

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Release of Security Interest in Trademarks Recorded at Reel/Frame 3766/0668		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Citicorp North America, Inc.		10/09/2012	national association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Collective Licensing International, LLC		
Street Address:	3231 SE 6th Avenue		
City:	Topeka		
State/Country:	KANSAS		
Postal Code:	66607		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
Name:	Payless Shoesource Worldwide, Inc.		
Street Address:	3231 SE 6th Avenue		
City:	Topeka		
State/Country:	KANSAS		
Postal Code:	66607		
Entity Type:	CORPORATION: KANSAS		
Name:	Saucony, Inc.		
Street Address:	191 Spring Street		
City:	Lexington		
State/Country:	MASSACHUSETTS		
Postal Code:	02421		
Entity Type:	CORPORATION: MASSACHUSETTS		
Name:	SR Holdings Inc.		
Street Address:	3231 SE 6th Avenue		
City:	Topeka		
State/Country:	KANSAS		

Postal Code:	66607
Entity Type:	CORPORATION: DELAWARE

Name:	San Jose Acquisition Corp.
Street Address:	3231 SE 6th Avenue
City:	Topeka
State/Country:	KANSAS
Postal Code:	66607
Entity Type:	CORPORATION: MASSACHUSETTS

Name:	The Keds Corporation
Street Address:	191 Spring Street
City:	Lexington
State/Country:	MASSACHUSETTS
Postal Code:	02421
Entity Type:	CORPORATION: MASSACHUSETTS

Name:	SLR, Inc.
Street Address:	191 Spring Street
City:	Lexington
State/Country:	MASSACHUSETTS
Postal Code:	02421
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 272

Property Type	Number	Word Mark
Registration Number:	0245856	
Serial Number:	71096939	KEDS
Serial Number:	71357163	SPOT-BILT
Serial Number:	71367008	KEDETTES
Serial Number:	71373278	
Serial Number:	72000109	
Serial Number:	72087232	HYDE
Serial Number:	72122865	SPERRY
Serial Number:	72149063	PREDICTIONS
Serial Number:	72181714	MAINSAIL
Serial Number:	72187633	GRASSHOPPERS
Serial Number:	72260158	

Serial Number:	72298648	
Serial Number:	72325096	GRASSHOPPERS
Serial Number:	72355468	KEDS
Serial Number:	72398360	SPOT-BILT
Serial Number:	73048162	
Serial Number:	73102974	GRASSHOPPERS
Serial Number:	73110930	ZIPS
Serial Number:	73146601	PRO WINGS
Serial Number:	73146768	
Serial Number:	73168801	SPERRY TOP-SIDER
Serial Number:	73173417	SPOT-BILT
Serial Number:	73176747	PAYLESS SHOESOURCE
Serial Number:	73176748	HIGHLIGHTS
Serial Number:	73176749	HONCHOS
Serial Number:	73201269	SAUCONY
Serial Number:	73227616	PRO-KEDS
Serial Number:	73233328	SUPEROOS
Serial Number:	73236139	CHANCELLORS
Serial Number:	73254752	
Serial Number:	73257882	STRIDE RITE
Serial Number:	73344580	KEDS
Serial Number:	73378537	STRIDE RITE
Serial Number:	73389569	
Serial Number:	73444004	SAUCONY
Serial Number:	73472832	
Serial Number:	73587515	HIND
Serial Number:	73633369	
Serial Number:	73633370	AIRWALK
Serial Number:	73640599	LAUNDRY LEATHER
Serial Number:	73640601	LAUNDRY LEATHER
Serial Number:	73655030	SPOT-BILT
Serial Number:	73684655	PROCORE
Serial Number:	73709463	ITEMS INTERNATIONAL
Serial Number:	73712148	
Serial Number:	73723126	T U

	73726036	HIND
Serial Number:	73731623	STRIDE RITE
Serial Number:	73743109	HYDE
Serial Number:	73775619	TRB
Serial Number:	73784357	DRYLETE
Serial Number:	73810089	STREET HOT
Serial Number:	74062037	A CLUB
Serial Number:	74065253	RUGGED OUTBACK
Serial Number:	74071002	COMFORT PLUS
Serial Number:	74125947	PAYLESS SHOESOURCE
Serial Number:	74166138	SOFT FLEXIBLE BY HIGHLIGHTS
Serial Number:	74271055	
Serial Number:	74271143	
Serial Number:	74271640	
Serial Number:	74336129	
Serial Number:	74339173	DOESN'T IT FEEL GOOD TO PAY LESS?
Serial Number:	74342219	
Serial Number:	74342264	SPERRY TOP SIDER
Serial Number:	74342635	KEDS
Serial Number:	74342636	SPERRY TOP-SIDER
Serial Number:	74366959	QUADRO-GRIP
Serial Number:	74400347	PAYLESS SHOESOURCE
Serial Number:	74401561	PAYLESS KIDS
Serial Number:	74420407	WATER SOCK BY PAYLESS SHOESOURCE
Serial Number:	74471786	KEDS
Serial Number:	74471812	WETLANDS COLLECTION
Serial Number:	74489296	GREAT FEET
Serial Number:	74499700	PAYLESS
Serial Number:	74556179	MUNCHKIN
Serial Number:	74568083	AMERICAN EAGLE
Serial Number:	74575656	
Serial Number:	74601515	AUTHENTIC ORIGINAL
Serial Number:	74662520	PAYLESS SHOESOURCE
Serial Number:	74680384	FREERIDE
Serial Number:	74680549	EXTREME

	74680841	ADVANTAGE
Serial Number:	74712612	ZIPS
Serial Number:	75014474	SAUCONY
Serial Number:	75065717	A
Serial Number:	75070923	AIRWALK
Serial Number:	75093074	A
Serial Number:	75093475	
Serial Number:	75155597	SR
Serial Number:	75175068	A
Serial Number:	75181488	PAYLESS SHOE SOURCE
Serial Number:	75181489	PAYLESS SHOE SOURCE
Serial Number:	75192790	
Serial Number:	75205536	COASTERS
Serial Number:	75252079	LEARN 2 WALK WALK 2 LEARN
Serial Number:	75252080	LEARN 2 WALK WALK 2 LEARN
Serial Number:	75261535	STRIDE RITE
Serial Number:	75306982	POWER CHASERS
Serial Number:	75310343	CHAMPION
Serial Number:	75330265	SPERRY TOP-SIDER
Serial Number:	75360972	CONNECTIONS
Serial Number:	75378100	CROSS TREKKERS
Serial Number:	75378101	RUGGED OUTBACK
Serial Number:	75388389	A
Serial Number:	75389100	A
Serial Number:	75422452	READY TO WASH
Serial Number:	75432218	LEARN TO WALK
Serial Number:	75432219	WALK TO LEARN
Serial Number:	75435107	SAFE T STEP
Serial Number:	75440520	PARADE OF SHOES
Serial Number:	75445756	FIONI
Serial Number:	75445758	CITY SNEAKS
Serial Number:	75445832	MONTEGO BAY CLUB
Serial Number:	75453749	AMERICAN EAGLE
Serial Number:	75454431	HYDROGRIP SYSTEM
Serial Number:	75472546	PARADE

	75497618	PAYLESS SHOE SOURCE
Serial Number:	75542890	STRIDE RITE
Serial Number:	75543335	FASHIONFUNDS
Serial Number:	75549425	PAYLESS SHOE SOURCE
Serial Number:	75549426	DOESN'T IT FEEL GOOD?
Serial Number:	75549462	PAYLESS SHOE SOURCE
Serial Number:	75551063	PAYLESS KIDS
Serial Number:	75551064	PAYLESS KIDS
Serial Number:	75551065	ORIGINAL RUGGED OUTBACK
Serial Number:	75551066	PAYLESS SHOE SOURCE
Serial Number:	75595260	AIRWALK
Serial Number:	75625854	BILLFISH
Serial Number:	75630807	SMART FIT
Serial Number:	75642743	PAYLESS.COM
Serial Number:	75652553	LOWER EAST SIDE
Serial Number:	75669551	PRO-KEDS
Serial Number:	75674239	PARADE SPORT
Serial Number:	75674240	PARADE
Serial Number:	75683304	WINDJAMMER
Serial Number:	75684800	HUNTER'S BAY
Serial Number:	75698606	SMART FIT
Serial Number:	75698607	SMART FIT
Serial Number:	75791955	PREDICTIONS
Serial Number:	75791956	LOWER EAST SIDE
Serial Number:	75792600	HL
Serial Number:	75826106	SHOES. STYLE. INSPIRATION.
Serial Number:	75826107	THE RIGHT FIT AT THE RIGHT PRICE.
Serial Number:	75826110	WOLFE ISLAND
Serial Number:	75841358	SHOES ONLINE ANYTIME PAYLESS.COM
Serial Number:	75841360	GUARANTEED IN STOCK
Serial Number:	75841361	SHOES ONLINE ANYTIME PAYLESS.COM
Serial Number:	75844603	BABY BOWL
Serial Number:	75847935	SPERRY
Serial Number:	75928091	SHOE LOVER'S SALE
Serial Number:	75928092	PASSION HAS ITS PLACE

TRADEMARK

REEL: 004876 FRAME: 0675

	75928740	CONNECTIONS
Serial Number:	75928741	CONNECTIONS
Serial Number:	75928742	PLUSHEEZ
Serial Number:	75975082	PRO-KEDS
Serial Number:	75975217	KEDS
Serial Number:	75975561	
Serial Number:	75979697	
Serial Number:	76132785	GENETIC
Serial Number:	76132787	GENETIC
Serial Number:	76132791	
Serial Number:	76177867	S SAUCONY OWNERS CLUB
Serial Number:	76205456	TARE 7
Serial Number:	76246039	ETURA
Serial Number:	76273565	A
Serial Number:	76307252	
Serial Number:	76324320	
Serial Number:	76324411	
Serial Number:	76324412	
Serial Number:	76375380	GRID
Serial Number:	76380735	ARCH-LOCK
Serial Number:	76380845	CRM
Serial Number:	76975828	A
Serial Number:	77024231	M
Serial Number:	77028386	A AIRWALK UNSIGNED HERO
Serial Number:	77036487	M
Serial Number:	77036507	M
Serial Number:	77036541	M
Serial Number:	77048518	XGS
Serial Number:	77172437	TAKING STEPS TO FIGHT BREAST CANCER
Serial Number:	78021914	PAYLESS POINTS
Serial Number:	78032896	DYELIGHTS
Serial Number:	78032898	DYELIGHTS
Serial Number:	78033432	CONNECTIONS
Serial Number:	78037174	HUNTER'S BAY
Serial Number:	78038697	MONTEGO BAY CLUB

	78045046	WHERE SMART MOMS GO FOR KIDS' SHOES.
Serial Number:	78047903	LUSTER
Serial Number:	78048475	LUSTER
Serial Number:	78051622	PAVEMENT OPTIONAL
Serial Number:	78053629	BUNDLES
Serial Number:	78053631	BUNDLES
Serial Number:	78053909	BUNDLES
Serial Number:	78056776	PARADE P
Serial Number:	78059446	COASTERS
Serial Number:	78061588	BUNDLES
Serial Number:	78072980	SHOEFINDER
Serial Number:	78078599	KID TECH
Serial Number:	78080663	STATE STREET
Serial Number:	78092322	WHEN PERFORMANCE COUNTS
Serial Number:	78094008	FLEX COMFORT SYSTEM CROSS TREKKERS
Serial Number:	78097257	TERRACEWALL
Serial Number:	78137272	UN PASO INTELIGENTE
Serial Number:	78157795	HIND
Serial Number:	78157825	SAUCONY
Serial Number:	78164000	
Serial Number:	78165405	XT-1200
Serial Number:	78180382	GRID VISION
Serial Number:	78183998	PARADE
Serial Number:	78184739	
Serial Number:	78233590	BABY SMART
Serial Number:	78233621	KID SMART
Serial Number:	78236362	MINICCI
Serial Number:	78236364	MINICCI
Serial Number:	78236366	MINICCI
Serial Number:	78236368	MINICCI
Serial Number:	78243374	
Serial Number:	78243435	
Serial Number:	78244226	STABILITY GUIDE
Serial Number:	78252155	GRID ENERGY CRM
Serial Number:	78252160	

