MK COWBOY LOGO DESIGN
CTY United States
GD Shoes, boots and footwear
CL 25
SN 75-021,830
RN 2,056,330
RD 22 APR 97
REN 22 APR 07

MK FLYING COWBOY DESIGN
CTY United States
GD Shoes & Boots
CL 25
SN 74-142,216
RN 1,668,594
RD 17 DEC 91
REN 17 DEC 01

MK 421
CTY United States
GD Western Boots
CL 25
RN 1,389,154
RD 08 APR 86
REN 08 APR 06

MK LAREDO & Design
CTY United States
GD Men's boots
CL 25
RN 1,251,177
RD 13 SEP 83
REN 13 SEP 03

MK LAREDO & DESIGN (CACTUS)
CTY United States
GD Belts
CL 25
SN 74/358614
RN 1,902,190
RD 27 JUN 95
REN 27 JUNE 05

MK LAREDO & DESIGN
CTY United States
GD Apparel and footwear
CL 25
SN 74/363,806
RN 1,886,114
RD 28 MAR 95
REN 28 MAR 05

MK LAREDO
CTY United States
GD Belts
CL 25
SN 74/358,612
RN 1,893,645
RD 09 MAY 95
REN 09 MAY 05