

08-22-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
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Document ID #
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Reel # Frame #
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Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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01 FC:481
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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK

REEL: 002123 FRAME: 0448

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,111,119"/>	<input type="text" value="2,234,197"/>	<input type="text" value="735,707"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,142,160"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Timothy D. Pecsénye

Name of Person Signing

Signature

7-21-00

Date Signed

19-00 17:39

FROM-YOUNG CONAWAY

302-571-1395

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Exhibit 1
(The Trademark(s))

MARK	REGISTRATION NUMBER	REGISTRATION DATE	FIRST USE DATE	EXPIRATION DATE
PIC 'N PAY	1,111,118	July 9, 1979	8/7/57	Jan. 9, 2009
PIC 'N PAY	735,707	August 7, 1982	5/10/81	Aug. 7, 2002
PIC 'N PAY SHOES	1,142,180	December 2, 1980	10/19/77	Dec. 2, 2000
SHOE WORLD	2,234,197	March 23, 1998	9/0/70	Mar. 23, 2008

TRADEMARK ASSIGNMENT

Pic 'N Pay Stores, Inc., a Delaware corporation, having a place of business at 10301 Old Monroe Rd. Mathews, N.C. 28105 ("PNP"), for good and valuable consideration, receipt of which is hereby acknowledged, does hereby assign to Payless ShoeSource Worldwide, Inc., a Kansas corporation having a principal place of business at Jayhawk Towers, 700 S.W. Jackson Street, Suite 202, Topeka, Kansas 66603 ("Purchaser"), its entire right, title, and interest in and to the trademarks PIC 'N PAY (registration no. 1,111,119), PIC 'N PAY (registration no. 735,707), PIC 'N PAY SHOES (registration no. 1,142,160) and SHOE WORLD (registration no. 2,234,197), copies of which are attached in Exhibit A hereto (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks and including the right to sue and recover for past infringement of the Trademarks, if any.

This assignment is subject to and in accordance with the provisions of the Trademark Purchase Agreement by and between PNP and Purchaser.

IN WITNESS WHEREOF, PNP has caused this Trademark Assignment to be executed in its name and by its duly authorized representative this 20th day of JULY, 2000.

PIC 'N PAY STORES, INC.

BY: Baker A. Smith (SEAL)
President

STATE OF Delaware
COUNTY OF New Castle SS.

On this 20th day of June, 2000, before me appeared Baker A. Smith the person who signed this instrument, who acknowledged that he signed it as his free act on behalf of Pic 'N Pay Stores, Inc., and that he is authorized to sign this assignment as on behalf of Pic 'N Pay Stores, Inc.

Natalie S. Wolf
Notary Public
My Commission Expires: _____

NATALIE S. WOLF, ESQ.
NOTARIAL OFFICER, STATE OF DELAWARE
LICENSED ATTORNEY-AT-LAW