

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 3681/0720

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

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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

Name:	The Stride Rite Corporation
Street Address:	191 Spring Street
City:	Lexington
State/Country:	MASSACHUSETTS
Postal Code:	02421
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

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Serial Number:	71096939	KEDS
Serial Number:	72007673	SPERRY
Serial Number:	72122865	SPERRY
Serial Number:	72190581	SPERRY
Serial Number:	72190582	SPERRY
Serial Number:	72355468	KEDS
Serial Number:	73092418	SPERRY
Serial Number:	73176747	PAYLESS SHOESOURCE
Serial Number:	73201269	SAUCONY
Serial Number:	73257882	STRIDE RITE
Serial Number:	73344580	KEDS
Serial Number:	73378537	STRIDE RITE

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Serial Number:	73444004	SAUCONY
Serial Number:	73633370	AIRWALK
Serial Number:	73731623	STRIDE RITE
Serial Number:	74125947	PAYLESS SHOESOURCE
Serial Number:	74342635	KEDS
Serial Number:	74400347	PAYLESS SHOESOURCE
Serial Number:	74471786	KEDS
Serial Number:	74662520	PAYLESS SHOESOURCE
Serial Number:	75014474	SAUCONY
Serial Number:	75070923	AIRWALK
Serial Number:	75261535	STRIDE RITE
Serial Number:	75595260	AIRWALK
Serial Number:	75776113	AIRWALK
Serial Number:	75847935	SPERRY
Serial Number:	75975217	KEDS
Serial Number:	78157825	SAUCONY
Serial Number:	78169347	AIRWALK
Serial Number:	78409490	SAUCONY
Serial Number:	78502826	SAUCONY
Serial Number:	78608635	SPERRY
Serial Number:	78608894	SPERRY

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

TRADEMARK

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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 "Administrative Agent"), and Collective Licensing International, LLC, Payless Shoesource Worldwide, Inc., Saucony, Inc., S.R. Holdings Inc., SRL, Inc., San Jose Acquisition Corp., The Stride Rite Corporation 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 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") on December 19, 2007 at reel/frame number 3681/0720;

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; 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 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, 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: 004877 FRAME: 0550

Schedule A

1	Serial #: <u>71096939</u> Mark: KEDS	Filing Dt: 07/28/1916	Reg #: <u>114848</u>	Reg. Dt: 01/02/1917
2	Serial #: <u>72007673</u> Mark: SPERRY	Filing Dt: 05/04/1956	Reg #: <u>645830</u>	Reg. Dt: 05/21/1957
3	Serial #: <u>72122865</u> Mark: SPERRY	Filing Dt: 06/26/1961	Reg #: <u>732519</u>	Reg. Dt: 06/05/1962
4	Serial #: <u>72190581</u> Mark: SPERRY	Filing Dt: 04/08/1964	Reg #: <u>812493</u>	Reg. Dt: 08/09/1966
5	Serial #: <u>72190582</u> Mark: SPERRY	Filing Dt: 04/08/1964	Reg #: <u>812968</u>	Reg. Dt: 08/16/1966
6	Serial #: <u>72355468</u> Mark: KEDS	Filing Dt: 03/30/1970	Reg #: <u>902655</u>	Reg. Dt: 11/17/1970
7	Serial #: <u>73092418</u> Mark: SPERRY	Filing Dt: 07/06/1976	Reg #: <u>1135565</u>	Reg. Dt: 05/20/1980
8	Serial #: <u>73176747</u> Mark: PAYLESS SHOESOURCE	Filing Dt: 06/30/1978	Reg #: <u>1155940</u>	Reg. Dt: 05/26/1981
9	Serial #: <u>73201269</u> Mark: SAUCONY	Filing Dt: 01/24/1979	Reg #: <u>1147250</u>	Reg. Dt: 02/17/1981
10	Serial #: <u>73257882</u> Mark: STRIDE RITE	Filing Dt: 04/14/1980	Reg #: <u>1236944</u>	Reg. Dt: 05/10/1983
11	Serial #: <u>73344580</u> Mark: KEDS	Filing Dt: 01/06/1982	Reg #: <u>1222699</u>	Reg. Dt: 01/04/1983
12	Serial #: <u>73378537</u> Mark: STRIDE RITE	Filing Dt: 08/06/1982	Reg #: <u>1273954</u>	Reg. Dt: 04/10/1984
13	Serial #: <u>73444004</u> Mark: SAUCONY	Filing Dt: 09/16/1983	Reg #: <u>1356744</u>	Reg. Dt: 08/27/1985
14	Serial #: <u>73633370</u> Mark: AIRWALK	Filing Dt: 12/03/1986	Reg #: <u>1511840</u>	Reg. Dt: 11/08/1988
15	Serial #: <u>73731623</u> Mark: STRIDE RITE	Filing Dt: 05/31/1988	Reg #: <u>1532092</u>	Reg. Dt: 03/28/1989
16	Serial #: <u>74125947</u> Mark: PAYLESS SHOESOURCE	Filing Dt: 12/14/1990	Reg #: <u>1731803</u>	Reg. Dt: 11/10/1992
17	Serial #: <u>74342635</u> Mark: KEDS	Filing Dt: 12/23/1992	Reg #: <u>1816261</u>	Reg. Dt: 01/11/1994

