

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 3717/0034

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wells Fargo Bank, National Association (a successor by merger to Wells Fargo Retail Finance, LLC)		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 Holding Inc.
Street Address:	3231 SE 6th Avenue
City:	Topeka
State/Country:	KANSAS

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Postal Code:	66607
Entity Type:	CORPORATION: DELAWARE

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

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Serial Number:	77280297	
Serial Number:	77280591	PAYLESS SHOESOURCE MEN + WOMEN
Serial Number:	77280594	PAYLESS SHOESOURCE WOMEN + KIDS
Serial Number:	77280604	PAYLESS SHOESOURCE MEN + KIDS
Serial Number:	77280611	PAYLESS SHOESOURCE KIDS
Serial Number:	77280616	INSPIRING FUN FASHION POSSIBILITIES FOR THE FAMILY ... PAYLESS
Serial Number:	77280622	INSPIRING FUN FASHION POSSIBILITIES FOR THE FAMILY
Serial Number:	77280624	INSPIRING POSSIBILITIES
Serial Number:	77295519	PAYLESS ON THE RUNWAY
Serial Number:	77300779	MAKE IT COUNT
Serial Number:	77300856	FLEX MOTION
Serial Number:	77300890	FASHION FUNDS
Serial Number:	77300911	FASHION FUNDS
Serial Number:	77313721	PAYLESS POSSIBILITIES
Serial Number:	77313734	PAYLESS POSSIBILITIES
Serial Number:	77313765	HB
Serial Number:	77313788	HB
Serial Number:	77313800	HB
Serial Number:	77313826	HB
Serial Number:	77314842	BE TRUE
Serial Number:	77343954	EXTREME
Serial Number:	77343987	P PAYLESS SHOESOURCE
Serial Number:	77344006	P PAYLESS SHOESOURCE

Serial Number:	77344014	M
Serial Number:	77344026	M
Serial Number:	77350449	GREAT FEET
Serial Number:	77350459	GREAT FEET

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.
Phone: 312-862-3865
Email: christine.casey@kirkland.com
Correspondent Name: Kirkland & Ellis LLP
Address Line 1: 300 N. LaSalle Street, 28th Floor
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 Wells Fargo Bank, National Association (as successor by merger to Wells Fargo Retail Finance, LLC), 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., and SRL, Inc. (each a "Grantor" and, collectively, the "Grantors").

WHEREAS, pursuant to the terms and conditions of that certain Trademark Security Agreement by and between Grantor and Administrative Agent dated August 17, 2007 (the "Trademark Security Agreement"), Grantor granted to Administrative Agent a continuing security interest in and to, and lien on, all of Grantor's 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 Grantor (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, Grantor 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 Grantor 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") both on November 8, 2007 at reel/frame number 3658/0767 and on February 11, 2008 at reel/frame number 3717/0034; and

WHEREAS, Grantor has paid all of its 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.

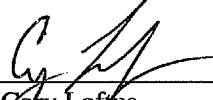
Administrative Agent represents and warrants that: (i) it has the full power and authority to execute this Release; (ii) it has not assigned, transferred, restricted or otherwise encumbered any security interest it has against the Trademarks; (iii) it has not recorded or otherwise evidenced its security 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 Grantor's expense, take all further actions, and provide to Grantor, its 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 Grantor to more fully and effectively effectuate the purposes of this Release.

[Signature Page to Follow]

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

**WELLS FARGO BANK, NATIONAL
ASSOCIATION** (as successor by merger to Wells
Fargo Retail Finance, LLC)

By: 
Name: Cory Loftus
Title: Director

[Signature Page to Release of Security Interest in Trademarks]

**TRADEMARK
REEL: 004877 FRAME: 0501**

Schedule A

Reel/Frame: 3717/0034

1	Serial #:	<u>77280297</u>	Filing Dt:	09/14/2007	Reg #:	<u>3748098</u>	Reg. Dt:	02/16/2010
	Mark:							
2	Serial #:	<u>77280591</u>	Filing Dt:	09/16/2007	Reg #:	NONE	Reg. Dt:	
	Mark:	PAYLESS SHOESOURCE MEN + WOMEN						
3	Serial #:	<u>77280594</u>	Filing Dt:	09/16/2007	Reg #:	NONE	Reg. Dt:	
	Mark:	PAYLESS SHOESOURCE WOMEN + KIDS						
4	Serial #:	<u>77280604</u>	Filing Dt:	09/16/2007	Reg #:	NONE	Reg. Dt:	
	Mark:	PAYLESS SHOESOURCE MEN + KIDS						
5	Serial #:	<u>77280611</u>	Filing Dt:	09/16/2007	Reg #:	NONE	Reg. Dt:	
	Mark:	PAYLESS SHOESOURCE KIDS						
6	Serial #:	<u>77280616</u>	Filing Dt:	09/16/2007	Reg #:	NONE	Reg. Dt:	
	Mark:	INSPIRING FUN FASHION POSSIBILITIES FOR						
7	Serial #:	<u>77280622</u>	Filing Dt:	09/16/2007	Reg #:	<u>4019720</u>	Reg. Dt:	08/30/2011
	Mark:	INSPIRING FUN FASHION POSSIBILITIES FOR						
8	Serial #:	<u>77280624</u>	Filing Dt:	09/16/2007	Reg #:	<u>4019721</u>	Reg. Dt:	08/30/2011
	Mark:	INSPIRING POSSIBILITIES						
9	Serial #:	<u>77295519</u>	Filing Dt:	10/03/2007	Reg #:	<u>3430968</u>	Reg. Dt:	05/20/2008
	Mark:	PAYLESS ON THE RUNWAY						
10	Serial #:	<u>77300779</u>	Filing Dt:	10/10/2007	Reg #:	NONE	Reg. Dt:	
	Mark:	MAKE IT COUNT						
11	Serial #:	<u>77300856</u>	Filing Dt:	10/10/2007	Reg #:	NONE	Reg. Dt:	
	Mark:	FLEX MOTION						
12	Serial #:	<u>77300890</u>	Filing Dt:	10/10/2007	Reg #:	NONE	Reg. Dt:	
	Mark:	FASHION FUNDS						
13	Serial #:	<u>77300911</u>	Filing Dt:	10/10/2007	Reg #:	NONE	Reg. Dt:	
	Mark:	FASHION FUNDS						
14	Serial #:	<u>77313721</u>	Filing Dt:	10/25/2007	Reg #:	NONE	Reg. Dt:	
	Mark:	PAYLESS POSSIBILITIES						
15	Serial #:	<u>77313734</u>	Filing Dt:	10/25/2007	Reg #:	NONE	Reg. Dt:	
	Mark:	PAYLESS POSSIBILITIES						
16	Serial #:	<u>77313765</u>	Filing Dt:	10/25/2007	Reg #:	NONE	Reg. Dt:	
	Mark:	HB						
17	Serial #:	<u>77313788</u>	Filing Dt:	10/25/2007	Reg #:	NONE	Reg. Dt:	

18 **Mark:** HB
 Serial #: 77313800 **Filing Dt:** 10/25/2007 **Reg #:** NONE **Reg. Dt:**
 Mark: HB

19 **Serial #:** 77313826 **Filing Dt:** 10/25/2007 **Reg #:** 4139314 **Reg. Dt:** 05/08/2012
 Mark: HB

20 **Serial #:** 77314842 **Filing Dt:** 10/26/2007 **Reg #:** NONE **Reg. Dt:**
 Mark: BE TRUE