	78264699	
Serial Number:	78277390	B/CR
Serial Number:	78295316	LIFE'S WAITING, LET'S GO
Serial Number:	78301342	GRASSHOPPERS
Serial Number:	78315706	PRO-LETE
Serial Number:	78317843	PARADE
Serial Number:	78317848	PARADE
Serial Number:	78318907	DESIGNER LOOKS. REAL-LIFE PRICES.
Serial Number:	78329845	IMPULSE EVA
Serial Number:	78353166	SHOE BUZZ
Serial Number:	78359245	STRIDE RITE E-FIT
Serial Number:	78376143	SAUCONY 26
Serial Number:	78378782	PERFORMANCE SHAPE TECHNOLOGY
Serial Number:	78389791	GOT BOGO ON THE BRAIN?
Serial Number:	78402487	GRID AURA TR
Serial Number:	78402489	STRIKE GUIDE
Serial Number:	78402494	SRC
Serial Number:	78409490	SAUCONY
Serial Number:	78410040	TEENY TOES
Serial Number:	78414312	EVERY RUNNER HAS A STORY
Serial Number:	78414419	HRC
Serial Number:	78418649	STRETCH ZONE
Serial Number:	78418650	3D GRID
Serial Number:	78424457	MATCH 'N GO
Serial Number:	78447838	AMERICAN EAGLE
Serial Number:	78449747	MINICCI
Serial Number:	78461874	TRIGON GUIDE
Serial Number:	78461881	TRIGON RIDE
Serial Number:	78479613	LOYAL TO THE SPORT
Serial Number:	78483853	THE SHOE OF CHAMPIONS
Serial Number:	78495202	CRYSTALUNA
Serial Number:	78498818	BO GO
Serial Number:	78499233	GRID TANGENT
Serial Number:	78502136	THE KILKENNY
Serial Number:	78502826	SAUCONY

	78502850	
Serial Number:	78519468	P-TEK
Serial Number:	78524491	
Serial Number:	78537748	REPTILES
Serial Number:	78555137	GRID PROPEL
Serial Number:	78558169	PRO SPRINTS
Serial Number:	78588048	NICO + BELLA
Serial Number:	78618058	L
Serial Number:	78687703	H
Serial Number:	78716309	GET WET
Serial Number:	78739994	GRID EXCURSION TR
Serial Number:	78809060	HIDDEN REFLECTIVITY
Serial Number:	78900874	COMPEL
Serial Number:	78903837	TEENY TOES
Serial Number:	78976287	HIND

CORRESPONDENCE DATA

Fax Number: 3128622200
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
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Address Line 2: c/o Christine Casey
Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	38310-486 CAC
NAME OF SUBMITTER:	Christine Casey
Signature:	/Christine Casey/
Date:	10/09/2012

Total Attachments: 38

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release") is made as of October 9, 2012 ("Effective Date") by and between Citicorp North America, Inc., as agent for the Secured Parties (in such capacity, the "Administrative Agent"), and Collective Licensing International, LLC, Payless Shoesource Worldwide, Inc., Saucony, Inc., S.R. Holdings Inc., SRL, Inc., San Jose Acquisition Corp., and The Keds Corporation, (each a "Grantor" and, collectively, the "Grantors").

WHEREAS, pursuant to the terms and conditions of that certain Trademark Security Agreement by and between Grantors and Administrative Agent dated August 17, 2007 (the "Trademark Security Agreement"), Grantors granted to Administrative Agent a continuing security interest in and to, and lien on, all of Grantors' right, title and interest in, to and under all of the trademarks, and registrations of and applications to register the foregoing, and all of the trade names owned by Grantors (collectively, the "Trademarks"), including, without limitation, the United States trademark registrations set forth on Schedule A attached hereto, together with the goodwill associated therewith;

WHEREAS, Grantors and Administrative Agent entered into the Trademark Security Agreement pursuant to the terms and conditions of that certain Pledge and Security Agreement by and between Grantors and Administrative Agent dated August 17, 2007 (the "Security Agreement");

WHEREAS, the Trademark Security Agreement was recorded with the U.S. Patent and Trademark Office ("USPTO") on April 25, 2008 at reel/frame number 3766/0668; and

WHEREAS, Grantors have paid all of their outstanding indebtedness to Administrative Agent.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Administrative Agent hereby terminates the Trademark Security Agreement and the Security Agreement, and hereby terminates, cancels and releases any and all security interests and liens it has in, to and on the Trademarks.

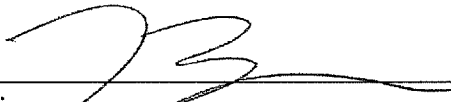
Administrative Agent represents and warrants that: (i) it has the full power and authority to execute this Release; and (ii) it has not recorded or otherwise evidenced its security interest with respect to any trademark, or registration of or application to register any trademark, or any trade name, other than those Trademarks set forth on Schedule A (attached hereto), in any jurisdiction throughout the world, other than such filings made in the USPTO.

Administrative Agent shall, at Grantors' expense, take all further actions, and provide to Grantors, their successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by Grantors to more fully and effectively effectuate the purposes of this Release.

[Signature Page to Follow]

IN WITNESS WHEREOF, Administrative Agent has caused this Release of Security Interest in Trademarks to be executed by its duly authorized signatory duly authorized signatory as of the date first above written.

CITICORP NORTH AMERICA, INC.

By: 
Name: _____
Title: **Jennifer Bagley**
Vice President

[Signature Page to Release of Security Interest in Trademarks]

TRADEMARK
REEL: 004876 FRAME: 0682

Schedule A

1	Serial #: <u>60245856</u> Mark:	Filing Dt: 00/00/0000	Reg #: <u>245856</u>	Reg. Dt:
2	Serial #: <u>71096939</u> Mark: KEDS	Filing Dt: 07/28/1916	Reg #: <u>114848</u>	Reg. Dt: 01/02/1917
3	Serial #: <u>71357163</u> Mark: SPOT-BILT	Filing Dt: 10/15/1934	Reg #: <u>324181</u>	Reg. Dt: 05/14/1935
4	Serial #: <u>71367008</u> Mark: KEDETTES	Filing Dt: 07/05/1935	Reg #: <u>332392</u>	Reg. Dt: 02/11/1936
5	Serial #: <u>71373278</u> Mark:	Filing Dt: 01/02/1936	Reg #: <u>338768</u>	Reg. Dt: 09/15/1936
6	Serial #: <u>72000109</u> Mark:	Filing Dt: 01/03/1956	Reg #: <u>685185</u>	Reg. Dt: 09/15/1959
7	Serial #: <u>72087232</u> Mark: HYDE	Filing Dt: 12/14/1959	Reg #: <u>711784</u>	Reg. Dt: 02/28/1961
8	Serial #: <u>72122865</u> Mark: SPERRY	Filing Dt: 06/26/1961	Reg #: <u>732519</u>	Reg. Dt: 06/05/1962
9	Serial #: <u>72149063</u> Mark: PREDICTIONS	Filing Dt: 07/16/1962	Reg #: <u>754243</u>	Reg. Dt: 08/06/1963
10	Serial #: <u>72181714</u> Mark: MAINSAIL	Filing Dt: 11/21/1963	Reg #: <u>805611</u>	Reg. Dt: 03/15/1966
11	Serial #: <u>72187633</u> Mark: GRASSHOPPERS	Filing Dt: 02/27/1964	Reg #: <u>824458</u>	Reg. Dt: 02/21/1967
12	Serial #: <u>72260158</u> Mark:	Filing Dt: 12/06/1966	Reg #: <u>876423</u>	Reg. Dt: 09/09/1969
13	Serial #: <u>72298648</u> Mark:	Filing Dt: 05/20/1968	Reg #: <u>867592</u>	Reg. Dt: 04/01/1969
14	Serial #: <u>72325096</u> Mark: GRASSHOPPERS	Filing Dt: 04/21/1969	Reg #: <u>885530</u>	Reg. Dt: 02/03/1970
15	Serial #: <u>72355468</u> Mark: KEDS	Filing Dt: 03/30/1970	Reg #: <u>902655</u>	Reg. Dt: 11/17/1970
16	Serial #: <u>72398360</u> Mark: SPOT-BILT	Filing Dt: 07/26/1971	Reg #: <u>954968</u>	Reg. Dt: 03/13/1973
17	Serial #: <u>73048162</u> Mark:	Filing Dt: 03/31/1975	Reg #: <u>1131072</u>	Reg. Dt: 02/19/1980

18	Serial #:	<u>73102974</u>	Filing Dt:	10/12/1976	Reg #:	<u>1072756</u>	Reg. Dt:	09/06/1977
	Mark:	GRASSHOPPERS						
19	Serial #:	<u>73110930</u>	Filing Dt:	12/27/1976	Reg #:	<u>1125588</u>	Reg. Dt:	10/02/1979
	Mark:	ZIPS						
20	Serial #:	<u>73146601</u>	Filing Dt:	10/31/1977	Reg #:	<u>1100848</u>	Reg. Dt:	08/29/1978
	Mark:	PRO WINGS						
21	Serial #:	<u>73146768</u>	Filing Dt:	10/31/1977	Reg #:	<u>1124321</u>	Reg. Dt:	08/21/1979
	Mark:							
22	Serial #:	<u>73168801</u>	Filing Dt:	05/02/1978	Reg #:	<u>1139234</u>	Reg. Dt:	09/02/1980
	Mark:	SPERRY TOP-SIDER						
23	Serial #:	<u>73173417</u>	Filing Dt:	06/07/1978	Reg #:	<u>1129304</u>	Reg. Dt:	01/15/1980
	Mark:	SPOT-BILT						
24	Serial #:	<u>73176747</u>	Filing Dt:	06/30/1978	Reg #:	<u>1155940</u>	Reg. Dt:	05/26/1981
	Mark:	PAYLESS SHOESOURCE						
25	Serial #:	<u>73176748</u>	Filing Dt:	06/30/1978	Reg #:	<u>1128335</u>	Reg. Dt:	12/25/1979
	Mark:	HIGHLIGHTS						
26	Serial #:	<u>73176749</u>	Filing Dt:	06/30/1978	Reg #:	<u>1129312</u>	Reg. Dt:	01/15/1980
	Mark:	HONCHOS						
27	Serial #:	<u>73201269</u>	Filing Dt:	01/24/1979	Reg #:	<u>1147250</u>	Reg. Dt:	02/17/1981
	Mark:	SAUCONY						
28	Serial #:	<u>73227616</u>	Filing Dt:	08/15/1979	Reg #:	<u>1177361</u>	Reg. Dt:	11/10/1981
	Mark:	PRO-KEDS						
29	Serial #:	<u>73233328</u>	Filing Dt:	10/01/1979	Reg #:	<u>1155722</u>	Reg. Dt:	05/26/1981
	Mark:	SUPEROOS						
30	Serial #:	<u>73236139</u>	Filing Dt:	10/22/1979	Reg #:	<u>1183870</u>	Reg. Dt:	12/29/1981
	Mark:	CHANCELLORS						
31	Serial #:	<u>73254752</u>	Filing Dt:	03/20/1980	Reg #:	<u>1170334</u>	Reg. Dt:	09/22/1981
	Mark:							
32	Serial #:	<u>73257882</u>	Filing Dt:	04/14/1980	Reg #:	<u>1236944</u>	Reg. Dt:	05/10/1983
	Mark:	STRIDE RITE						
33	Serial #:	<u>73344580</u>	Filing Dt:	01/06/1982	Reg #:	<u>1222699</u>	Reg. Dt:	01/04/1983
	Mark:	KEDS						
34	Serial #:	<u>73378537</u>	Filing Dt:	08/06/1982	Reg #:	<u>1273954</u>	Reg. Dt:	04/10/1984
	Mark:	STRIDE RITE						
35	Serial #:	<u>73389569</u>	Filing Dt:	09/27/1982	Reg #:	<u>1318234</u>	Reg. Dt:	02/05/1985
	Mark:							

