

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Genesco Inc.		04/01/2004	CORPORATION: TENNESSEE

**RECEIVING PARTY DATA**

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	901 Main Street
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202
Entity Type:	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	1042975	BODY TODDYS
Registration Number:	214867	PENN OAK

**CORRESPONDENCE DATA**

Fax Number: (919)416-8339  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 919 286-8028  
 Email: PTO\_TMconfirmation@mvalaw.com  
 Correspondent Name: Moore & Van Allen PLLC  
 Address Line 1: 2200 West Main Street  
 Address Line 2: Suite 800  
 Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	01725.2634 CLE
NAME OF SUBMITTER:	Charles L. Evans

Total Attachments: 4  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of April 1, 2004 (the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders, subject to and upon the terms and conditions of the Agreement, which are incorporated herein by reference:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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**See attached Schedule 1**

TRADEMARK APPLICATIONS


<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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**See attached Schedule 1**

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

GENESCO INC.,  
a Tennessee corporation

By:   
Name: James S. Gulmi  
Title: Senior Vice President – Finance and  
Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

GENESCO INC.,  
a Tennessee corporation

By: \_\_\_\_\_  
Name: James S. Gulmi  
Title: Senior Vice President – Finance and  
Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Molly J. Oxford  
Name: Molly J. Oxford  
Title: Vice President

**Schedule 1**

**Genesco Inc.  
(Tennessee corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
BODY TODDYS	1042975	7/6/76
PENN OAK (and Design)	214867	7/6/26