21 **Serial #:** 77343954 **Filing Dt:** 12/04/2007 **Reg #:** NONE **Reg. Dt:**
 Mark: EXTREME

22 **Serial #:** 77343987 **Filing Dt:** 12/04/2007 **Reg #:** NONE **Reg. Dt:**
 Mark: P PAYLESS SHOESOURCE

23 **Serial #:** 77344006 **Filing Dt:** 12/04/2007 **Reg #:** NONE **Reg. Dt:**
 Mark: P PAYLESS SHOESOURCE

24 **Serial #:** 77344014 **Filing Dt:** 12/04/2007 **Reg #:** 3539079 **Reg. Dt:** 11/25/2008
 Mark: M

25 **Serial #:** 77344026 **Filing Dt:** 12/04/2007 **Reg #:** NONE **Reg. Dt:**
 Mark: M

26 **Serial #:** 77350449 **Filing Dt:** 12/12/2007 **Reg #:** 3471834 **Reg. Dt:** 07/22/2008
 Mark: GREAT FEET

27 **Serial #:** 77350459 **Filing Dt:** 12/12/2007 **Reg #:** NONE **Reg. Dt:**
 Mark: GREAT FEET

Reel/Frame: 3658/0767

1 **Serial #:** 60245856 **Filing Dt:** 00/00/0000 **Reg #:** 245856 **Reg. Dt:**
 Mark:

2 **Serial #:** 71096939 **Filing Dt:** 07/28/1916 **Reg #:** 114848 **Reg. Dt:** 01/02/1917
 Mark: KEDS

3 **Serial #:** 71357163 **Filing Dt:** 10/15/1934 **Reg #:** 324181 **Reg. Dt:** 05/14/1935
 Mark: SPOT-BILT

4 **Serial #:** 71367008 **Filing Dt:** 07/05/1935 **Reg #:** 332392 **Reg. Dt:** 02/11/1936
 Mark: KEDETTES

5 **Serial #:** 71373278 **Filing Dt:** 01/02/1936 **Reg #:** 338768 **Reg. Dt:** 09/15/1936
 Mark:

6 **Serial #:** 72000109 **Filing Dt:** 01/03/1956 **Reg #:** 685185 **Reg. Dt:** 09/15/1959

Mark:

- 7 **Serial #:** 72087232 **Filing Dt:** 12/14/1959 **Reg #:** 711784 **Reg. Dt:** 02/28/1961
 Mark: HYDE
- 8 **Serial #:** 72122865 **Filing Dt:** 06/26/1961 **Reg #:** 732519 **Reg. Dt:** 06/05/1962
 Mark: SPERRY
- 9 **Serial #:** 72149063 **Filing Dt:** 07/16/1962 **Reg #:** 754243 **Reg. Dt:** 08/06/1963
 Mark: PREDICTIONS
- 10 **Serial #:** 72181714 **Filing Dt:** 11/21/1963 **Reg #:** 805611 **Reg. Dt:** 03/15/1966
 Mark: MAINSAIL
- 11 **Serial #:** 72187633 **Filing Dt:** 02/27/1964 **Reg #:** 824458 **Reg. Dt:** 02/21/1967
 Mark: GRASSHOPPERS
- 12 **Serial #:** 72260158 **Filing Dt:** 12/06/1966 **Reg #:** 876423 **Reg. Dt:** 09/09/1969
 Mark:
- 13 **Serial #:** 72298648 **Filing Dt:** 05/20/1968 **Reg #:** 867592 **Reg. Dt:** 04/01/1969
 Mark:
- 14 **Serial #:** 72325096 **Filing Dt:** 04/21/1969 **Reg #:** 885530 **Reg. Dt:** 02/03/1970
 Mark: GRASSHOPPERS
- 15 **Serial #:** 72355468 **Filing Dt:** 03/30/1970 **Reg #:** 902655 **Reg. Dt:** 11/17/1970
 Mark: KEDS
- 16 **Serial #:** 72398360 **Filing Dt:** 07/26/1971 **Reg #:** 954968 **Reg. Dt:** 03/13/1973
 Mark: SPOT-BILT
- 17 **Serial #:** 73048162 **Filing Dt:** 03/31/1975 **Reg #:** 1131072 **Reg. Dt:** 02/19/1980
 Mark:
- 18 **Serial #:** 73102974 **Filing Dt:** 10/12/1976 **Reg #:** 1072756 **Reg. Dt:** 09/06/1977
 Mark: GRASSHOPPERS
- 19 **Serial #:** 73110930 **Filing Dt:** 12/27/1976 **Reg #:** 1125588 **Reg. Dt:** 10/02/1979
 Mark: ZIPS
- 20 **Serial #:** 73146601 **Filing Dt:** 10/31/1977 **Reg #:** 1100848 **Reg. Dt:** 08/29/1978
 Mark: PRO WINGS
- 21 **Serial #:** 73146768 **Filing Dt:** 10/31/1977 **Reg #:** 1124321 **Reg. Dt:** 08/21/1979
 Mark:
- 22 **Serial #:** 73168801 **Filing Dt:** 05/02/1978 **Reg #:** 1139234 **Reg. Dt:** 09/02/1980
 Mark: SPERRY TOP-SIDER
- 23 **Serial #:** 73173417 **Filing Dt:** 06/07/1978 **Reg #:** 1129304 **Reg. Dt:** 01/15/1980
 Mark: SPOT-BILT