36	Serial #: <u>73444004</u> Mark: SAUCONY	Filing Dt: 09/16/1983	Reg #: <u>1356744</u>	Reg. Dt: 08/27/1985
37	Serial #: <u>73472832</u> Mark:	Filing Dt: 03/29/1984	Reg #: <u>1350728</u>	Reg. Dt: 07/23/1985
38	Serial #: <u>73587515</u> Mark: HIND	Filing Dt: 03/10/1986	Reg #: <u>1412432</u>	Reg. Dt: 10/07/1986
39	Serial #: <u>73633369</u> Mark:	Filing Dt: 12/03/1986	Reg #: <u>1450940</u>	Reg. Dt: 08/04/1987
40	Serial #: <u>73633370</u> Mark: AIRWALK	Filing Dt: 12/03/1986	Reg #: <u>1511840</u>	Reg. Dt: 11/08/1988
41	Serial #: <u>73640599</u> Mark: LAUNDRY LEATHER	Filing Dt: 01/20/1987	Reg #: <u>1485272</u>	Reg. Dt: 04/19/1988
42	Serial #: <u>73640601</u> Mark: LAUNDRY LEATHER	Filing Dt: 01/20/1987	Reg #: <u>1485323</u>	Reg. Dt: 04/19/1988
43	Serial #: <u>73655030</u> Mark: SPOT-BILT	Filing Dt: 04/13/1987	Reg #: <u>1475054</u>	Reg. Dt: 02/02/1988
44	Serial #: <u>73684655</u> Mark: PROCORE	Filing Dt: 09/17/1987	Reg #: <u>1491233</u>	Reg. Dt: 06/07/1988
45	Serial #: <u>73709463</u> Mark: ITEMS INTERNATIONAL	Filing Dt: 02/03/1988	Reg #: <u>1508306</u>	Reg. Dt: 10/11/1988
46	Serial #: <u>73712148</u> Mark:	Filing Dt: 02/19/1988	Reg #: <u>1512805</u>	Reg. Dt: 11/15/1988
47	Serial #: <u>73723126</u> Mark: T U	Filing Dt: 04/18/1988	Reg #: <u>1512834</u>	Reg. Dt: 11/15/1988
48	Serial #: <u>73726036</u> Mark: HIND	Filing Dt: 05/02/1988	Reg #: <u>1552965</u>	Reg. Dt: 08/22/1989
49	Serial #: <u>73731623</u> Mark: STRIDE RITE	Filing Dt: 05/31/1988	Reg #: <u>1532092</u>	Reg. Dt: 03/28/1989
50	Serial #: <u>73743109</u> Mark: HYDE	Filing Dt: 07/29/1988	Reg #: <u>1533409</u>	Reg. Dt: 04/04/1989
51	Serial #: <u>73775619</u> Mark: TRB	Filing Dt: 01/23/1989	Reg #: <u>1561066</u>	Reg. Dt: 10/17/1989
52	Serial #: <u>73784357</u> Mark: DRYLETE	Filing Dt: 03/03/1989	Reg #: <u>1561106</u>	Reg. Dt: 10/17/1989
53	Serial #: <u>73810089</u> Mark: STREET HOT	Filing Dt: 06/30/1989	Reg #: <u>1604756</u>	Reg. Dt: 07/03/1990

54	Serial #:	<u>74062037</u>	Filing Dt:	05/17/1990	Reg #:	<u>1812197</u>	Reg. Dt:	12/21/1993
	Mark:	A CLUB						
55	Serial #:	<u>74065253</u>	Filing Dt:	06/04/1990	Reg #:	<u>1747820</u>	Reg. Dt:	01/19/1993
	Mark:	RUGGED OUTBACK						
56	Serial #:	<u>74071002</u>	Filing Dt:	06/20/1990	Reg #:	<u>1691641</u>	Reg. Dt:	06/09/1992
	Mark:	COMFORT PLUS						
57	Serial #:	<u>74125947</u>	Filing Dt:	12/14/1990	Reg #:	<u>1731803</u>	Reg. Dt:	11/10/1992
	Mark:	PAYLESS SHOESOURCE						
58	Serial #:	<u>74166138</u>	Filing Dt:	05/13/1991	Reg #:	<u>1687941</u>	Reg. Dt:	05/19/1992
	Mark:	SOFT FLEXIBLE BY HIGHLIGHTS						
59	Serial #:	<u>74271055</u>	Filing Dt:	04/30/1992	Reg #:	<u>1819585</u>	Reg. Dt:	02/01/1994
	Mark:							
60	Serial #:	<u>74271143</u>	Filing Dt:	04/30/1992	Reg #:	<u>1819586</u>	Reg. Dt:	02/01/1994
	Mark:							
61	Serial #:	<u>74271640</u>	Filing Dt:	04/30/1992	Reg #:	<u>1819587</u>	Reg. Dt:	02/01/1994
	Mark:							
62	Serial #:	<u>74336129</u>	Filing Dt:	12/02/1992	Reg #:	<u>1784225</u>	Reg. Dt:	07/27/1993
	Mark:							
63	Serial #:	<u>74339173</u>	Filing Dt:	12/11/1992	Reg #:	<u>1860562</u>	Reg. Dt:	10/25/1994
	Mark:	DOESN'T IT FEEL GOOD TO PAY LESS?						
64	Serial #:	<u>74342219</u>	Filing Dt:	12/22/1992	Reg #:	<u>1810853</u>	Reg. Dt:	12/14/1993
	Mark:							
65	Serial #:	<u>74342264</u>	Filing Dt:	12/22/1992	Reg #:	<u>1860428</u>	Reg. Dt:	10/25/1994
	Mark:	SPERRY TOP SIDER						
66	Serial #:	<u>74342635</u>	Filing Dt:	12/23/1992	Reg #:	<u>1816261</u>	Reg. Dt:	01/11/1994
	Mark:	KEDS						
67	Serial #:	<u>74342636</u>	Filing Dt:	12/23/1992	Reg #:	<u>1819293</u>	Reg. Dt:	02/01/1994
	Mark:	SPERRY TOP-SIDER						
68	Serial #:	<u>74366959</u>	Filing Dt:	03/11/1993	Reg #:	<u>1809308</u>	Reg. Dt:	12/07/1993
	Mark:	QUADRO-GRIP						
69	Serial #:	<u>74400347</u>	Filing Dt:	06/11/1993	Reg #:	<u>1903614</u>	Reg. Dt:	07/04/1995
	Mark:	PAYLESS SHOESOURCE						
70	Serial #:	<u>74401561</u>	Filing Dt:	06/14/1993	Reg #:	<u>1837194</u>	Reg. Dt:	05/17/1994
	Mark:	PAYLESS KIDS						
71	Serial #:	<u>74420407</u>	Filing Dt:	08/04/1993	Reg #:	<u>1868389</u>	Reg. Dt:	12/20/1994
	Mark:	WATER SOCK BY PAYLESS SHOESOURCE						

72	Serial #: <u>74471786</u> Mark: KEDS	Filing Dt: 12/17/1993	Reg #: <u>2118183</u>	Reg. Dt: 12/02/1997
73	Serial #: <u>74471812</u> Mark: WETLANDS COLLECTION	Filing Dt: 12/17/1993	Reg #: <u>2215634</u>	Reg. Dt: 01/05/1999
74	Serial #: <u>74489296</u> Mark: GREAT FEET	Filing Dt: 02/14/1994	Reg #: <u>2010483</u>	Reg. Dt: 10/22/1996
75	Serial #: <u>74499700</u> Mark: PAYLESS	Filing Dt: 03/14/1994	Reg #: <u>1949546</u>	Reg. Dt: 01/16/1996
76	Serial #: <u>74556179</u> Mark: MUNCHKIN	Filing Dt: 08/02/1994	Reg #: <u>2174118</u>	Reg. Dt: 07/21/1998
77	Serial #: <u>74568083</u> Mark: AMERICAN EAGLE	Filing Dt: 08/31/1994	Reg #: <u>1943730</u>	Reg. Dt: 12/26/1995
78	Serial #: <u>74575656</u> Mark:	Filing Dt: 09/19/1994	Reg #: <u>2076036</u>	Reg. Dt: 07/01/1997
79	Serial #: <u>74601515</u> Mark: AUTHENTIC ORIGINAL	Filing Dt: 11/21/1994	Reg #: <u>2045317</u>	Reg. Dt: 03/18/1997
80	Serial #: <u>74662520</u> Mark: PAYLESS SHOESOURCE	Filing Dt: 04/18/1995	Reg #: <u>1958918</u>	Reg. Dt: 02/27/1996
81	Serial #: <u>74680384</u> Mark: FREERIDE	Filing Dt: 05/26/1995	Reg #: <u>2543643</u>	Reg. Dt: 03/05/2002
82	Serial #: <u>74680549</u> Mark: EXTREME	Filing Dt: 05/26/1995	Reg #: <u>2667463</u>	Reg. Dt: 12/31/2002
83	Serial #: <u>74680841</u> Mark: ADVANTAGE	Filing Dt: 05/30/1995	Reg #: <u>2587005</u>	Reg. Dt: 07/02/2002
84	Serial #: <u>74712612</u> Mark: ZIPS	Filing Dt: 08/08/1995	Reg #: <u>2162366</u>	Reg. Dt: 06/02/1998
85	Serial #: <u>75014474</u> Mark: SAUCONY	Filing Dt: 11/03/1995	Reg #: <u>2064602</u>	Reg. Dt: 05/27/1997
86	Serial #: <u>75065717</u> Mark: A	Filing Dt: 02/29/1996	Reg #: <u>2152877</u>	Reg. Dt: 04/21/1998
87	Serial #: <u>75070923</u> Mark: AIRWALK	Filing Dt: 02/28/1996	Reg #: <u>2109810</u>	Reg. Dt: 10/28/1997
88	Serial #: <u>75093074</u> Mark: A	Filing Dt: 04/23/1996	Reg #: <u>2042013</u>	Reg. Dt: 03/04/1997
89	Serial #: <u>75093475</u> Mark:	Filing Dt: 04/24/1996	Reg #: <u>2166302</u>	Reg. Dt: 06/16/1998

90	Serial #:	<u>75155597</u>	Filing Dt:	08/26/1996	Reg #:	<u>2093072</u>	Reg. Dt:	09/02/1997
	Mark:	SR						
91	Serial #:	<u>75175068</u>	Filing Dt:	10/01/1996	Reg #:	<u>2091338</u>	Reg. Dt:	08/26/1997
	Mark:	A						
92	Serial #:	<u>75181488</u>	Filing Dt:	10/15/1996	Reg #:	<u>2126943</u>	Reg. Dt:	01/06/1998
	Mark:	PAYLESS SHOE SOURCE						
93	Serial #:	<u>75181489</u>	Filing Dt:	10/15/1996	Reg #:	<u>2126944</u>	Reg. Dt:	01/06/1998
	Mark:	PAYLESS SHOE SOURCE						
94	Serial #:	<u>75192790</u>	Filing Dt:	11/05/1996	Reg #:	<u>2084152</u>	Reg. Dt:	07/29/1997
	Mark:							
95	Serial #:	<u>75205536</u>	Filing Dt:	11/29/1996	Reg #:	<u>2087912</u>	Reg. Dt:	08/12/1997
	Mark:	COASTERS						
96	Serial #:	<u>75252079</u>	Filing Dt:	03/05/1997	Reg #:	<u>2219541</u>	Reg. Dt:	01/19/1999
	Mark:	LEARN 2 WALK WALK 2 LEARN						
97	Serial #:	<u>75252080</u>	Filing Dt:	03/05/1997	Reg #:	<u>2219542</u>	Reg. Dt:	01/19/1999
	Mark:	LEARN 2 WALK WALK 2 LEARN						
98	Serial #:	<u>75261535</u>	Filing Dt:	03/21/1997	Reg #:	<u>2121905</u>	Reg. Dt:	12/16/1997
	Mark:	STRIDE RITE						
99	Serial #:	<u>75306982</u>	Filing Dt:	06/11/1997	Reg #:	<u>2174029</u>	Reg. Dt:	07/14/1998
	Mark:	POWER CHASERS						
100	Serial #:	<u>75310343</u>	Filing Dt:	06/17/1997	Reg #:	<u>2156958</u>	Reg. Dt:	05/12/1998
	Mark:	CHAMPION						

