

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Jimlar Corporation		05/18/2006	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Payless ShoeSource Worldwide, Inc.		
Street Address:	Jayhawk Towers, 700 SW Jackson, Ste 202		
City:	Topeka		
State/Country:	KANSAS		
Postal Code:	66603		
Entity Type:	CORPORATION: KANSAS		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1943730	AMERICAN EAGLE	
Registration Number:	2675307	AMERICAN EAGLE	
Registration Number:	2994962	AMERICAN EAGLE	
Registration Number:	1812197	A CLUB	
CORRESPONDENCE DATA			
Fax Number:	(785)295-6084		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Email:	tommie.cassen@payless.com		
Correspondent Name:	Payless ShoeSource Worldwide, Inc.		
Address Line 1:	Jayhawk Towers, 700 SW Jackson, Ste 202		
Address Line 4:	Topeka, KANSAS 66603		
NAME OF SUBMITTER:	Eran Cohen		
Signature:	/erancohen/		
Date:	08/08/2006		

CH \$115.00 1943730

Total Attachments: 5

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ASSIGNMENT

WHEREAS, JIMLAR CORPORATION, a New York corporation, having a place business at 160 Great Neck Road, Great Neck, NY 11021, hereinafter referred to as "Assignor," is the owner of the entire right, title and interest, in the United States and worldwide, in and to the trademarks, trademark registrations thereof and pending applications relating thereto identified on the attached Schedule A (hereinafter "AMERICAN EAGLE Registered Trademarks"); and

WHEREAS, PAYLESS SHOESOURCE WORLDWIDE INC., a Kansas corporation, having a place of business at 3231 S.E. Sixth Avenue, Topeka, Kansas 66601, hereinafter referred to as "Assignee" desires to acquire the entire right, title and interest of Assignor in and to said AMERICAN EAGLE Registered Trademarks; and

WHEREAS, to the best of Assignor's knowledge no proceedings to cancel the registrations or oppose the applications as identified in Schedule A are pending and no other party makes a claim of ownership to the AMERICAN EAGLE Registered Trademarks or the registrations or applications therefor;

NOW, THEREFORE, for Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, transfers and assigns to Assignee, its successors, assigns, and legal representatives, all of Assignor's right, title and interest in and to said AMERICAN EAGLE Registered Trademarks together with all of the goodwill of the business associated with and symbolized by the AMERICAN EAGLE Registered Trademarks.

ASSIGNOR further agrees to execute any and all powers of attorney, applications, assignments, declarations, affidavits, and any other papers in connection therewith necessary to perfect such right, title and interest in and to Assignee, its successors, assigns, and legal representatives.

Executed to be effective as of the 18th day of May, 2006.

JIMLAR CORPORATION

By: _____

Laurence Tarica
Laurence Tarica
President

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 18 day of May, 2006, before me personally came Laurence Tarica, to me known and known to me to be the President of Jimlar Corporation, the Assignor above named, and acknowledged that he executed the foregoing Assignment of AMERICAN EAGLE Registered Trademarks on behalf of said Assignor and pursuant to authority duly received.

MITCHELL IDEN
Notary Pub^l - State of New York
No. 03 4793171
Qualified in Suffolk County
Certificate Filed in New York County
Commission Expires December 31, 2009

[Signature]

Notary Public

PAYLESS SHOESOURCE WORLDWIDE, INC.

By: _____

Matthew E. Rubel
Chief Executive Officer

STATE OF KANSAS)

) ss.:

COUNTY OF SHAWNEE)

On this ____ day of _____, 2006, before me personally came Matthew E. Rubel, to me known and known to me to be the Chief Executive Officer of Payless ShoeSource Worldwide, Inc., the Assignee above named, and acknowledged that he executed the foregoing Assignment of AMERICAN EAGLE Registered Trademarks on behalf of said Assignee and pursuant to authority duly received.

Notary Public

Executed to be effective as of the 18th day of May, 2006.

JIMLAR CORPORATION

By: _____
Laurence Tarica
President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

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Notary Public

PAYLESS SHOESOURCE WORLDWIDE, INC.

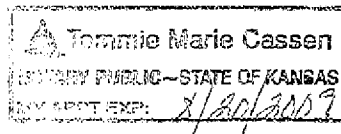
By: Matthew E. Rubel
Matthew E. Rubel
Chief Executive Officer

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STATE OF KANSAS)
) ss.:
COUNTY OF SHAWNEE)

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Tommie Marie Cassen
Notary Public



SCHEDULE A

1. Registrations:

A. AMERICAN EAGLE

Country	Mark	Goods	Reg. No.	Reg. Date
Aruba	AMERICAN EAGLE & Design	Footwear	15643	4/13/1992
Canada	AMERICAN EAGLE & Design	Footwear, namely shoes and sneakers	323,369	2/6/1987
Canada	EAGLE Design	Footwear, namely shoes and sneakers	323,017	1/30/1987
Canada	AMERICAN EAGLE & Design	Handbags made of leather, tote bags, luggage, non-leather handbags and small leather goods	626,420	11/24/2004
Canada	AMERICAN EAGLE & Design	Handbags, luggage, all purpose sport bags, all purpose carry bags, backpacks, and tote bags made of leather and/or non-leather materials, and small leather goods namely wallets, bill folds and nail kits	660,739	3/14/2006
Colombia	AMERICAN EAGLE & Design	Footwear	158677	3/30/1994
Hong Kong	AMERICAN EAGLE & Design	Footwear	1995B08689	6/8/1992
Hong Kong	AMERICAN EAGLE in Design	Footwear	1999B13457	1/23/1998
Mexico	AMERICAN EAGLE & Design	Footwear	574211	11/23/1995
Mexico	AMERICAN EAGLE & Design	Footwear	751554	10/17/2001
Mexico	AMERICAN EAGLE & Design	Leather handbags, leather articles, wallets, suitcases, big bags, and totebags	743940	4/30/2002
Mexico	AMERICAN EAGLE	Suitcases, all kind of sport bags, all kind of carrying bags, knapsacks	717726	9/27/2001
United States	AMERICAN EAGLE & Design	Handbags	1,943,730	12/26/1995

Country	Mark	Goods	Reg. No.	Reg. Date
United States	AMERICAN EAGLE & Design	Handbags made of leather, wallets, billfolds, luggage, tote bags, and small leather goods, namely, leather key fobs	2,675,307	1/14/2003
United States	AMERICAN EAGLE	Luggage, all purpose sport bags, all purpose carry bags, and backpacks	2,994,962	9/13/2005
Uruguay	AMERICAN EAGLE in Design	Shoes	268376	3/6/1996

B. A CLUB

Country	Mark	Goods	Reg. No.	Reg. Date
United States	A CLUB	Footwear	1,812,197	12/21/1993

2. Pending Applications:

Country	Mark	Goods	Serial No.	Filing Date
Canada	AMERICAN EAGLE	Luggage, all purpose sport bags, all purpose carry bags and backpacks	1109119	7/11/2001
Canada	AMERICAN EAGLE	Footwear, namely shoes and sneakers	1293195	3/10/2006
Chile	AMERICAN EAGLE & Design	Footwear	589282	11/19/2002
Hong Kong	AMERICAN EAGLE	Footwear	300588394	2/27/2006