24 Serial #: 73176747 Filing Dt: 06/30/1978 Reg #: 1155940 Reg. Dt: 05/26/1981
Mark: PAYLESS SHOESOURCE

25 Serial #: 73176748 Filing Dt: 06/30/1978 Reg #: 1128335 Reg. Dt: 12/25/1979
Mark: HIGHLIGHTS

26 Serial #: 73176749 Filing Dt: 06/30/1978 Reg #: 1129312 Reg. Dt: 01/15/1980
Mark: HONCHOS

27 Serial #: 73201269 Filing Dt: 01/24/1979 Reg #: 1147250 Reg. Dt: 02/17/1981
Mark: SAUCONY

28 Serial #: 73227616 Filing Dt: 08/15/1979 Reg #: 1177361 Reg. Dt: 11/10/1981
Mark: PRO-KEDS

29 Serial #: 73233328 Filing Dt: 10/01/1979 Reg #: 1155722 Reg. Dt: 05/26/1981
Mark: SUPEROOS

30 Serial #: 73236139 Filing Dt: 10/22/1979 Reg #: 1183870 Reg. Dt: 12/29/1981
Mark: CHANCELLORS

31 Serial #: 73254752 Filing Dt: 03/20/1980 Reg #: 1170334 Reg. Dt: 09/22/1981
Mark:

32 Serial #: 73257882 Filing Dt: 04/14/1980 Reg #: 1236944 Reg. Dt: 05/10/1983
Mark: STRIDE RITE

33 Serial #: 73344580 Filing Dt: 01/06/1982 Reg #: 1222699 Reg. Dt: 01/04/1983
Mark: KEDS

34 Serial #: 73378537 Filing Dt: 08/06/1982 Reg #: 1273954 Reg. Dt: 04/10/1984
Mark: STRIDE RITE

35 Serial #: 73389569 Filing Dt: 09/27/1982 Reg #: 1318234 Reg. Dt: 02/05/1985
Mark:

36 Serial #: 73444004 Filing Dt: 09/16/1983 Reg #: 1356744 Reg. Dt: 08/27/1985
Mark: SAUCONY

37 Serial #: 73472832 Filing Dt: 03/29/1984 Reg #: 1350728 Reg. Dt: 07/23/1985
Mark:

38 Serial #: 73587515 Filing Dt: 03/10/1986 Reg #: 1412432 Reg. Dt: 10/07/1986
Mark: HIND

39 Serial #: 73633369 Filing Dt: 12/03/1986 Reg #: 1450940 Reg. Dt: 08/04/1987
Mark:

40 Serial #: 73633370 Filing Dt: 12/03/1986 Reg #: 1511840 Reg. Dt: 11/08/1988
Mark: AIRWALK

41 Serial #: 73640599 Filing Dt: 01/20/1987 Reg #: 1485272 Reg. Dt: 04/19/1988
Mark: LAUNDRY LEATHER

42 Serial #: 73640601 Filing Dt: 01/20/1987 Reg #: 1485323 Reg. Dt: 04/19/1988
Mark: LAUNDRY LEATHER

43 Serial #: 73655030 Filing Dt: 04/13/1987 Reg #: 1475054 Reg. Dt: 02/02/1988
Mark: SPOT-BILT

44 Serial #: 73684655 Filing Dt: 09/17/1987 Reg #: 1491233 Reg. Dt: 06/07/1988
Mark: PROCORE

45 Serial #: 73709463 Filing Dt: 02/03/1988 Reg #: 1508306 Reg. Dt: 10/11/1988
Mark: ITEMS INTERNATIONAL

46 Serial #: 73712148 Filing Dt: 02/19/1988 Reg #: 1512805 Reg. Dt: 11/15/1988
Mark:

47 Serial #: 73723126 Filing Dt: 04/18/1988 Reg #: 1512834 Reg. Dt: 11/15/1988
Mark: T U

48 Serial #: 73726036 Filing Dt: 05/02/1988 Reg #: 1552965 Reg. Dt: 08/22/1989
Mark: HIND

49 Serial #: 73731623 Filing Dt: 05/31/1988 Reg #: 1532092 Reg. Dt: 03/28/1989
Mark: STRIDE RITE

50 Serial #: 73743109 Filing Dt: 07/29/1988 Reg #: 1533409 Reg. Dt: 04/04/1989
Mark: HYDE

51 Serial #: 73775619 Filing Dt: 01/23/1989 Reg #: 1561066 Reg. Dt: 10/17/1989
Mark: TRB

52 Serial #: 73784357 Filing Dt: 03/03/1989 Reg #: 1561106 Reg. Dt: 10/17/1989
Mark: DRYLETE

53 Serial #: 73810089 Filing Dt: 06/30/1989 Reg #: 1604756 Reg. Dt: 07/03/1990
Mark: STREET HOT

54 Serial #: 74062037 Filing Dt: 05/17/1990 Reg #: 1812197 Reg. Dt: 12/21/1993
Mark: A CLUB

55 Serial #: 74065253 Filing Dt: 06/04/1990 Reg #: 1747820 Reg. Dt: 01/19/1993
Mark: RUGGED OUTBACK

56 Serial #: 74071002 Filing Dt: 06/20/1990 Reg #: 1691641 Reg. Dt: 06/09/1992
Mark: COMFORT PLUS

57 Serial #: 74125947 Filing Dt: 12/14/1990 Reg #: 1731803 Reg. Dt: 11/10/1992
Mark: PAYLESS SHOESOURCE

58 Serial #: 74166138 Filing Dt: 05/13/1991 Reg #: 1687941 Reg. Dt: 05/19/1992
Mark: SOFT FLEXIBLE BY HIGHLIGHTS

59 Serial #: 74271055 Filing Dt: 04/30/1992 Reg #: 1819585 Reg. Dt: 02/01/1994
Mark:

60 Serial #: 74271143 Filing Dt: 04/30/1992 Reg #: 1819586 Reg. Dt: 02/01/1994
Mark:

61 Serial #: 74271640 Filing Dt: 04/30/1992 Reg #: 1819587 Reg. Dt: 02/01/1994
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62 Serial #: 74336129 Filing Dt: 12/02/1992 Reg #: 1784225 Reg. Dt: 07/27/1993
Mark:

63 Serial #: 74339173 Filing Dt: 12/11/1992 Reg #: 1860562 Reg. Dt: 10/25/1994
Mark: DOESN'T IT FEEL GOOD TO PAY LESS?

64 Serial #: 74342219 Filing Dt: 12/22/1992 Reg #: 1810853 Reg. Dt: 12/14/1993
Mark:

65 Serial #: 74342264 Filing Dt: 12/22/1992 Reg #: 1860428 Reg. Dt: 10/25/1994
Mark: SPERRY TOP SIDER

66 Serial #: 74342635 Filing Dt: 12/23/1992 Reg #: 1816261 Reg. Dt: 01/11/1994
Mark: KEDS

67 Serial #: 74342636 Filing Dt: 12/23/1992 Reg #: 1819293 Reg. Dt: 02/01/1994
Mark: SPERRY TOP-SIDER

68 Serial #: 74366959 Filing Dt: 03/11/1993 Reg #: 1809308 Reg. Dt: 12/07/1993
Mark: QUADRO-GRIP

69 Serial #: 74400347 Filing Dt: 06/11/1993 Reg #: 1903614 Reg. Dt: 07/04/1995
Mark: PAYLESS SHOESOURCE

70 Serial #: 74401561 Filing Dt: 06/14/1993 Reg #: 1837194 Reg. Dt: 05/17/1994
Mark: PAYLESS KIDS

71 Serial #: 74420407 Filing Dt: 08/04/1993 Reg #: 1868389 Reg. Dt: 12/20/1994
Mark: WATER SOCK BY PAYLESS SHOESOURCE

72 Serial #: 74471786 Filing Dt: 12/17/1993 Reg #: 2118183 Reg. Dt: 12/02/1997
Mark: KEDS

73 Serial #: 74471812 Filing Dt: 12/17/1993 Reg #: 2215634 Reg. Dt: 01/05/1999
Mark: WETLANDS COLLECTION

74 Serial #: 74489296 Filing Dt: 02/14/1994 Reg #: 2010483 Reg. Dt: 10/22/1996
Mark: GREAT FEET

75 Serial #: 74499700 Filing Dt: 03/14/1994 Reg #: 1949546 Reg. Dt: 01/16/1996
Mark: PAYLESS

76 Serial #: 74556179 Filing Dt: 08/02/1994 Reg #: 2174118 Reg. Dt: 07/21/1998
Mark: MUNCHKIN

77 Serial #: 74568083 Filing Dt: 08/31/1994 Reg #: 1943730 Reg. Dt: 12/26/1995
Mark: AMERICAN EAGLE

78 **Serial #:** 74575656 **Filing Dt:** 09/19/1994 **Reg #:** 2076036 **Reg. Dt:** 07/01/1997
 Mark:

79 **Serial #:** 74601515 **Filing Dt:** 11/21/1994 **Reg #:** 2045317 **Reg. Dt:** 03/18/1997
 Mark: AUTHENTIC ORIGINAL

80 **Serial #:** 74662520 **Filing Dt:** 04/18/1995 **Reg #:** 1958918 **Reg. Dt:** 02/27/1996
 Mark: PAYLESS SHOESOURCE

81 **Serial #:** 74680384 **Filing Dt:** 05/26/1995 **Reg #:** 2543643 **Reg. Dt:** 03/05/2002
 Mark: FREERIDE

82 **Serial #:** 74680549 **Filing Dt:** 05/26/1995 **Reg #:** 2667463 **Reg. Dt:** 12/31/2002
 Mark: EXTREME