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1	Serial #:	<u>75330265</u>	Filing Dt:	07/24/1997	Reg #:	<u>2190007</u>	Reg. Dt:	09/15/1998
	Mark:	SPERRY TOP-SIDER						
2	Serial #:	<u>75360972</u>	Filing Dt:	09/22/1997	Reg #:	<u>2457612</u>	Reg. Dt:	06/05/2001
	Mark:	CONNECTIONS						
3	Serial #:	<u>75378100</u>	Filing Dt:	10/23/1997	Reg #:	<u>2572443</u>	Reg. Dt:	05/28/2002
	Mark:	CROSS TREKKERS						
4	Serial #:	<u>75378101</u>	Filing Dt:	10/23/1997	Reg #:	<u>2339610</u>	Reg. Dt:	04/11/2000
	Mark:	RUGGED OUTBACK						
5	Serial #:	<u>75388389</u>	Filing Dt:	11/12/1997	Reg #:	<u>2588714</u>	Reg. Dt:	07/02/2002
	Mark:	A						
6	Serial #:	<u>75389100</u>	Filing Dt:	11/12/1997	Reg #:	<u>2317667</u>	Reg. Dt:	02/15/2000
	Mark:	A						

7	Serial #:	<u>75422452</u>	Filing Dt:	01/23/1998	Reg #:	<u>2498604</u>	Reg. Dt:	10/16/2001
	Mark:	READY TO WASH						
8	Serial #:	<u>75432218</u>	Filing Dt:	02/11/1998	Reg #:	<u>2224325</u>	Reg. Dt:	02/16/1999
	Mark:	LEARN TO WALK						
9	Serial #:	<u>75432219</u>	Filing Dt:	02/11/1998	Reg #:	<u>2224326</u>	Reg. Dt:	02/16/1999
	Mark:	WALK TO LEARN						
10	Serial #:	<u>75435107</u>	Filing Dt:	02/17/1998	Reg #:	<u>2371524</u>	Reg. Dt:	07/25/2000
	Mark:	SAFE T STEP						
11	Serial #:	<u>75440520</u>	Filing Dt:	02/25/1998	Reg #:	<u>2228581</u>	Reg. Dt:	03/02/1999
	Mark:	PARADE OF SHOES						
12	Serial #:	<u>75445756</u>	Filing Dt:	03/06/1998	Reg #:	<u>2330232</u>	Reg. Dt:	03/14/2000
	Mark:	FIONI						
13	Serial #:	<u>75445758</u>	Filing Dt:	03/06/1998	Reg #:	<u>2362874</u>	Reg. Dt:	06/27/2000
	Mark:	CITY SNEAKS						
14	Serial #:	<u>75445832</u>	Filing Dt:	03/06/1998	Reg #:	<u>2444712</u>	Reg. Dt:	04/17/2001
	Mark:	MONTEGO BAY CLUB						
15	Serial #:	<u>75453749</u>	Filing Dt:	03/20/1998	Reg #:	<u>2675307</u>	Reg. Dt:	01/14/2003
	Mark:	AMERICAN EAGLE						
16	Serial #:	<u>75454431</u>	Filing Dt:	03/23/1998	Reg #:	<u>2312484</u>	Reg. Dt:	01/25/2000
	Mark:	HYDROGRIP SYSTEM						
17	Serial #:	<u>75472546</u>	Filing Dt:	04/22/1998	Reg #:	<u>2574041</u>	Reg. Dt:	05/28/2002
	Mark:	PARADE						
18	Serial #:	<u>75497618</u>	Filing Dt:	05/29/1998	Reg #:	<u>2330287</u>	Reg. Dt:	03/14/2000
	Mark:	PAYLESS SHOE SOURCE						
19	Serial #:	<u>75542890</u>	Filing Dt:	08/26/1998	Reg #:	<u>2386293</u>	Reg. Dt:	09/12/2000
	Mark:	STRIDE RITE						
20	Serial #:	<u>75543335</u>	Filing Dt:	08/26/1998	Reg #:	<u>2423815</u>	Reg. Dt:	01/23/2001
	Mark:	FASHIONFUNDS						
21	Serial #:	<u>75549425</u>	Filing Dt:	09/08/1998	Reg #:	<u>2311060</u>	Reg. Dt:	01/25/2000
	Mark:	PAYLESS SHOE SOURCE						
22	Serial #:	<u>75549426</u>	Filing Dt:	09/08/1998	Reg #:	<u>2402593</u>	Reg. Dt:	11/07/2000
	Mark:	DOESN'T IT FEEL GOOD?						
23	Serial #:	<u>75549462</u>	Filing Dt:	09/08/1998	Reg #:	<u>2311063</u>	Reg. Dt:	01/25/2000
	Mark:	PAYLESS SHOE SOURCE						
24	Serial #:	<u>75551063</u>	Filing Dt:	09/11/1998	Reg #:	<u>2283329</u>	Reg. Dt:	10/05/1999
	Mark:	PAYLESS KIDS						

25	Serial #: <u>75551064</u> Filing Dt: 09/11/1998 Reg #: <u>2283330</u> Reg. Dt: 10/05/1999 Mark: PAYLESS KIDS
26	Serial #: <u>75551065</u> Filing Dt: 09/11/1998 Reg #: <u>2468180</u> Reg. Dt: 07/10/2001 Mark: ORIGINAL RUGGED OUTBACK
27	Serial #: <u>75551066</u> Filing Dt: 09/11/1998 Reg #: <u>2301896</u> Reg. Dt: 12/21/1999 Mark: PAYLESS SHOE SOURCE
28	Serial #: <u>75595260</u> Filing Dt: 11/25/1998 Reg #: <u>2314004</u> Reg. Dt: 02/01/2000 Mark: AIRWALK
29	Serial #: <u>75625854</u> Filing Dt: 01/25/1999 Reg #: <u>2316506</u> Reg. Dt: 02/08/2000 Mark: BILLFISH
30	Serial #: <u>75630807</u> Filing Dt: 01/29/1999 Reg #: <u>2806039</u> Reg. Dt: 01/20/2004 Mark: SMART FIT
31	Serial #: <u>75642743</u> Filing Dt: 02/18/1999 Reg #: <u>2389340</u> Reg. Dt: 09/26/2000 Mark: PAYLESS.COM
32	Serial #: <u>75652553</u> Filing Dt: 03/03/1999 Reg #: <u>2416437</u> Reg. Dt: 12/26/2000 Mark: LOWER EAST SIDE
33	Serial #: <u>75669551</u> Filing Dt: 03/29/1999 Reg #: <u>2613028</u> Reg. Dt: 08/27/2002 Mark: PRO-KEDS
34	Serial #: <u>75674239</u> Filing Dt: 04/05/1999 Reg #: <u>2553198</u> Reg. Dt: 03/26/2002 Mark: PARADE SPORT
35	Serial #: <u>75674240</u> Filing Dt: 04/05/1999 Reg #: <u>2553199</u> Reg. Dt: 03/26/2002 Mark: PARADE
36	Serial #: <u>75683304</u> Filing Dt: 04/15/1999 Reg #: <u>2625502</u> Reg. Dt: 09/24/2002 Mark: WINDJAMMER
37	Serial #: <u>75684800</u> Filing Dt: 04/19/1999 Reg #: <u>2392314</u> Reg. Dt: 10/03/2000 Mark: HUNTER'S BAY
38	Serial #: <u>75698606</u> Filing Dt: 05/06/1999 Reg #: <u>2881936</u> Reg. Dt: 09/07/2004 Mark: SMART FIT
39	Serial #: <u>75698607</u> Filing Dt: 05/06/1999 Reg #: <u>3021243</u> Reg. Dt: 11/29/2005 Mark: SMART FIT
40	Serial #: <u>75791955</u> Filing Dt: 09/04/1999 Reg #: <u>2434291</u> Reg. Dt: 03/06/2001 Mark: PREDICTIONS
41	Serial #: <u>75791956</u> Filing Dt: 09/04/1999 Reg #: <u>2491341</u> Reg. Dt: 09/18/2001 Mark: LOWER EAST SIDE
42	Serial #: <u>75792600</u> Filing Dt: 09/03/1999 Reg #: <u>3177327</u> Reg. Dt: 11/28/2006 Mark: HL

43 Serial #: 75826106 Filing Dt: 10/18/1999 Reg #: 2419006 Reg. Dt: 01/09/2001
Mark: SHOES. STYLE. INSPIRATION.

44 Serial #: 75826107 Filing Dt: 10/18/1999 Reg #: 2632318 Reg. Dt: 10/08/2002
Mark: THE RIGHT FIT AT THE RIGHT PRICE.

45 Serial #: 75826110 Filing Dt: 10/18/1999 Reg #: 2418479 Reg. Dt: 01/02/2001
Mark: WOLFE ISLAND

46 Serial #: 75841358 Filing Dt: 11/05/1999 Reg #: 2655334 Reg. Dt: 12/03/2002
Mark: SHOES ONLINE ANYTIME PAYLESS.COM

47 Serial #: 75841360 Filing Dt: 11/05/1999 Reg #: 2475163 Reg. Dt: 08/07/2001
Mark: GUARANTEED IN STOCK

48 Serial #: 75841361 Filing Dt: 11/05/1999 Reg #: 2505864 Reg. Dt: 11/13/2001
Mark: SHOES ONLINE ANYTIME PAYLESS.COM

49 Serial #: 75844603 Filing Dt: 11/09/1999 Reg #: 2595033 Reg. Dt: 07/16/2002
Mark: BABY BOWL

50 Serial #: 75847935 Filing Dt: 11/12/1999 Reg #: 2489029 Reg. Dt: 09/11/2001
Mark: SPERRY

51 Serial #: 75928091 Filing Dt: 02/25/2000 Reg #: 2489638 Reg. Dt: 09/11/2001
Mark: SHOE LOVER'S SALE

52 Serial #: 75928092 Filing Dt: 02/25/2000 Reg #: 2529135 Reg. Dt: 01/15/2002
Mark: PASSION HAS ITS PLACE

53 Serial #: 75928740 Filing Dt: 02/25/2000 Reg #: 2462860 Reg. Dt: 06/19/2001
Mark: CONNECTIONS

54 Serial #: 75928741 Filing Dt: 02/25/2000 Reg #: 2470605 Reg. Dt: 07/17/2001
Mark: CONNECTIONS

55 Serial #: 75928742 Filing Dt: 02/25/2000 Reg #: 2483736 Reg. Dt: 08/28/2001
Mark: PLUSHEEZ

56 Serial #: 75975082 Filing Dt: 12/17/1993 Reg #: 2001959 Reg. Dt: 09/17/1996
Mark: PRO-KEDS

57 Serial #: 75975217 Filing Dt: 12/17/1993 Reg #: 2027964 Reg. Dt: 12/31/1996
Mark: KEDS

58 Serial #: 75975561 Filing Dt: 12/01/1994 Reg #: 2037952 Reg. Dt: 02/11/1997
Mark:

59 Serial #: 75979697 Filing Dt: 09/21/2000 Reg #: 2619496 Reg. Dt: 09/17/2002
Mark:

60 Serial #: 76132785 Filing Dt: 09/21/2000 Reg #: 2600366 Reg. Dt: 07/30/2002
Mark: GENETIC

61	Serial #: <u>76132787</u> Mark: GENETIC	Filing Dt: 09/21/2000	Reg #: <u>2646735</u>	Reg. Dt: 11/05/2002
62	Serial #: <u>76132791</u> Mark:	Filing Dt: 09/21/2000	Reg #: <u>2763187</u>	Reg. Dt: 09/16/2003
63	Serial #: <u>76177867</u> Mark: S SAUCONY OWNERS CLUB	Filing Dt: 12/08/2000	Reg #: <u>2630366</u>	Reg. Dt: 10/08/2002
64	Serial #: <u>76205456</u> Mark: TARE 7	Filing Dt: 02/06/2001	Reg #: <u>2743325</u>	Reg. Dt: 07/29/2003
65	Serial #: <u>76246039</u> Mark: ETURA	Filing Dt: 04/25/2001	Reg #: <u>2743534</u>	Reg. Dt: 07/29/2003
66	Serial #: <u>76273565</u> Mark: A	Filing Dt: 06/19/2001	Reg #: <u>2538220</u>	Reg. Dt: 02/12/2002
67	Serial #: <u>76307252</u> Mark:	Filing Dt: 08/29/2001	Reg #: <u>2634812</u>	Reg. Dt: 10/15/2002
68	Serial #: <u>76324320</u> Mark:	Filing Dt: 10/12/2001	Reg #: <u>2578677</u>	Reg. Dt: 06/11/2002
69	Serial #: <u>76324411</u> Mark:	Filing Dt: 10/12/2001	Reg #: <u>2578679</u>	Reg. Dt: 06/11/2002
70	Serial #: <u>76324412</u> Mark:	Filing Dt: 10/12/2001	Reg #: <u>2671618</u>	Reg. Dt: 01/07/2003
71	Serial #: <u>76375380</u> Mark: GRID	Filing Dt: 02/26/2002	Reg #: <u>2663005</u>	Reg. Dt: 12/17/2002
72	Serial #: <u>76380735</u> Mark: ARCH-LOCK	Filing Dt: 03/08/2002	Reg #: <u>2683188</u>	Reg. Dt: 02/04/2003
73	Serial #: <u>76380845</u> Mark: CRM	Filing Dt: 03/08/2002	Reg #: <u>2683189</u>	Reg. Dt: 02/04/2003
74	Serial #: <u>76975828</u> Mark: A	Filing Dt: 05/15/2002	Reg #: <u>2854830</u>	Reg. Dt: 06/15/2004
75	Serial #: <u>77024231</u> Mark: M	Filing Dt: 10/18/2006	Reg #: <u>3278737</u>	Reg. Dt: 08/14/2007
76	Serial #: <u>77028386</u> Mark: A AIRWALK UNSIGNED HERO	Filing Dt: 10/24/2006	Reg #: NONE	Reg. Dt:
77	Serial #: <u>77036487</u> Mark: M	Filing Dt: 11/03/2006	Reg #: <u>3273998</u>	Reg. Dt: 08/07/2007
78	Serial #: <u>77036507</u> Mark: M	Filing Dt: 11/03/2006	Reg #: <u>3273999</u>	Reg. Dt: 08/07/2007