18	Serial #: <u>74400347</u> Mark: PAYLESS SHOESOURCE	Filing Dt: 06/11/1993	Reg #: <u>1903614</u>	Reg. Dt: 07/04/1995
19	Serial #: <u>74471786</u> Mark: KEDS	Filing Dt: 12/17/1993	Reg #: <u>2118183</u>	Reg. Dt: 12/02/1997
20	Serial #: <u>74662520</u> Mark: PAYLESS SHOESOURCE	Filing Dt: 04/18/1995	Reg #: <u>1958918</u>	Reg. Dt: 02/27/1996
21	Serial #: <u>75014474</u> Mark: SAUCONY	Filing Dt: 11/03/1995	Reg #: <u>2064602</u>	Reg. Dt: 05/27/1997
22	Serial #: <u>75070923</u> Mark: AIRWALK	Filing Dt: 02/28/1996	Reg #: <u>2109810</u>	Reg. Dt: 10/28/1997
23	Serial #: <u>75261535</u> Mark: STRIDE RITE	Filing Dt: 03/21/1997	Reg #: <u>2121905</u>	Reg. Dt: 12/16/1997
24	Serial #: <u>75595260</u> Mark: AIRWALK	Filing Dt: 11/25/1998	Reg #: <u>2314004</u>	Reg. Dt: 02/01/2000
25	Serial #: <u>75776113</u> Mark: AIRWALK	Filing Dt: 08/16/1999	Reg #: <u>2483397</u>	Reg. Dt: 08/28/2001
26	Serial #: <u>75847935</u> Mark: SPERRY	Filing Dt: 11/12/1999	Reg #: <u>2489029</u>	Reg. Dt: 09/11/2001
27	Serial #: <u>75975217</u> Mark: KEDS	Filing Dt: 12/17/1993	Reg #: <u>2027964</u>	Reg. Dt: 12/31/1996
28	Serial #: <u>78157825</u> Mark: SAUCONY	Filing Dt: 08/26/2002	Reg #: <u>2964879</u>	Reg. Dt: 07/05/2005
29	Serial #: <u>78169347</u> Mark: AIRWALK	Filing Dt: 09/30/2002	Reg #: <u>3325504</u>	Reg. Dt: 10/30/2007
30	Serial #: <u>78409490</u> Mark: SAUCONY	Filing Dt: 04/28/2004	Reg #: <u>2959812</u>	Reg. Dt: 06/07/2005
31	Serial #: <u>78502826</u> Mark: SAUCONY	Filing Dt: 10/20/2004	Reg #: <u>3319627</u>	Reg. Dt: 10/23/2007
32	Serial #: <u>78608635</u> Mark: SPERRY	Filing Dt: 04/14/2005	Reg #: <u>3091746</u>	Reg. Dt: 05/09/2006
33	Serial #: <u>78608894</u> Mark: SPERRY	Filing Dt: 04/14/2005	Reg #: <u>3179477</u>	Reg. Dt: 12/05/2006