83 **Serial #:** 74680841 **Filing Dt:** 05/30/1995 **Reg #:** 2587005 **Reg. Dt:** 07/02/2002
 Mark: ADVANTAGE

84 **Serial #:** 74712612 **Filing Dt:** 08/08/1995 **Reg #:** 2162366 **Reg. Dt:** 06/02/1998
 Mark: ZIPS

85 **Serial #:** 75014474 **Filing Dt:** 11/03/1995 **Reg #:** 2064602 **Reg. Dt:** 05/27/1997
 Mark: SAUCONY

86 **Serial #:** 75065717 **Filing Dt:** 02/29/1996 **Reg #:** 2152877 **Reg. Dt:** 04/21/1998
 Mark: A

87 **Serial #:** 75070923 **Filing Dt:** 02/28/1996 **Reg #:** 2109810 **Reg. Dt:** 10/28/1997
 Mark: AIRWALK

88 **Serial #:** 75093074 **Filing Dt:** 04/23/1996 **Reg #:** 2042013 **Reg. Dt:** 03/04/1997
 Mark: A

89 **Serial #:** 75093475 **Filing Dt:** 04/24/1996 **Reg #:** 2166302 **Reg. Dt:** 06/16/1998
 Mark:

90 **Serial #:** 75155597 **Filing Dt:** 08/26/1996 **Reg #:** 2093072 **Reg. Dt:** 09/02/1997
 Mark: SR

91 **Serial #:** 75175068 **Filing Dt:** 10/01/1996 **Reg #:** 2091338 **Reg. Dt:** 08/26/1997
 Mark: A

92 **Serial #:** 75181488 **Filing Dt:** 10/15/1996 **Reg #:** 2126943 **Reg. Dt:** 01/06/1998
 Mark: PAYLESS SHOE SOURCE

93 **Serial #:** 75181489 **Filing Dt:** 10/15/1996 **Reg #:** 2126944 **Reg. Dt:** 01/06/1998
 Mark: PAYLESS SHOE SOURCE

94 **Serial #:** 75192790 **Filing Dt:** 11/05/1996 **Reg #:** 2084152 **Reg. Dt:** 07/29/1997
 Mark:

95 **Serial #:** 75205536 **Filing Dt:** 11/29/1996 **Reg #:** 2087912 **Reg. Dt:** 08/12/1997
 Mark: COASTERS

96 **Serial #:** 75252079 **Filing Dt:** 03/05/1997 **Reg #:** 2219541 **Reg. Dt:** 01/19/1999
Mark: LEARN 2 WALK WALK 2 LEARN

97 **Serial #:** 75252080 **Filing Dt:** 03/05/1997 **Reg #:** 2219542 **Reg. Dt:** 01/19/1999
Mark: LEARN 2 WALK WALK 2 LEARN

98 **Serial #:** 75261535 **Filing Dt:** 03/21/1997 **Reg #:** 2121905 **Reg. Dt:** 12/16/1997
Mark: STRIDE RITE

99 **Serial #:** 75306982 **Filing Dt:** 06/11/1997 **Reg #:** 2174029 **Reg. Dt:** 07/14/1998
Mark: POWER CHASERS

100 **Serial #:** 75310343 **Filing Dt:** 06/17/1997 **Reg #:** 2156958 **Reg. Dt:** 05/12/1998
Mark: CHAMPION

1 **Serial #:** 75330265 **Filing Dt:** 07/24/1997 **Reg #:** 2190007 **Reg. Dt:** 09/15/1998
Mark: SPERRY TOP-SIDER

2 **Serial #:** 75360972 **Filing Dt:** 09/22/1997 **Reg #:** 2457612 **Reg. Dt:** 06/05/2001
Mark: CONNECTIONS

3 **Serial #:** 75378100 **Filing Dt:** 10/23/1997 **Reg #:** 2572443 **Reg. Dt:** 05/28/2002
Mark: CROSS TREKKERS

4 **Serial #:** 75378101 **Filing Dt:** 10/23/1997 **Reg #:** 2339610 **Reg. Dt:** 04/11/2000
Mark: RUGGED OUTBACK

5 **Serial #:** 75388389 **Filing Dt:** 11/12/1997 **Reg #:** 2588714 **Reg. Dt:** 07/02/2002
Mark: A

6 **Serial #:** 75389100 **Filing Dt:** 11/12/1997 **Reg #:** 2317667 **Reg. Dt:** 02/15/2000
Mark: A

7 **Serial #:** 75422452 **Filing Dt:** 01/23/1998 **Reg #:** 2498604 **Reg. Dt:** 10/16/2001
Mark: READY TO WASH

8 **Serial #:** 75432218 **Filing Dt:** 02/11/1998 **Reg #:** 2224325 **Reg. Dt:** 02/16/1999
Mark: LEARN TO WALK

9 **Serial #:** 75432219 **Filing Dt:** 02/11/1998 **Reg #:** 2224326 **Reg. Dt:** 02/16/1999
Mark: WALK TO LEARN

10 **Serial #:** 75435107 **Filing Dt:** 02/17/1998 **Reg #:** 2371524 **Reg. Dt:** 07/25/2000
Mark: SAFE T STEP

11 **Serial #:** 75440520 **Filing Dt:** 02/25/1998 **Reg #:** 2228581 **Reg. Dt:** 03/02/1999
Mark: PARADE OF SHOES

12 **Serial #:** 75445756 **Filing Dt:** 03/06/1998 **Reg #:** 2330232 **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 #:	<u>75826106</u>	Filing Dt:	10/18/1999	Reg #:	<u>2419006</u>	Reg. Dt:	01/09/2001
	Mark:	SHOES. STYLE. INSPIRATION.						
44	Serial #:	<u>75826107</u>	Filing Dt:	10/18/1999	Reg #:	<u>2632318</u>	Reg. Dt:	10/08/2002
	Mark:	THE RIGHT FIT AT THE RIGHT PRICE.						
45	Serial #:	<u>75826110</u>	Filing Dt:	10/18/1999	Reg #:	<u>2418479</u>	Reg. Dt:	01/02/2001
	Mark:	WOLFE ISLAND						
46	Serial #:	<u>75841358</u>	Filing Dt:	11/05/1999	Reg #:	<u>2655334</u>	Reg. Dt:	12/03/2002
	Mark:	SHOES ONLINE ANYTIME PAYLESS.COM						
47	Serial #:	<u>75841360</u>	Filing Dt:	11/05/1999	Reg #:	<u>2475163</u>	Reg. Dt:	08/07/2001
	Mark:	GUARANTEED IN STOCK						
48	Serial #:	<u>75841361</u>	Filing Dt:	11/05/1999	Reg #:	<u>2505864</u>	Reg. Dt:	11/13/2001
	Mark:	SHOES ONLINE ANYTIME PAYLESS.COM						