79 Serial #: 77036541 Filing Dt: 11/03/2006 Reg #: 3274000 Reg. Dt: 08/07/2007
Mark: M

80 Serial #: 77048518 Filing Dt: 11/21/2006 Reg #: NONE Reg. Dt:
Mark: XGS

81 Serial #: 77172437 Filing Dt: 05/03/2007 Reg #: 3368483 Reg. Dt: 01/15/2008
Mark: TAKING STEPS TO FIGHT BREAST CANCER

82 Serial #: 78021914 Filing Dt: 08/18/2000 Reg #: 2626596 Reg. Dt: 09/24/2002
Mark: PAYLESS POINTS

83 Serial #: 78032896 Filing Dt: 10/30/2000 Reg #: 2664597 Reg. Dt: 12/17/2002
Mark: DYELIGHTS

84 Serial #: 78032898 Filing Dt: 10/30/2000 Reg #: 2849108 Reg. Dt: 06/01/2004
Mark: DYELIGHTS

85 Serial #: 78033432 Filing Dt: 11/02/2000 Reg #: 2540559 Reg. Dt: 02/19/2002
Mark: CONNECTIONS

86 Serial #: 78037174 Filing Dt: 11/30/2000 Reg #: 2599564 Reg. Dt: 07/23/2002
Mark: HUNTER'S BAY

87 Serial #: 78038697 Filing Dt: 12/11/2000 Reg #: 2735573 Reg. Dt: 07/08/2003
Mark: MONTEGO BAY CLUB

88 Serial #: 78045046 Filing Dt: 01/25/2001 Reg #: 2602952 Reg. Dt: 07/30/2002
Mark: WHERE SMART MOMS GO FOR KIDS' SHOES.

89 Serial #: 78047903 Filing Dt: 02/12/2001 Reg #: 2675668 Reg. Dt: 01/14/2003
Mark: LUSTER

90 Serial #: 78048475 Filing Dt: 02/15/2001 Reg #: 2694136 Reg. Dt: 03/04/2003
Mark: LUSTER

91 Serial #: 78051622 Filing Dt: 03/06/2001 Reg #: 2799089 Reg. Dt: 12/23/2003
Mark: PAVEMENT OPTIONAL

92 Serial #: 78053629 Filing Dt: 03/16/2001 Reg #: 2694138 Reg. Dt: 03/04/2003
Mark: BUNDLES

93 Serial #: 78053631 Filing Dt: 03/16/2001 Reg #: 2599625 Reg. Dt: 07/23/2002
Mark: BUNDLES

94 Serial #: 78053909 Filing Dt: 03/19/2001 Reg #: 2633359 Reg. Dt: 10/08/2002
Mark: BUNDLES

95 Serial #: 78056776 Filing Dt: 04/04/2001 Reg #: 2625065 Reg. Dt: 09/24/2002
Mark: PARADE P

96 Serial #: 78059446 Filing Dt: 04/20/2001 Reg #: 2659466 Reg. Dt: 12/10/2002
Mark: COASTERS

97 Serial #: 78061588 Filing Dt: 05/02/2001 Reg #: 2687508 Reg. Dt: 02/11/2003
 Mark: BUNDLES

98 Serial #: 78072980 Filing Dt: 07/09/2001 Reg #: 2730676 Reg. Dt: 06/24/2003
 Mark: SHOEFINDER

99 Serial #: 78078599 Filing Dt: 08/10/2001 Reg #: 2701463 Reg. Dt: 03/25/2003
 Mark: KID TECH

100 Serial #: 78080663 Filing Dt: 08/22/2001 Reg #: 2663284 Reg. Dt: 12/17/2002
 Mark: STATE STREET

Continued

1 Serial #: 78092322 Filing Dt: 11/08/2001 Reg #: 2687543 Reg. Dt: 02/11/2003
 Mark: WHEN PERFORMANCE COUNTS

2 Serial #: 78094008 Filing Dt: 11/19/2001 Reg #: 2851823 Reg. Dt: 06/08/2004
 Mark: FLEX COMFORT SYSTEM CROSS TREKKERS

3 Serial #: 78097257 Filing Dt: 12/07/2001 Reg #: NONE Reg. Dt:
 Mark: TERRACEWALL

4 Serial #: 78137272 Filing Dt: 06/20/2002 Reg #: 2846501 Reg. Dt: 05/25/2004
 Mark: UN PASO INTELIGENTE

5 Serial #: 78157795 Filing Dt: 08/26/2002 Reg #: 3144118 Reg. Dt: 09/19/2006
 Mark: HIND

6 Serial #: 78157825 Filing Dt: 08/26/2002 Reg #: 2964879 Reg. Dt: 07/05/2005
 Mark: SAUCONY

7 Serial #: 78164000 Filing Dt: 09/13/2002 Reg #: 2953063 Reg. Dt: 05/17/2005
 Mark:

8 Serial #: 78165405 Filing Dt: 09/18/2002 Reg #: 2811816 Reg. Dt: 02/03/2004
 Mark: XT-1200

9 Serial #: 78180382 Filing Dt: 10/31/2002 Reg #: 2826564 Reg. Dt: 03/23/2004
 Mark: GRID VISION

10 Serial #: 78183998 Filing Dt: 11/12/2002 Reg #: 2773691 Reg. Dt: 10/14/2003
 Mark: PARADE

11 Serial #: 78184739 Filing Dt: 11/13/2002 Reg #: 2849570 Reg. Dt: 06/01/2004
 Mark:

12 Serial #: 78233590 Filing Dt: 04/03/2003 Reg #: 3216205 Reg. Dt: 03/06/2007
 Mark: BABY SMART

13 Serial #: 78233621 Filing Dt: 04/03/2003 Reg #: 3216206 Reg. Dt: 03/06/2007
 Mark: KID SMART

14	Serial #: <u>78236362</u> Mark: MINICCI	Filing Dt: 04/10/2003	Reg #: <u>2846898</u>	Reg. Dt: 05/25/2004
15	Serial #: <u>78236364</u> Mark: MINICCI	Filing Dt: 04/10/2003	Reg #: <u>2978682</u>	Reg. Dt: 07/26/2005
16	Serial #: <u>78236366</u> Mark: MINICCI	Filing Dt: 04/10/2003	Reg #: <u>2880421</u>	Reg. Dt: 08/31/2004
17	Serial #: <u>78236368</u> Mark: MINICCI	Filing Dt: 04/10/2003	Reg #: <u>2902408</u>	Reg. Dt: 11/09/2004
18	Serial #: <u>78243374</u> Mark:	Filing Dt: 04/29/2003	Reg #: <u>2953847</u>	Reg. Dt: 05/17/2005
19	Serial #: <u>78243435</u> Mark:	Filing Dt: 04/29/2003	Reg #: <u>2887827</u>	Reg. Dt: 09/21/2004
20	Serial #: <u>78244226</u> Mark: STABILITY GUIDE	Filing Dt: 05/01/2003	Reg #: <u>2942995</u>	Reg. Dt: 04/19/2005
21	Serial #: <u>78252155</u> Mark: GRID ENERGY CRM	Filing Dt: 05/20/2003	Reg #: <u>2955680</u>	Reg. Dt: 05/24/2005
22	Serial #: <u>78252160</u> Mark:	Filing Dt: 05/20/2003	Reg #: <u>2981842</u>	Reg. Dt: 08/02/2005
23	Serial #: <u>78264699</u> Mark:	Filing Dt: 06/19/2003	Reg #: <u>2910565</u>	Reg. Dt: 12/14/2004
24	Serial #: <u>78277390</u> Mark: B/CR	Filing Dt: 07/22/2003	Reg #: <u>2943044</u>	Reg. Dt: 04/19/2005
25	Serial #: <u>78295316</u> Mark: LIFE'S WAITING, LET'S GO	Filing Dt: 09/03/2003	Reg #: <u>2934210</u>	Reg. Dt: 03/15/2005
26	Serial #: <u>78301342</u> Mark:	Filing Dt:	Reg #: <u>2961273</u>	Reg. Dt:
27	Serial #: <u>78301342</u> Mark: GRASSHOPPERS	Filing Dt: 09/17/2003	Reg #: <u>2961273</u>	Reg. Dt: 06/07/2005
28	Serial #: <u>78315706</u> Mark: PRO-LETE	Filing Dt: 10/20/2003	Reg #: <u>3006522</u>	Reg. Dt: 10/11/2005
29	Serial #: <u>78317843</u> Mark: PARADE	Filing Dt: 10/23/2003	Reg #: <u>2895822</u>	Reg. Dt: 10/19/2004
30	Serial #: <u>78317848</u> Mark: PARADE	Filing Dt: 10/23/2003	Reg #: <u>2895823</u>	Reg. Dt: 10/19/2004
31	Serial #: <u>78318907</u> Mark: DESIGNER LOOKS. REAL-LIFE PRICES.	Filing Dt: 10/27/2003	Reg #: <u>2889362</u>	Reg. Dt: 09/28/2004

32	Serial #:	<u>78329845</u>	Filing Dt:	11/19/2003	Reg #:	NONE	Reg. Dt:	
	Mark:	IMPULSE EVA						
33	Serial #:	<u>78353166</u>	Filing Dt:	01/16/2004	Reg #:	<u>2961520</u>	Reg. Dt:	06/07/2005
	Mark:	SHOE BUZZ						
34	Serial #:	<u>78359245</u>	Filing Dt:	01/29/2004	Reg #:	<u>3030337</u>	Reg. Dt:	12/13/2005
	Mark:	STRIDE RITE E-FIT						
35	Serial #:	<u>78376143</u>	Filing Dt:	03/01/2004	Reg #:	<u>3030404</u>	Reg. Dt:	12/13/2005
	Mark:	SAUCONY 26						
36	Serial #:	<u>78378782</u>	Filing Dt:	03/04/2004	Reg #:	<u>3259119</u>	Reg. Dt:	07/03/2007
	Mark:	PERFORMANCE SHAPE TECHNOLOGY						
37	Serial #:	<u>78389791</u>	Filing Dt:	03/24/2004	Reg #:	<u>2938154</u>	Reg. Dt:	04/05/2005
	Mark:	GOT BOGO ON THE BRAIN?						
38	Serial #:	<u>78402487</u>	Filing Dt:	04/15/2004	Reg #:	<u>2981033</u>	Reg. Dt:	08/02/2005
	Mark:	GRID AURA TR						
39	Serial #:	<u>78402489</u>	Filing Dt:	04/15/2004	Reg #:	<u>3163501</u>	Reg. Dt:	10/24/2006
	Mark:	STRIKE GUIDE						
40	Serial #:	<u>78402494</u>	Filing Dt:	04/15/2004	Reg #:	<u>3101736</u>	Reg. Dt:	06/06/2006
	Mark:	SRC						
41	Serial #:	<u>78409490</u>	Filing Dt:	04/28/2004	Reg #:	<u>2959812</u>	Reg. Dt:	06/07/2005
	Mark:	SAUCONY						
42	Serial #:	<u>78410040</u>	Filing Dt:	04/29/2004	Reg #:	<u>3027047</u>	Reg. Dt:	12/13/2005
	Mark:	TEENY TOES						
43	Serial #:	<u>78414312</u>	Filing Dt:	05/06/2004	Reg #:	<u>3038430</u>	Reg. Dt:	01/03/2006
	Mark:	EVERY RUNNER HAS A STORY						
44	Serial #:	<u>78414419</u>	Filing Dt:	05/06/2004	Reg #:	<u>2981052</u>	Reg. Dt:	08/02/2005
	Mark:	HRC						
45	Serial #:	<u>78418649</u>	Filing Dt:	05/14/2004	Reg #:	<u>3276217</u>	Reg. Dt:	08/07/2007
	Mark:	STRETCH ZONE						
46	Serial #:	<u>78418650</u>	Filing Dt:	05/14/2004	Reg #:	<u>2987479</u>	Reg. Dt:	08/23/2005
	Mark:	3D GRID						
47	Serial #:	<u>78424457</u>	Filing Dt:	05/25/2004	Reg #:	<u>2967019</u>	Reg. Dt:	07/12/2005
	Mark:	MATCH 'N GO						
48	Serial #:	<u>78447838</u>	Filing Dt:	07/08/2004	Reg #:	<u>2994962</u>	Reg. Dt:	09/13/2005
	Mark:	AMERICAN EAGLE						
49	Serial #:	<u>78449747</u>	Filing Dt:	07/13/2004	Reg #:	<u>2992430</u>	Reg. Dt:	09/06/2005
	Mark:	MINICCI						