49	Serial #: <u>75844603</u> Mark: BABY BOWL	Filing Dt: 11/09/1999	Reg #: <u>2595033</u>	Reg. Dt: 07/16/2002
50	Serial #: <u>75847935</u> Mark: SPERRY	Filing Dt: 11/12/1999	Reg #: <u>2489029</u>	Reg. Dt: 09/11/2001
51	Serial #: <u>75928091</u> Mark: SHOE LOVER'S SALE	Filing Dt: 02/25/2000	Reg #: <u>2489638</u>	Reg. Dt: 09/11/2001
52	Serial #: <u>75928092</u> Mark: PASSION HAS ITS PLACE	Filing Dt: 02/25/2000	Reg #: <u>2529135</u>	Reg. Dt: 01/15/2002
53	Serial #: <u>75928740</u> Mark: CONNECTIONS	Filing Dt: 02/25/2000	Reg #: <u>2462860</u>	Reg. Dt: 06/19/2001
54	Serial #: <u>75928741</u> Mark: CONNECTIONS	Filing Dt: 02/25/2000	Reg #: <u>2470605</u>	Reg. Dt: 07/17/2001
55	Serial #: <u>75928742</u> Mark: PLUSHEEZ	Filing Dt: 02/25/2000	Reg #: <u>2483736</u>	Reg. Dt: 08/28/2001
56	Serial #: <u>75975082</u> Mark: PRO-KEDS	Filing Dt: 12/17/1993	Reg #: <u>2001959</u>	Reg. Dt: 09/17/1996
57	Serial #: <u>75975217</u> Mark: KEDS	Filing Dt: 12/17/1993	Reg #: <u>2027964</u>	Reg. Dt: 12/31/1996
58	Serial #: <u>75975561</u> Mark:	Filing Dt: 12/01/1994	Reg #: <u>2037952</u>	Reg. Dt: 02/11/1997
59	Serial #: <u>75979697</u> Mark:	Filing Dt: 09/21/2000	Reg #: <u>2619496</u>	Reg. Dt: 09/17/2002
60	Serial #: <u>76132785</u> Mark: GENETIC	Filing Dt: 09/21/2000	Reg #: <u>2600366</u>	Reg. Dt: 07/30/2002
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>	Filing Dt:	08/29/2001	Reg #:	<u>2634812</u>	Reg. Dt:	10/15/2002
	Mark:							
68	Serial #:	<u>76324320</u>	Filing Dt:	10/12/2001	Reg #:	<u>2578677</u>	Reg. Dt:	06/11/2002
	Mark:							
69	Serial #:	<u>76324411</u>	Filing Dt:	10/12/2001	Reg #:	<u>2578679</u>	Reg. Dt:	06/11/2002
	Mark:							
70	Serial #:	<u>76324412</u>	Filing Dt:	10/12/2001	Reg #:	<u>2671618</u>	Reg. Dt:	01/07/2003
	Mark:							
71	Serial #:	<u>76375380</u>	Filing Dt:	02/26/2002	Reg #:	<u>2663005</u>	Reg. Dt:	12/17/2002
	Mark:	GRID						
72	Serial #:	<u>76380735</u>	Filing Dt:	03/08/2002	Reg #:	<u>2683188</u>	Reg. Dt:	02/04/2003
	Mark:	ARCH-LOCK						
73	Serial #:	<u>76380845</u>	Filing Dt:	03/08/2002	Reg #:	<u>2683189</u>	Reg. Dt:	02/04/2003
	Mark:	CRM						
74	Serial #:	<u>76975828</u>	Filing Dt:	05/15/2002	Reg #:	<u>2854830</u>	Reg. Dt:	06/15/2004
	Mark:	A						
75	Serial #:	<u>77024231</u>	Filing Dt:	10/18/2006	Reg #:	<u>3278737</u>	Reg. Dt:	08/14/2007
	Mark:	M						
76	Serial #:	<u>77028386</u>	Filing Dt:	10/24/2006	Reg #:	NONE	Reg. Dt:	
	Mark:	A AIRWALK UNSIGNED HERO						
77	Serial #:	<u>77036487</u>	Filing Dt:	11/03/2006	Reg #:	<u>3273998</u>	Reg. Dt:	08/07/2007
	Mark:	M						
78	Serial #:	<u>77036507</u>	Filing Dt:	11/03/2006	Reg #:	<u>3273999</u>	Reg. Dt:	08/07/2007
	Mark:	M						
79	Serial #:	<u>77036541</u>	Filing Dt:	11/03/2006	Reg #:	<u>3274000</u>	Reg. Dt:	08/07/2007
	Mark:	M						
80	Serial #:	<u>77048518</u>	Filing Dt:	11/21/2006	Reg #:	NONE	Reg. Dt:	
	Mark:	XGS						
81	Serial #:	<u>77172437</u>	Filing Dt:	05/03/2007	Reg #:	<u>3368483</u>	Reg. Dt:	01/15/2008
	Mark:	TAKING STEPS TO FIGHT BREAST CANCER						
82	Serial #:	<u>78021914</u>	Filing Dt:	08/18/2000	Reg #:	<u>2626596</u>	Reg. Dt:	09/24/2002
	Mark:	PAYLESS POINTS						
83	Serial #:	<u>78032896</u>	Filing Dt:	10/30/2000	Reg #:	<u>2664597</u>	Reg. Dt:	12/17/2002
	Mark:	DYELIGHTS						
84	Serial #:	<u>78032898</u>	Filing Dt:	10/30/2000	Reg #:	<u>2849108</u>	Reg. Dt:	06/01/2004
	Mark:	DYELIGHTS						

85	Serial #: <u>78033432</u>	Filing Dt: 11/02/2000	Reg #: <u>2540559</u>	Reg. Dt: 02/19/2002
	Mark: CONNECTIONS			
86	Serial #: <u>78037174</u>	Filing Dt: 11/30/2000	Reg #: <u>2599564</u>	Reg. Dt: 07/23/2002
	Mark: HUNTER'S BAY			
87	Serial #: <u>78038697</u>	Filing Dt: 12/11/2000	Reg #: <u>2735573</u>	Reg. Dt: 07/08/2003
	Mark: MONTEGO BAY CLUB			
88	Serial #: <u>78045046</u>	Filing Dt: 01/25/2001	Reg #: <u>2602952</u>	Reg. Dt: 07/30/2002
	Mark: WHERE SMART MOMS GO FOR KIDS' SHOES.			
89	Serial #: <u>78047903</u>	Filing Dt: 02/12/2001	Reg #: <u>2675668</u>	Reg. Dt: 01/14/2003
	Mark: LUSTER			
90	Serial #: <u>78048475</u>	Filing Dt: 02/15/2001	Reg #: <u>2694136</u>	Reg. Dt: 03/04/2003
	Mark: LUSTER			
91	Serial #: <u>78051622</u>	Filing Dt: 03/06/2001	Reg #: <u>2799089</u>	Reg. Dt: 12/23/2003
	Mark: PAVEMENT OPTIONAL			
92	Serial #: <u>78053629</u>	Filing Dt: 03/16/2001	Reg #: <u>2694138</u>	Reg. Dt: 03/04/2003
	Mark: BUNDLES			
93	Serial #: <u>78053631</u>	Filing Dt: 03/16/2001	Reg #: <u>2599625</u>	Reg. Dt: 07/23/2002
	Mark: BUNDLES			
94	Serial #: <u>78053909</u>	Filing Dt: 03/19/2001	Reg #: <u>2633359</u>	Reg. Dt: 10/08/2002
	Mark: BUNDLES			
95	Serial #: <u>78056776</u>	Filing Dt: 04/04/2001	Reg #: <u>2625065</u>	Reg. Dt: 09/24/2002
	Mark: PARADE P			
96	Serial #: <u>78059446</u>	Filing Dt: 04/20/2001	Reg #: <u>2659466</u>	Reg. Dt: 12/10/2002
	Mark: COASTERS			
97	Serial #: <u>78061588</u>	Filing Dt: 05/02/2001	Reg #: <u>2687508</u>	Reg. Dt: 02/11/2003
	Mark: BUNDLES			
98	Serial #: <u>78072980</u>	Filing Dt: 07/09/2001	Reg #: <u>2730676</u>	Reg. Dt: 06/24/2003
	Mark: SHOEFINDER			
99	Serial #: <u>78078599</u>	Filing Dt: 08/10/2001	Reg #: <u>2701463</u>	Reg. Dt: 03/25/2003
	Mark: KID TECH			
100	Serial #: <u>78080663</u>	Filing Dt: 08/22/2001	Reg #: <u>2663284</u>	Reg. Dt: 12/17/2002
	Mark: STATE STREET			
1	Serial #: <u>78092322</u>	Filing Dt: 11/08/2001	Reg #: <u>2687543</u>	Reg. Dt: 02/11/2003
	Mark: WHEN PERFORMANCE COUNTS			

2	Serial #:	<u>78094008</u>	Filing Dt:	11/19/2001	Reg #:	<u>2851823</u>	Reg. Dt:	06/08/2004
	Mark:	FLEX COMFORT SYSTEM CROSS TREKKERS						
3	Serial #:	<u>78097527</u>	Filing Dt:	12/10/2001	Reg #:	<u>2812839</u>	Reg. Dt:	02/10/2004
	Mark:	LOOK SMART. PAYLESS.						
4	Serial #:	<u>78137272</u>	Filing Dt:	06/20/2002	Reg #:	<u>2846501</u>	Reg. Dt:	05/25/2004
	Mark:	UN PASO INTELIGENTE						
5	Serial #:	<u>78157795</u>	Filing Dt:	08/26/2002	Reg #:	<u>3144118</u>	Reg. Dt:	09/19/2006
	Mark:	HIND						
6	Serial #:	<u>78157825</u>	Filing Dt:	08/26/2002	Reg #:	<u>2964879</u>	Reg. Dt:	07/05/2005
	Mark:	SAUCONY						
7	Serial #:	<u>78164000</u>	Filing Dt:	09/13/2002	Reg #:	<u>2953063</u>	Reg. Dt:	05/17/2005
	Mark:							
8	Serial #:	<u>78165405</u>	Filing Dt:	09/18/2002	Reg #:	<u>2811816</u>	Reg. Dt:	02/03/2004
	Mark:	XT-1200						
9	Serial #:	<u>78180382</u>	Filing Dt:	10/31/2002	Reg #:	<u>2826564</u>	Reg. Dt:	03/23/2004
	Mark:	GRID VISION						
10	Serial #:	<u>78183998</u>	Filing Dt:	11/12/2002	Reg #:	<u>2773691</u>	Reg. Dt:	10/14/2003
	Mark:	PARADE						
11	Serial #:	<u>78184739</u>	Filing Dt:	11/13/2002	Reg #:	<u>2849570</u>	Reg. Dt:	06/01/2004
	Mark:							
12	Serial #:	<u>78233590</u>	Filing Dt:	04/03/2003	Reg #:	<u>3216205</u>	Reg. Dt:	03/06/2007
	Mark:	BABY SMART						
13	Serial #:	<u>78233621</u>	Filing Dt:	04/03/2003	Reg #:	<u>3216206</u>	Reg. Dt:	03/06/2007
	Mark:	KID SMART						
14	Serial #:	<u>78236362</u>	Filing Dt:	04/10/2003	Reg #:	<u>2846898</u>	Reg. Dt:	05/25/2004
	Mark:	MINICCI						
15	Serial #:	<u>78236364</u>	Filing Dt:	04/10/2003	Reg #:	<u>2978682</u>	Reg. Dt:	07/26/2005
	Mark:	MINICCI						
16	Serial #:	<u>78236366</u>	Filing Dt:	04/10/2003	Reg #:	<u>2880421</u>	Reg. Dt:	08/31/2004
	Mark:	MINICCI						
17	Serial #:	<u>78236368</u>	Filing Dt:	04/10/2003	Reg #:	<u>2902408</u>	Reg. Dt:	11/09/2004
	Mark:	MINICCI						
18	Serial #:	<u>78243374</u>	Filing Dt:	04/29/2003	Reg #:	<u>2953847</u>	Reg. Dt:	05/17/2005
	Mark:							
19	Serial #:	<u>78243435</u>	Filing Dt:	04/29/2003	Reg #:	<u>2887827</u>	Reg. Dt:	09/21/2004
	Mark:							

20 Serial #: 78244226 Filing Dt: 05/01/2003 Reg #: 2942995 Reg. Dt: 04/19/2005
Mark: STABILITY GUIDE

21 Serial #: 78252155 Filing Dt: 05/20/2003 Reg #: 2955680 Reg. Dt: 05/24/2005
Mark: GRID ENERGY CRM

22 Serial #: 78252160 Filing Dt: 05/20/2003 Reg #: 2981842 Reg. Dt: 08/02/2005
Mark:

23 Serial #: 78264699 Filing Dt: 06/19/2003 Reg #: 2910565 Reg. Dt: 12/14/2004
Mark:

24 Serial #: 78277390 Filing Dt: 07/22/2003 Reg #: 2943044 Reg. Dt: 04/19/2005
Mark: B/CR

25 Serial #: 78295316 Filing Dt: 09/03/2003 Reg #: 2934210 Reg. Dt: 03/15/2005
Mark: LIFE'S WAITING, LET'S GO

26 Serial #: 78301342 Filing Dt: Reg #: 2961273 Reg. Dt:
Mark:

27 Serial #: 78301342 Filing Dt: 09/17/2003 Reg #: 2961273 Reg. Dt: 06/07/2005
Mark: GRASSHOPPERS

28 Serial #: 78315706 Filing Dt: 10/20/2003 Reg #: 3006522 Reg. Dt: 10/11/2005
Mark: PRO-LETE

29 Serial #: 78317843 Filing Dt: 10/23/2003 Reg #: 2895822 Reg. Dt: 10/19/2004
Mark: PARADE

30 Serial #: 78317848 Filing Dt: 10/23/2003 Reg #: 2895823 Reg. Dt: 10/19/2004
Mark: PARADE

31 Serial #: 78318907 Filing Dt: 10/27/2003 Reg #: 2889362 Reg. Dt: 09/28/2004
Mark: DESIGNER LOOKS. REAL-LIFE PRICES.

32 Serial #: 78329845 Filing Dt: 11/19/2003 Reg #: NONE Reg. Dt:
Mark: IMPULSE EVA

33 Serial #: 78353166 Filing Dt: 01/16/2004 Reg #: 2961520 Reg. Dt: 06/07/2005
Mark: SHOE BUZZ

34 Serial #: 78359245 Filing Dt: 01/29/2004 Reg #: 3030337 Reg. Dt: 12/13/2005
Mark: STRIDE RITE E-FIT

35 Serial #: 78376143 Filing Dt: 03/01/2004 Reg #: 3030404 Reg. Dt: 12/13/2005
Mark: SAUCONY 26

36 Serial #: 78378782 Filing Dt: 03/04/2004 Reg #: 3259119 Reg. Dt: 07/03/2007
Mark: PERFORMANCE SHAPE TECHNOLOGY

37 Serial #: 78389791 Filing Dt: 03/24/2004 Reg #: 2938154 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>	Filing Dt:	08/04/2004	Reg #:	<u>3101941</u>	Reg. Dt:	06/06/2006
	Mark:	TRIGON GUIDE						
51	Serial #:	<u>78461881</u>	Filing Dt:	08/04/2004	Reg #:	<u>3030716</u>	Reg. Dt:	12/13/2005
	Mark:	TRIGON RIDE						
52	Serial #:	<u>78479613</u>	Filing Dt:	09/07/2004	Reg #:	<u>3020385</u>	Reg. Dt:	11/29/2005
	Mark:	LOYAL TO THE SPORT						
53	Serial #:	<u>78483853</u>	Filing Dt:	09/15/2004	Reg #:	<u>3072126</u>	Reg. Dt:	03/21/2006
	Mark:	THE SHOE OF CHAMPIONS						
54	Serial #:	<u>78495202</u>	Filing Dt:	10/06/2004	Reg #:	<u>3099280</u>	Reg. Dt:	05/30/2006
	Mark:	CRYSTALUNA						
55	Serial #:	<u>78498818</u>	Filing Dt:	10/13/2004	Reg #:	<u>3078840</u>	Reg. Dt:	04/11/2006
	Mark:	BO GO						