50	Serial #: <u>78461874</u> Mark: TRIGON GUIDE	Filing Dt: 08/04/2004	Reg #: <u>3101941</u>	Reg. Dt: 06/06/2006
51	Serial #: <u>78461881</u> Mark: TRIGON RIDE	Filing Dt: 08/04/2004	Reg #: <u>3030716</u>	Reg. Dt: 12/13/2005
52	Serial #: <u>78479613</u> Mark: LOYAL TO THE SPORT	Filing Dt: 09/07/2004	Reg #: <u>3020385</u>	Reg. Dt: 11/29/2005
53	Serial #: <u>78483853</u> Mark: THE SHOE OF CHAMPIONS	Filing Dt: 09/15/2004	Reg #: <u>3072126</u>	Reg. Dt: 03/21/2006
54	Serial #: <u>78495202</u> Mark: CRYSTALUNA	Filing Dt: 10/06/2004	Reg #: <u>3099280</u>	Reg. Dt: 05/30/2006
55	Serial #: <u>78498818</u> Mark: BO GO	Filing Dt: 10/13/2004	Reg #: <u>3078840</u>	Reg. Dt: 04/11/2006
56	Serial #: <u>78499233</u> Mark: GRID TANGENT	Filing Dt: 10/13/2004	Reg #: <u>3121889</u>	Reg. Dt: 07/25/2006
57	Serial #: <u>78502136</u> Mark: THE KILKENNY	Filing Dt: 10/19/2004	Reg #: <u>3291563</u>	Reg. Dt: 09/11/2007
58	Serial #: <u>78502826</u> Mark: SAUCONY	Filing Dt: 10/20/2004	Reg #: <u>3319627</u>	Reg. Dt: 10/23/2007
59	Serial #: <u>78502850</u> Mark:	Filing Dt: 10/20/2004	Reg #: <u>3095051</u>	Reg. Dt: 05/23/2006
60	Serial #: <u>78519468</u> Mark: P-TEK	Filing Dt: 11/18/2004	Reg #: <u>3041312</u>	Reg. Dt: 01/10/2006
61	Serial #: <u>78524491</u> Mark:	Filing Dt: 11/30/2004	Reg #: <u>3118286</u>	Reg. Dt: 07/18/2006
62	Serial #: <u>78537748</u> Mark: REPTILES	Filing Dt: 12/23/2004	Reg #: <u>3138006</u>	Reg. Dt: 09/05/2006
63	Serial #: <u>78555137</u> Mark: GRID PROPEL	Filing Dt: 01/27/2005	Reg #: <u>3234634</u>	Reg. Dt: 04/24/2007
64	Serial #: <u>78558169</u> Mark: PRO SPRINTS	Filing Dt: 02/01/2005	Reg #: <u>3160542</u>	Reg. Dt: 10/17/2006
65	Serial #: <u>78588048</u> Mark: NICO + BELLA	Filing Dt: 03/15/2005	Reg #: <u>3291653</u>	Reg. Dt: 09/11/2007
66	Serial #: <u>78618058</u> Mark: L	Filing Dt: 04/27/2005	Reg #: <u>3188767</u>	Reg. Dt: 12/26/2006
67	Serial #: <u>78687703</u> Mark: H	Filing Dt: 08/08/2005	Reg #: NONE	Reg. Dt:

68 Serial #: 78716309 Filing Dt: 09/20/2005 Reg #: 3499104 Reg. Dt: 09/09/2008
Mark: GET WET

69 Serial #: 78739994 Filing Dt: 10/25/2005 Reg #: 3382995 Reg. Dt: 02/12/2008
Mark: GRID EXCURSION TR

70 Serial #: 78809060 Filing Dt: 02/07/2006 Reg #: NONE Reg. Dt:
Mark: HIDDEN REFLECTIVITY

71 Serial #: 78900874 Filing Dt: 06/06/2006 Reg #: 3204098 Reg. Dt: 01/30/2007
Mark: COMPEL

72 Serial #: 78903837 Filing Dt: 06/08/2006 Reg #: 3204101 Reg. Dt: 01/30/2007
Mark: TEENY TOES

73 Serial #: 78976287 Filing Dt: 08/08/2003 Reg #: 3002970 Reg. Dt: 09/27/2005
Mark: HIND

Continued
(R/F 3766/0668 Schedule attached)

SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT

Trademark Registrations

INCLUDE ONLY U.S. REGISTERED INTELLECTUAL PROPERTY

A. REGISTERED TRADEMARKS

TRADEMARK	OWNER (REG. OWNER)	APPLIC. NUMBER
A CLUB	Payless ShoeSource Worldwide, Inc.	74062037
AMERICAN EAGLE	Payless ShoeSource Worldwide, Inc.	78447838
AMERICAN EAGLE	Payless ShoeSource Worldwide, Inc.	75453749
AMERICAN EAGLE	Payless ShoeSource Worldwide, Inc.	74568083
BABY BOWL	Payless ShoeSource Worldwide, Inc.	75844603
BO GO	Payless ShoeSource Worldwide, Inc.	78498818
BUNDLES	Payless ShoeSource Worldwide, Inc.	78061588
BUNDLES	Payless ShoeSource Worldwide, Inc.	78053909
BUNDLES	Payless ShoeSource Worldwide, Inc.	78053631
BUNDLES	Payless	78053629

CHI:1958452.1

	ShoeSource Worldwide, Inc.		
CHANCELLORS	Payless ShoeSource Worldwide, Inc.	73236139	
CITY SNEAKS	Payless ShoeSource Worldwide, Inc.	75445758	
COASTERS	Payless ShoeSource Worldwide, Inc.	78059446	
COASTERS	Payless ShoeSource Worldwide, Inc.	75205536	
COMFORT PLUS	Payless ShoeSource Worldwide, Inc.	74071002	
COMPEL	Payless ShoeSource Worldwide, Inc.	78900874	
CONNECTIONS	Payless ShoeSource Worldwide, Inc.	78033432	
CONNECTIONS	Payless ShoeSource Worldwide, Inc.	75928741	
CONNECTIONS	Payless ShoeSource Worldwide, Inc.	75928740	
CONNECTIONS	Payless ShoeSource Worldwide, Inc.	75360972	
CROSS TREKKERS	Payless ShoeSource Worldwide, Inc.	75378100	
DESIGN ONLY	Payless ShoeSource Worldwide, Inc.	75192790	
DESIGNER LOOKS. REAL-LIFE PRICES.	Payless ShoeSource	78318907	

CHI:1958452.1

	Worldwide, Inc.		
DOESN'T IT FEEL GOOD TO PAY LESS?	Payless ShoeSource Worldwide, Inc.	74339173	
DOESN'T IT FEEL GOOD?	Payless ShoeSource Worldwide, Inc.	75549426	
DYELIGHTS	Payless ShoeSource Worldwide, Inc.	78032898	
DYELIGHTS	Payless ShoeSource Worldwide, Inc.	78032896	
FASHIONFUNDS	Payless ShoeSource Worldwide, Inc.	75543335	
FIONI	Payless ShoeSource Worldwide, Inc.	75445756	
FLEX COMFORT SYSTEM CROSS TREKKERS	Payless ShoeSource Worldwide, Inc.	78094008	
GOT BOGO ON THE BRAIN?	Payless ShoeSource Worldwide, Inc.	78389791	
GUARANTEED IN STOCK	Payless ShoeSource Worldwide, Inc.	75841360	
HIGHLIGHTS	Payless ShoeSource Worldwide, Inc.	73176748	
HL	Payless ShoeSource Worldwide, Inc.	75792600	
HONCHOS	Payless ShoeSource Worldwide, Inc.	73176749	
HUNTER'S BAY	Payless ShoeSource Worldwide,	78037174	

CHI:1958452.1

HUNTER'S BAY	Inc. Payless ShoeSource Worldwide, Inc.	75684800	
L	Payless ShoeSource Worldwide, Inc.	78618058	
LOOK SMART. PAYLESS.	Payless ShoeSource Worldwide, Inc.	78097527	
LOWER EAST SIDE	Payless ShoeSource Worldwide, Inc.	75652553	
LOWER EAST SIDE	Payless ShoeSource Worldwide, Inc.	75791956	
LUSTER	Payless ShoeSource Worldwide, Inc.	78048475	
LUSTER	Payless ShoeSource Worldwide, Inc.	78047903	
M	Payless ShoeSource Worldwide, Inc.	77036541	
M	Payless ShoeSource Worldwide, Inc.	77036507	
M	Payless ShoeSource Worldwide, Inc.	77036487	
M	Payless ShoeSource Worldwide, Inc.	77024231	http://tess2.uspto.gov/bin/gate.exe?f=doc&state=
MINICCI	Payless ShoeSource Worldwide, Inc.	78449747	
MINICCI	Payless ShoeSource Worldwide, Inc.	78236368	

CHI:1958452.1

MINICCI	Payless ShoeSource Worldwide, Inc.	78236366	
MINICCI	Payless ShoeSource Worldwide, Inc.	78236364	
MINICCI	Payless ShoeSource Worldwide, Inc.	78236362	
MONTEGO BAY CLUB	Payless ShoeSource Worldwide, Inc.	78038697	
MONTEGO BAY CLUB	Payless ShoeSource Worldwide, Inc.	75445832	
ORIGINAL RUGGED OUTBACK	Payless ShoeSource Worldwide, Inc.	75551065	
PARADE	Payless ShoeSource Worldwide, Inc.	78317848	
PARADE	Payless ShoeSource Worldwide, Inc.	78317843	
PARADE	Payless ShoeSource Worldwide, Inc.	78183998	
PARADE	Payless ShoeSource Worldwide, Inc.	75674240	
PARADE	Payless ShoeSource Worldwide, Inc.	75472546	
PARADE OF SHOES	Payless ShoeSource Worldwide, Inc.	75440520	
PARADE P	Payless ShoeSource Worldwide, Inc.	78056776	
PARADE SPORT	Payless	75674239	

CHI:1958452.1

	ShoeSource Worldwide, Inc.		
PASSION HAS ITS PLACE	Payless ShoeSource Worldwide, Inc.	75928092	
PAYLESS	Payless ShoeSource Worldwide, Inc.	74499700	
PAYLESS KIDS	Payless ShoeSource Worldwide, Inc.	75551064	
PAYLESS KIDS	Payless ShoeSource Worldwide, Inc.	75551063	
PAYLESS KIDS	Payless ShoeSource Worldwide, Inc.	74401561	
PAYLESS POINTS	Payless ShoeSource Worldwide, Inc.	78021914	
PAYLESS SHOE SOURCE	Payless ShoeSource Worldwide, Inc.	75551066	
PAYLESS SHOE SOURCE	Payless ShoeSource Worldwide, Inc.	75549462	
PAYLESS SHOE SOURCE	Payless ShoeSource Worldwide, Inc.	75549425	
PAYLESS SHOE SOURCE	Payless ShoeSource Worldwide, Inc.	75497618	
PAYLESS SHOE SOURCE	Payless ShoeSource Worldwide, Inc.	75181489	
PAYLESS SHOE SOURCE	Payless ShoeSource Worldwide, Inc.	75181488	
PAYLESS SHOESOURCE	Payless ShoeSource	74662520	