56	Serial #:	<u>78499233</u>	Filing Dt:	10/13/2004	Reg #:	<u>3121889</u>	Reg. Dt:	07/25/2006
	Mark:	GRID TANGENT						
57	Serial #:	<u>78502136</u>	Filing Dt:	10/19/2004	Reg #:	<u>3291563</u>	Reg. Dt:	09/11/2007
	Mark:	THE KILKENNY						
58	Serial #:	<u>78502826</u>	Filing Dt:	10/20/2004	Reg #:	<u>3319627</u>	Reg. Dt:	10/23/2007
	Mark:	SAUCONY						
59	Serial #:	<u>78502850</u>	Filing Dt:	10/20/2004	Reg #:	<u>3095051</u>	Reg. Dt:	05/23/2006
	Mark:							
60	Serial #:	<u>78519468</u>	Filing Dt:	11/18/2004	Reg #:	<u>3041312</u>	Reg. Dt:	01/10/2006
	Mark:	P-TEK						
61	Serial #:	<u>78524491</u>	Filing Dt:	11/30/2004	Reg #:	<u>3118286</u>	Reg. Dt:	07/18/2006
	Mark:							
62	Serial #:	<u>78537748</u>	Filing Dt:	12/23/2004	Reg #:	<u>3138006</u>	Reg. Dt:	09/05/2006
	Mark:	REPTILES						
63	Serial #:	<u>78555137</u>	Filing Dt:	01/27/2005	Reg #:	<u>3234634</u>	Reg. Dt:	04/24/2007
	Mark:	GRID PROPEL						
64	Serial #:	<u>78558169</u>	Filing Dt:	02/01/2005	Reg #:	<u>3160542</u>	Reg. Dt:	10/17/2006
	Mark:	PRO SPRINTS						
65	Serial #:	<u>78588048</u>	Filing Dt:	03/15/2005	Reg #:	<u>3291653</u>	Reg. Dt:	09/11/2007
	Mark:	NICO + BELLA						
66	Serial #:	<u>78618058</u>	Filing Dt:	04/27/2005	Reg #:	<u>3188767</u>	Reg. Dt:	12/26/2006
	Mark:	L						
67	Serial #:	<u>78716309</u>	Filing Dt:	09/20/2005	Reg #:	<u>3499104</u>	Reg. Dt:	09/09/2008
	Mark:	GET WET						
68	Serial #:	<u>78739994</u>	Filing Dt:	10/25/2005	Reg #:	<u>3382995</u>	Reg. Dt:	02/12/2008
	Mark:	GRID EXCURSION TR						
69	Serial #:	<u>78900874</u>	Filing Dt:	06/06/2006	Reg #:	<u>3204098</u>	Reg. Dt:	01/30/2007
	Mark:	COMPEL						
70	Serial #:	<u>78903837</u>	Filing Dt:	06/08/2006	Reg #:	<u>3204101</u>	Reg. Dt:	01/30/2007
	Mark:	TEENY TOES						
71	Serial #:	<u>78976287</u>	Filing Dt:	08/08/2003	Reg #:	<u>3002970</u>	Reg. Dt:	09/27/2005
	Mark:	HIND						

Continued

SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT

Trademark Registrations

INCLUDE ONLY U.S. REGISTERED INTELLECTUAL PROPERTY

A. REGISTERED TRADEMARKS

TRADEMARK	OWNER OR OWNER	SERIAL NUMBER
A CLUB	Payless ShoeSource Worldwide, Inc.	74062637
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.	78053651
BUNDLES	Payless	78053629

	ShoeSource Worldwide, Inc.	
CHANCELLORS	Payless ShoeSource Worldwide, Inc.	73236139
CITY SNEAKS	Payless ShoeSource Worldwide, Inc.	75443758
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.	79928741
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	78319907

	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.	73543335
FIGNI	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.	75992600
HONCHOS	Payless ShoeSource Worldwide, Inc.	73176749
HUNTER'S BAY	Payless ShoeSource Worldwide,	78037174

	Inc.		
HUNTER'S BAY	Payless ShoeSource Worldwide, Inc.	75684800	
L	Payless ShoeSource Worldwide, Inc.	78618058	
LOOK SMART. PAYLESS.	Payless ShoeSource Worldwide, Inc.	78097327	
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.	77035541	
M	Payless ShoeSource Worldwide, Inc.	77036507	
M	Payless ShoeSource Worldwide, Inc.	77036487	
M	Payless ShoeSource Worldwide, Inc.	77034231	http://tess2.uspto.gov/bin/gate.exe?f=doc&state=
MINICCI	Payless ShoeSource Worldwide, Inc.	78449747	
MINICCI	Payless ShoeSource Worldwide, Inc.	78236368	

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	

	ShoeSource Worldwide, Inc.	
PASSION HAS ITS PLACE	Payless ShoeSource Worldwide, Inc.	75926092
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.	75540435
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	74662570

	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
PLUSHEELZ	Payless ShoeSource Worldwide, Inc.	75928742
POWER CHASERS	Payless ShoeSource Worldwide, Inc.	75306982
PREDICTIONS	Payless ShoeSource Worldwide, Inc.	75791955
PREDICTIONS	Payless ShoeSource Worldwide, Inc.	72143063
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 OUTHACK	Payless ShoeSource Worldwide, Inc.	74065257

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

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	

TRADEMARK	OWNER	APPLIC. NUMBER	REGISTR. 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

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	2117667
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	Reg. Number/Date
LOGO OF 3 DOT OVERLAY	Saucy, Inc.	72260153 06-Dec-1966	876423
SPOT-BILT	Saucy, Inc.	71333360 26-Jul-1971	954064 13-Mar-1973
MISCELLANEOUS DESIGN	Saucy, Inc.	71048162 31-Mar-1973	1131072 19-Feb-1983
SPOT-BILT (Design plus character(s))	Saucy, Inc.	71337263 15-Oct-1974	834185 14-May-1975
THREE-HOLE OVERLAY	Saucy, Inc.	73146768 31-Oct-1977	1124321 21-Aug-1979
SPOT-BILT	Saucy, Inc.	71173417 03-Jun-1978	1129304 15-Jan-1980