CHI:1958452.1

	Worldwide, Inc.		
PAYLESS SHOESOURCE	Payless ShoeSource Worldwide, Inc.	74125947	
PAYLESS SHOESOURCE	Payless ShoeSource Worldwide, Inc.	74400347	
PAYLESS SHOESOURCE	Payless ShoeSource Worldwide, Inc.	73176747	
PAYLESS.COM	Payless ShoeSource Worldwide, Inc.	75642743	
PLUSHEEZ	Payless ShoeSource Worldwide, Inc.	75928742	
POWER CHASERS	Payless ShoeSource Worldwide, Inc.	75306982	
PREDICTIONS	Payless ShoeSource Worldwide, Inc.	75791955	
PREDICTIONS	Payless ShoeSource Worldwide, Inc.	72149063	
PRO SPRINTS	Payless ShoeSource Worldwide, Inc.	78558169	
PRO WINGS	Payless ShoeSource Worldwide, Inc.	73146601	
P-TEK	Payless ShoeSource Worldwide, Inc.	78519468	
RUGGED OUTBACK	Payless ShoeSource Worldwide, Inc.	75378101	
RUGGED OUTBACK	Payless ShoeSource Worldwide, Inc.	74065253	

CH:1958452.1

	Inc.	
SAFE T STEP	Payless ShoeSource Worldwide, Inc.	75435107
SHOE DESIGN ONLY	Payless ShoeSource Worldwide, Inc.	78524491
SHOE LOVER'S SALE	Payless ShoeSource Worldwide, Inc.	75928091
SHOEFINDER	Payless ShoeSource Worldwide, Inc.	78072980
SHOES ONLINE ANYTIME PAYLESS.COM	Payless ShoeSource Worldwide, Inc.	75841361
SHOES ONLINE ANYTIME PAYLESS.COM	Payless ShoeSource Worldwide, Inc.	75841358
SHOES. STYLE. INSPIRATION.	Payless ShoeSource Worldwide, Inc.	75826106
SMART FIT	Payless ShoeSource Worldwide, Inc.	75698607
SMART FIT	Payless ShoeSource Worldwide, Inc.	75698606
SMART FIT	Payless ShoeSource Worldwide, Inc.	75630807
SOFT FLEXIBLE BY HIGHLIGHTS	Payless ShoeSource Worldwide, Inc.	74166138
STATE STREET	Payless ShoeSource Worldwide, Inc.	78080663
SUPEROOS	Payless ShoeSource Worldwide, Inc.	73233328

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TEENY TOES	Payless ShoeSource Worldwide, Inc.	78903837	
TEENY TOES	Payless ShoeSource Worldwide, Inc.	78410040	
THE RIGHT FIT AT THE RIGHT PRICE.	Payless ShoeSource Worldwide, Inc.	75826107	
UN PASO INTELIGENTE	Payless ShoeSource Worldwide, Inc.	78137272	
WATER SOCK BY PAYLESS SHOESOURCE	Payless ShoeSource Worldwide, Inc.	74420407	
WHERE SMART MOMS GO FOR KIDS' SHOES.	Payless ShoeSource Worldwide, Inc.	78045046	
WOLFE ISLAND	Payless ShoeSource Worldwide, Inc.	75826110	

TRADEMARKS	OWNER (REG. OWNER)	ABBREV. NUMBER	REF. IN. NUMBER
A	Collective Licensing International, LLC	76273565	2538220
A	Collective Licensing International, LLC	76975828	2854830
DESIGN ONLY	Collective Licensing International, LLC	76324412	2671618
DESIGN ONLY	Collective Licensing International, LLC	76324411	2578679
DESIGN ONLY	Collective Licensing International, LLC	76324320	2578677
ETURA	Collective Licensing International, LLC	76246039	2743534
TARE 7	Collective Licensing International, LLC	76205456	2743325
DESIGN ONLY	Collective Licensing International, LLC	76132791	2763187
GENETIC	Collective Licensing International, LLC	76132787	2646735

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GENETIC	Collective Licensing International, LLC	76132785	2600366
DESIGN ONLY	Collective Licensing International, LLC	75979697	2619496
AIRWALK	Collective Licensing International, LLC	75595260	2314004
A	Collective Licensing International, LLC	75175068	2091338
A	Collective Licensing International, LLC	75093074	2042013
DESIGN ONLY	Collective Licensing International, LLC	75093475	2166302
A	Collective Licensing International, LLC	75389100	2317667
A	Collective Licensing International, LLC	75388389	2588714
AIRWALK	Collective Licensing International, LLC	75070923	2109810
A	Collective Licensing International, LLC	75065717	2152877
ADVANTAGE	Collective Licensing International, LLC	74680841	2587005
EXTREME	Collective Licensing International, LLC	74680549	2667463
FREERIDE	Collective Licensing International, LLC	74680384	2543643
DESIGN ONLY	Collective Licensing International, LLC	73633369	1450940
ITEMS INTERNATIONAL	Collective Licensing International, LLC	73709463	1508306
AIRWALK	Collective Licensing International, LLC	73633370	1511840

Trademark	Owner	Application Number/Date	Number/Date
LOGO OF 3 DOT OVERLAY	Saucony, Inc.	72/260158 06-Dec-1966	876423
SPOT-BILT	Saucony, Inc.	72/398360 26-Jul-1971	954968 13-Mar-1973
MISCELLANEOUS DESIGN	Saucony, Inc.	73/048162 31-Mar-1975	1131072 19-Feb-1980
SPOT BILT (Design plus character(s))	Saucony, Inc.	71/357163 15-Oct-1954	324181 14-May-1935
THREE-HOLE OVERLAY	Saucony, Inc.	73/146768 31-Oct-1977	1124321 21-Aug-1979
SPOT-BILT	Saucony, Inc.	73/173417 07-Jun-1978	1129304 15-Jan-1980

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Trademark	Owner	Application Number/Date	Number/Date
CIRCLE LOGO WITH THREE DOTS	Saucony, Inc.	73/254752 20-Mar-1980	1170334 22-Sep-1981
HYDE	Saucony, Inc.	245856 04-Mar-1988	245856 24-Jul-1991
HYDE	Saucony, Inc.	72/087232 14-Dec-1959	711784 28-Feb-1961
S LOGO WITH THREE HOLES	Saucony, Inc.	73/389569 27-Sep-1982	1318234 05-Feb-1985
THREE HOLE LOGO	Saucony, Inc.	73/472832 29-Mar-1984	1350728 23-Jul-1985
SAUCONY (Design plus character(s))	Saucony, Inc.	73/444004 16-Sep-1983	1356744 27-Aug-1985
WHITE SPOT OR DISK ON UPPER PORTION OF SHOE	Saucony, Inc.	71/373278 02-Jan-1936	338768 15-Sep-1936
SPOT-BILT	Saucony, Inc.	73/655030 13-Apr-1987	1475054 02-Feb-1988
SPOT LOGO	Saucony, Inc.	73/712148 19-Feb-1988	1512805 15-Nov-1988
SAUCONY (Stylized)	Saucony, Inc.	78/409490 28-Apr-2004	2959812 07-Jun-2005
HYDE	Saucony, Inc.	73/743109 29-Jul-1988	1533409 04-Apr-1989
TRB	Saucony, Inc.	73/775619 23-Jan-1989	1561066 17-Oct-1989
SAUCONY & RIVER LOGO	Saucony, Inc.	75/014474 03-Nov-1995	2064602 27-May-1997
GRID	Saucony, Inc.	76/375380 26-Feb-2002	2663005 17-Dec-2002
DESIGN	Saucony, Inc.	73/048162 15-Sep-1980	1131072 19-Feb-1980
HYDE	Saucony, Inc.	72/087232 14-Dec-1959	711784 28-Feb-1961
CRM	Saucony, Inc.	76/380845 08-Mar-2002	2683189 04-Feb-2003
CRM	Saucony, Inc.	76/380845 08-Mar-2002	2683189 04-Feb-2003
ARCH-LOCK	Saucony, Inc.	76/380735 08-Mar-2002	2683188 04-Feb-2003
SAUCONY	Saucony, Inc.	78/157825 26-Aug-2002	2964879 05-Jul-2005
MISCELLANEOUS DESIGN	Saucony, Inc.	78/164000 13-Sep-2002	2953063 17-May-2005

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Trademark	Owner	Application Number/Date	Number/Date
MISCELLANEOUS DESIGN	Saucony, Inc.	78/184739 13-Nov-2002	2849570 01-Jun-2004
XT-1200	Saucony, Inc.	78/165405 18-Sep-2002	2811816 03-Feb-2004
GRID VISION	Saucony, Inc.	78/180382 31-Oct-2002	2826564 23-Mar-2004
HRC	Saucony, Inc.	78/414419 06-May-2004	2981052 02-Aug-2005
STABILITY GUIDE	Saucony, Inc.	78/244226 01-May-2003	2942995 19-Apr-2005
S SAUCONY OWNERS CLUB	Saucony, Inc.	76/177867 08-Dec-2000	2630366 08-Oct-2002
MISCELLANEOUS DESIGN	Saucony, Inc.	78/252160 20-May-2003	2981842 02-Aug-2005
MISCELLANEOUS DESIGN	Saucony, Inc.	78/264699 19-Jun-2003	2910565 14-Dec-2004
GRID ENERGY CRM	Saucony, Inc.	78/252155 20-May-2003	2955680 24-May-2005
B/CR	Saucony, Inc.	78/277390 22-Jul-2003	2943044 19-Apr-2005
SAUCONY 26	Saucony, Inc.	78/376143 01-Mar-2004	3030404 13-Dec-2005
GRID AURA TR	Saucony, Inc.	78/402487 15-Apr-2004	2981033 02-Aug-2005
SRC	Saucony, Inc.	78/402494 15-Apr-2004	3101736 06-Jun-2006
STRIKE GUIDE	Saucony, Inc.	78/402489 15-Apr-2004	3163501 24-Oct-2006
SAUCONY (Stylized)	Saucony, Inc.	73/201269 24-Jan-1979	1147250 17-Feb-1981
EVERY RUNNER HAS A STORY	Saucony, Inc.	78/414312 06-May-2004	3038430 03-Jan-2006
3D GRID	Saucony, Inc.	78/418650 14-May-2004	2987479 23-Aug-2005
TRIGON GUIDE	Saucony, Inc.	78/461874 04-Aug-2004	3101941 06-Jun-2006
TRIGON RIDE	Saucony, Inc.	78/461881 04-Aug-2004	3030716 13-Dec-2005
LOYAL TO THE SPORT	Saucony, Inc.	78/479613 07-Sep-2004	3020385 29-Nov-2005
GRID TANGENT	Saucony, Inc.	78/499233 13-Oct-2004	3121889 25-Jul-2006
MISCELLANEOUS DESIGN	Saucony, Inc.	78/502850 20-Oct-2004	3095051 23-May-2006

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Trademark	Owner	Application Number/Date	Number/Date
HIND	Saucony, Inc.	78/157795 26-Aug-2002	3144118 19-Sep-2006
WINDJAMMER	Saucony, Inc.	75/683304 15-Apr-1999	2625502 24-Sep-2002
PAVEMENT OPTIONAL	Saucony, Inc.	78/051622 06-Mar-2001	2799089 23-Dec-2003
DRYLETE	Saucony, Inc.	73/784357 03-Mar-1989	1561106 17-Oct-1989
HIND & DESIGN	Saucony, Inc.	73/726036 02-May-1988	1552965 22-Aug-1989
PROCORE & DESIGN	Saucony, Inc.	73/684655 17-Sep-1987	1491233 07-Jan-1988
HIND & DESIGN	Saucony, Inc.	73/587515 10-Mar-1986	1412432 07-Oct-1986
HIND (Stylized)	Saucony, Inc.	78/976287 08-Aug-2003	3002970 27-Sep-2005
PROLETE	Saucony, Inc.	78/315706 20-Oct-2003	3006522 11-Oct-2005
MAKING SWEAT LOOK GOOD	Saucony, Inc.	003718988 18-Mar-2004	003718988 13-June-2005

Trademark	Owner	Application Number/Date
KEDS	SR Holdings, Inc.	1816261
BILLFISH	SR Holdings, Inc.	2316506
PRO-KEDS & Design	SR Holdings, Inc.	2613028
SPERRY	SR Holdings, Inc.	732519
KEDETTES	SR Holdings, Inc.	332392
Double Stripe Design	SR Holdings, Inc.	2076036
XGS	SR Holdings, Inc.	77048518
GRASSHOPPERS	SR Holdings, Inc.	1072756
KEDS	SR Holdings, Inc.	2118183
KEDS	SR Holdings, Inc.	114848
Baseball Stitch (FRONT)	SR Holdings, Inc.	1819586
KEDS	SR Holdings, Inc.	1222699
Sailboat Design	SR Holdings, Inc.	1810853
AUTHENTIC ORIGINAL	SR Holdings, Inc.	2045317
BLUE LABEL DESIGN	SR Holdings, Inc.	1784225

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Mark	Registrant	Serial No.
WETLANDS COLLECTION	SR Holdings, Inc.	2215634
MANSAIL	SR Holdings, Inc.	805611
ZIPS	SRL, Inc.	2162366
LIFE'S WAITING, LET'S GO	SRL, Inc.	2934210
Baseball Stitch (BACK)	SR Holdings, Inc.	1819585
ZIPS (stylized)	SRL, Inc.	1125588
STRIDE RITE	SRL, Inc.	1236944
KID TECH	SRL, Inc.	2701463
SR (stylized)	SRL, Inc.	2093072
STRIDE RITE	SRL, Inc.	2121905
STRIDE RITE E-FIT	SRL, Inc.	3030337
GRASSHOPPERS & Design	SR Holdings, Inc.	2961273
Euro Stripe Design	SR Holdings, Inc.	2887827
HYDROGRIP SYSTEM	SR Holdings, Inc.	2312484
PRO-KEDS & Design	SR Holdings, Inc.	1177361
Power Stripe in Black & White	SR Holdings, Inc.	2634812
PRO-KEDS	SR Holdings, Inc.	2001959
WALK TO LEARN	SRL, Inc.	2224326
LEARN TO WALK	SRL, Inc.	2224325
LEARN 2 WALK WALK 2 LEARN & Design	SRL, Inc.	2219541
REPTILES	SRL, Inc.	3138006
KID SMART & Design	SRL, Inc.	3216206
Power Stripe in Red & Blue	SR Holdings, Inc.	867592
Check Mark Design (Badger II)	SR Holdings, Inc.	2953847
SPERRY TOP-SIDER	SR Holdings, Inc.	2190007
CHAMPION	SR Holdings, Inc.	2156958
SPERRY TOP-SIDER & Design (1992 version)	SR Holdings, Inc.	1860428
STRIDE RITE	SRL, Inc.	1273954
LEARN 2 WALK WALK 2 LEARN & Design	SRL, Inc.	2219542
GET WET	SR Holdings, Inc.	78716309
WHEN PERFORMANCE COUNTS	SR Holdings, Inc.	2687543
STREET HOT	SRL, Inc.	1604756

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Mark	Registrant	Reg. App. No.
GRASSHOPPERS & Design	SR Holdings, Inc.	78301342
QUADRO-GRIP	SR Holdings, Inc.	1809308
MUNCHKIN	SRL, Inc.	2174118
SHOE BUZZ (Design)	SRL, Inc.	2961520
SPERRY TOP-SIDER & Design (old)	SR Holdings, Inc.	1139234
SPERRY TOP-SIDER	SR Holdings, Inc.	1819293
GREAT FEET	SRL, Inc.	2010483
KEDS	SR Holdings, Inc.	902655
SPERRY	SR Holdings, Inc.	2489029
BLUE LABEL DESIGN	SR Holdings, Inc.	685185
MATCH 'N GO	SRL, Inc.	2967019
BABY SMART & Design	SRL, Inc.	3216205
Two Face Design (Spike & Violet)	SRL, Inc.	2037952
Baseball Stitch (SIDE)	SR Holdings, Inc.	1819587
STRIDE RITE	The Stride Rite Corporation	1532092
STRIDE RITE	The Stride Rite Corporation	2386293
GRASSHOPPERS	The Keds Corporation	824458
NICO + BELLA	SRL, Inc.	78588048
TU	SRL, Inc.	1512834
CRYSTALUNA	SRL, Inc.	3099280
LAUNDRY LEATHER	SR Holdings, Inc.	1485323
GRASSHOPPERS	SR Holdings, Inc.	885530
THE SHOE OF CHAMPIONS	SR Holdings, Inc.	3072126
READY TO WASH	SR Holdings, Inc.	2498604
KEDS	SR Holdings, Inc.	2027964
LAUNDRY LEATHER	SR Holdings, Inc.	1485272

B. TRADEMARK APPLICATIONS

TRADEMARK	OWNER (REG. OWNER)	APPLIC. NUMBER
TAKING STEPS TO FIGHT BREAST CANCER	Payless ShoeSource Worldwide, Inc.	77172437
A AIRWALK UNSIGNED HERO & Design	Collective Licensing International, LLC	77028386

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HIDDEN REFLECTIVITY	Saucony, Inc.	78/809060
IMPULSE EVA	Saucony, Inc.	78/329845
STRETCH ZONE	Saucony, Inc.	78/418649
SAUCONY & DESIGN	Saucony, Inc.	78/502826
KILKENNY	Saucony, Inc.	78/502136
GRID PROPEL	Saucony, Inc.	78/555137
GRID EXCURSION TR	Saucony, Inc.	78/739994
PERFORMANCE SHAPE TECHNOLOGY	Saucony, Inc.	78/378782
H (Stylized)	Saucony, Inc.	78/687703

C. TRADEMARK LICENSES

TRADEMARK	GRANTOR	GRANTEE	DESCRIPTION OF AGREEMENT
AIRWALK	Collective Licensing International, LLC	Payless ShoeSource, Inc.	"License and Design Services Agreement" Licensor: Collective Licensing International, LLC (as assigned from Airwalk International, LLC) Licensee: Payless Shoesource Worldwide, Inc. - Licensee Dated: August 12, 2003 Amended: October 26, 2006
AIRWALK	Collective Licensing International, LLC	BBC	"License Agreement" Licensor: Collective Licensing International, LLC Licensee: BBC International, LLC Dated: January 1, 2004 Amended: October 6, 2005; April 20, 2006; July 11, 2006
AIRWALK	Collective Licensing International, LLC	Division Six	"License Agreement" Licensor: Collective Licensing International, LLC Licensee: Division Six Sports, Inc. Dated: March 1, 2005 Amended: March 3, 2005

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TRADEMARK	GRANTOR	GRANTEE	DESCRIPTION OF AGREEMENT
AIRWALK	Collective Licensing International, LLC	Airborne Entertainment	"Wireless Media License Agreement" Licensor: Collective Licensing International, LLC Licensee: Airborne Entertainment, Inc. Dated: August 7, 2006
SIMS	Collective Licensing International, LLC	TSA Corporate Services, Inc.	"License Agreement" Licensor: Collective Licensing International, LLC Licensee: TSA Corporate Services, Inc. Dated: October 24, 2006
ANDY MAC	AndyMac Productions, Inc.	Collective Licensing International, LLC	"Professional Athlete Exclusive License & Endorsement Agreement" Parties: Collective Licensing International, LLC and AndyMac Productions, Inc. Dated: January 1, 2007
SIMS CARVE SUGARBOARDS WORLD SNOWBOARDING CHAMPIONSHIPS	Thomas P. Sims and Hilary Sims	Collective Licensing International, LLC	"Exclusive Agency - Letter Agreement" Licensor: Thomas P. Sims & Hilary Sims Licensee: Collective Licensing International, LLC Dated: June 20, 2006
ABAETE LAURA PORTEZKY	Laura Poretzky	Payless ShoeSource Worldwide, Inc.	"Marketing and License Agreement" Licensor: Laura Poretzky Licensee: Payless ShoeSource Worldwide, Inc. Dated: November 7, 2006
LELA ROSE	Stitch & Couture, Inc.	Payless ShoeSource Worldwide, Inc.	"Marketing and License Agreement" Licensor: Stitch & Couture Inc. d/b/a Lela Rose Licensee: Payless ShoeSource Worldwide, Inc. Dated: November 17, 2006

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TRADEMARK	GRANTOR	GRANTEE	DESCRIPTION OF AGREEMENT
PATRICIA FIELD	Patricia Field; and Pants Pub, Ltd.	Payless ShoeSource Worldwide, Inc.	"Marketing and License Agreement" Licensor: Patricia Field & Pants Pub, Ltd. Licensee: Payless ShoeSource Worldwide, Inc. Dated: February 23, 2007
ALICE + OLIVIA	Alice +Olivia LLC	Payless ShoeSource Worldwide, Inc.	"Marketing and License Agreement" Licensor: Alice + Olivia, LLC Licensee: Payless ShoeSource Worldwide, Inc. Dated: May 25, 2007

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TRADEMARK	GRANTOR	GRANTEE	DESCRIPTION OF AGREEMENT
DEXTER, DEXFLEX, DEXCLASSIC - Word marks and any related logos and designs BUILT FOR THE WAY YOU REALLY LIVE DEXTER ATTITUDES COMFORT CLASSICS DEXTER SELECTS DEXTER THE BEST TO YOU FROM MAINE KING AND CLARK BY DEXTER STEP INTO GOOD HEALTH WITH COMFORTABLE WALKING SHOES LADY DEXTER MISS DEXTER DEXTER (in Chinese Characters) THE MOST COMFORTABLE BOAT SHOE ON EARCH REINVENT. REDESIGN. REENERGIZE DEXTER ALTITUDES ZENFLEX DEXTECH TEXTEX DEXTAIR DEXBLU DEXTERBLU DEXTER WHY KNOT? DEXTER A BOAT'S BEST FRIEND DEXTER RESCUE DEXTER WALKMOCS DEXTER PLUS & Design DEXTER & Design DEXTER LITE	H.H. Brown Shoe Company, Inc.; and Dexter Shoe Company	Payless ShoSource Worldwide, Inc.	"License Agreement" Licensor: Dexter Shoe Company Licensee: Payless ShoSource Worldwide, Inc. Dated: June 25, 2007

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TRADEMARK	GRANTOR	GRANTEE	DESCRIPTION OF AGREEMENT
AMERICAN BALLET THEATRE, ABT and any associated logos and designs	The Ballet Theatre Foundation, Inc.	Payless ShoeSource Worldwide, Inc.	"Marketing and License Agreement" Licensor: Ballet Theatre Foundation, Inc. Licensee: Payless ShoeSource Worldwide, Inc. Dated: June 21, 2006
A Design Logos Running Man Logo ETURA AIRWALK	Collective Licensing International, LLC	Payless ShoeSource Worldwide, Inc.	"License and Design Services Agreement" Licensor: Collective Licensing International, LLC (as assigned from Airwalk International, LLC) Licensee: Payless ShoeSource Worldwide, Inc. - Licensee Dated: August 12, 2003 Amended: October 26, 2006
CHAMPION and C Logo	Champion Athleticwear, a division of Sara Lee Corporation	Payless ShoeSource Worldwide, Inc.	"License Agreement" Licensor: Champion Athleticwear, a division of Sara Lee Corporation (Hanes Brand, Inc. by assignment) Licensee: Payless ShoeSource Worldwide, Inc. Dated: July 21, 2003 Amended: March 23, 2006
TAILWIND Word mark and logos and designs [Right to Use]	Exeter Brands Group, LLC	Payless ShoeSource Worldwide, Inc.	"Purchase and Sale Agreement" Parties: Payless ShoeSource Worldwide, Inc.; and Exeter Brands Group, LLC Dated: November 20, 2006
SPALDING (word mark and design mark) Design Logo	Spalding Division of Russell Corporation	Payless ShoeSource Worldwide, Inc.	"License Agreement" Licensor: Spalding, a division of Russell Corporation Licensee: Payless ShoeSource Worldwide, Inc. Dated: June 1, 2007

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