Trademark	Owner	Application Number/Date	Number/Date
CIRCLE LOGO WITH THREE DOTS	Saucony, Inc.	73/254752 20-Mar-1980	1170134 22-Sep-1981
HYDE	Saucony, Inc.	245856 04-Mar-1994	245856 24-Jul-1994
HYDE	Saucony, Inc.	72/937232 14-Dec-1959	711784 28-Feb-1961
S LOGO WITH THREE HOLES	Saucony, Inc.	11/139569 27-Sep-1962	1110234 05-Feb-1985
THREE HOLE LOGO	Saucony, Inc.	71/12332 29-Mar-1984	1150728 27-Jul-1985
SAUCONY (Design plus character(s))	Saucony, Inc.	71/44004 16-Sep-1982	1156744 27-Aug-1985
WHITE SPOT OR DYSK ON UPPER PORTION OF SHOE	Saucony, Inc.	71/33278 07-Jun-1986	358764 15-Sep-1986
SPOT-HELT	Saucony, Inc.	73/655000 13-Apr-1987	1475054 02-Feb-1988
SPOT LOGO	Saucony, Inc.	73/712148 19-Feb-1988	1512405 15-Nov-1988
SAUCONY (Stylized)	Saucony, Inc.	79/474490 28-Apr-2004	2959212 07-Jun-2005
HYDE	Saucony, Inc.	73/743109 29-Jul-1988	1533409 04-Apr-1989
TRB	Saucony, Inc.	73/775619 23-Dec-1989	1561096 17-Dec-1989
SAUCONY & RIVER LOGO	Saucony, Inc.	75/014674 03-Nov-1995	2064602 27-May-1997
GRID	Saucony, Inc.	76/375340 26-Feb-2002	2663065 17-Dec-2002
DESIGN	Saucony, Inc.	73/045162 15-Sep-1980	1131672 19-Feb-1980
HYDE	Saucony, Inc.	72/007332 14-Dec-1959	711784 28-Feb-1961
CRM	Saucony, Inc.	76/280845 03-Mar-2002	2683189 04-Feb-2003
CRM	Saucony, Inc.	76/280845 03-Mar-2002	2683189 04-Feb-2003
ARCHLOCK	Saucony, Inc.	76/350735 05-Mar-2002	2693184 04-Feb-2003
SAUCONY	Saucony, Inc.	78/157825 26-Aug-2002	2964439 05-Jul-2003
MISCELLANEOUS DESIGN	Saucony, Inc.	78/164000 13-Sep-2002	2953063 17-May-2003

Trademark	Owner	Application Number/Date	Number/Date
MISCELLANEOUS DESIGN	Saucony, Inc.	78/184779 13-Nov-2002	2845370 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	2826864 27-Mar-2004
HRC	Saucony, Inc.	78/414419 06-May-2004	2981052 02-Aug-2005
STABILITY GUIDE	Saucony, Inc.	78/244226 01-May-2003	2846995 19-Apr-2005
S SAUCONY OWNERS CLUB	Saucony, Inc.	78/177567 08-Dec-2000	2630166 08-Oct-2002
MISCELLANEOUS DESIGN	Saucony, Inc.	78/252161 30-May-2003	2981842 02-Aug-2005
MISCELLANEOUS DESIGN	Saucony, Inc.	78/261899 19-Jun-2003	2910565 14-Dec-2004
GRID ENERGY CRM	Saucony, Inc.	78/232155 20-May-2003	2955680 24-May-2005
BICR	Saucony, Inc.	78/277390 22-Jul-2003	2845044 18-Apr-2005
SAUCONY 76	Saucony, Inc.	78/376143 01-Mar-2004	3030424 13-Dec-2005
GRID AURA TR	Saucony, Inc.	78/402487 13-Apr-2004	2981033 02-Aug-2005
SRC	Saucony, Inc.	78/402484 13-Apr-2004	3101736 06-Aug-2006
STRIKE GUIDE	Saucony, Inc.	78/402489 13-Apr-2004	3161501 24-Oct-2006
SAUCONY (Stylized)	Saucony, Inc.	78/211289 29-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.	78/118650 14-May-2004	2987479 23-Aug-2005
TRIGON GUIDE	Saucony, Inc.	78/441874 04-Aug-2004	3105941 06-Jun-2006
TRIGON RIDE	Saucony, Inc.	78/461881 04-Aug-2004	3010716 13-Dec-2005
LOYAL TO THE SPORT	Saucony, Inc.	78/479633 07-Sep-2004	3020385 29-May-2005
GRID TANGENT	Saucony, Inc.	78/499253 13-Oct-2004	3121889 25-Jul-2006
MISCELLANEOUS DESIGN	Saucony, Inc.	78/562850 20-Oct-2004	3090951 23-May-2006

Trademark	Owner	Application Number/Date	Number/Date
HIND	Saucony, Inc.	78/157795 26-Aug-2002	3144114 19-Sep-2006
WINDHAMMER	Saucony, Inc.	75/693304 13-Apr-1999	2625502 24-Sep-2002
PAVEMENT OPTIONAL	Saucony, Inc.	78/051632 06-Mar-2001	2799039 23-Dec-2003
DRYLETE	Saucony, Inc.	73/784357 03-Mar-1989	1581106 17-Oct-1989
HIND & DESIGN	Saucony, Inc.	73/726016 02-May-1988	1552965 22-Aug-1989
PROCORE & DESIGN	Saucony, Inc.	73/684653 17-Sep-1983	1491233 07-Jun-1985
HIND & DESIGN	Saucony, Inc.	73/537313 10-Mar-1986	1413432 07-Oct-1986
HIND (Stylized)	Saucony, Inc.	78/978287 08-Aug-2003	3002910 27-Sep-2003
PROLETE	Saucony, Inc.	78/114706 20-Feb-2003	3006322 11-Oct-2003
MAKING SWEAT LOOK GOOD	Saucony, Inc.	09/3718733 18-Mar-2004	093718933 11-June-2005

Mark	Registrant	Reg/App No.
KEDS	SR Holdings, Inc.	1816261
BULLFISH	SR Holdings, Inc.	2316506
PRO-KEDS & Design	SR Holdings, Inc.	2613028
SPERRY	SR Holdings, Inc.	732539
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.	2045217
BLUE LABEL DESIGN	SR Holdings, Inc.	1784225

Mark	Registrant	Reg/App No.
WETLANDS COLLECTION	SR Holdings, Inc.	2215634
MANSAIL	SR Holdings, Inc.	805611
ZIPS	SRL, Inc.	2162566
LIFE'S WAITING, LET'S GO	SRL, Inc.	2934210
Baseball Stitch (BACK)	SR Holdings, Inc.	1819525
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.	3030017
GRASSHOPPERS & Design	SR Holdings, Inc.	2961273
Euro Stripe Design	SR Holdings, Inc.	2887827
HYDROGRIP SYSTEM	SR Holdings, Inc.	2312484
PRO-KIDS & Design	SR Holdings, Inc.	1177361
Power Stripe in Black & White	SR Holdings, Inc.	2634812
PRO-KIDS	SR Holdings, Inc.	2801959
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.	1860423
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.	2887543
STREET HOT	SRL, Inc.	1604756

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 LABB 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
CRYSTALINA	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)	APPIC NUMBER
TAKING STEPS TO FIGHT BREAST CANCER	Payless ShoeSource Worldwide, Inc.	77172437
A AIRWALK UNSIGNED HERO & Design	Collective Licensing International, LLC	77028386

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

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

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 Portezky	Payless ShoeSource Worldwide, Inc.	"Marketing and License Agreement" Licensor: Laura Portezky 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

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

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 EARTH REDYBENT, REDESIGN, REENERGIZE DEXTER ALTITUDES ZENTLEX DEXTECH TEXITEX 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 ShoeSource Worldwide, Inc.	"License Agreement" Licensor: Dexter Shoe Company Licensee: Payless ShoeSource Worldwide, Inc. Dated: June 25, 2007

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
TAI, WIND 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