

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM313814

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	PARTIAL RELEASE OF SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WELLS FARGO BANK, NATIONAL ASSOCIATION		07/28/2014	NATIONAL ASSOCIATION: UNITED STATES
RECEIVING PARTY DATA			
Name:	Collective Licensing International, LLC		
Street Address:	800 ENGLEWOOD PARKWAY		
City:	ENGLEWOOD		
State/Country:	COLORADO		
Postal Code:	80110		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	
Registration Number:	2538220	A	
Registration Number:	2042013	A	
Registration Number:	2152877	A	
Registration Number:	3577082	A	
Registration Number:	2091338	A	
Registration Number:	3790244	A AIRWALK UNSIGNED HERO	
Registration Number:	3325504	AIRWALK	
Registration Number:	1511840	AIRWALK	
Registration Number:	2314004	AIRWALK	
Registration Number:	2109810	AIRWALK	
Registration Number:	3902942	AIRWALK	
Registration Number:	3902941	AIRWALK	
Registration Number:	3577081	AIR WALK	
Registration Number:	3902891	AIRWALK DOING YOUR PART	
Registration Number:	3902890	AIRWALK DOING YOUR PART	
Registration Number:	2619496		
Registration Number:	3902943	A	
Registration Number:	3902945	A	
Registration Number:	1450940		
TRADEMARK			

CH \$565.00 2538220

Property Type	Number	Word Mark
Registration Number:	1412432	HIND
Registration Number:	3144118	HIND
Registration Number:	3002970	HIND

CORRESPONDENCE DATA

Fax Number: 2124464900

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Email: susan.zablocki@kirkland.com

Correspondent Name: Susan Zablocki

Address Line 1: Kirkland & Ellis LLP

Address Line 2: 601 Lexington Avenue

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	14731-3
NAME OF SUBMITTER:	Susan Zablocki
SIGNATURE:	/susan zablocki/
DATE SIGNED:	08/12/2014

Total Attachments: 4

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PARTIAL RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS PARTIAL RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Partial Release") is made as of July 28, 2014, by **WELLS FARGO BANK, NATIONAL ASSOCIATION**, a national banking association ("Wells Fargo") with offices at One Boston Place, 18th Floor, Boston Massachusetts 02108, in its individual capacity and in its capacity as Agent (as defined in the below-defined Security Agreement) (in such capacities, the "Grantee") in favor of Collective Licensing International, LLC, a Delaware limited liability company ("CLI").

WHEREAS, Payless, Inc., a Delaware corporation ("Payless"), CLI, certain affiliates of the foregoing (such affiliates, together with Payless and CLI, the "Grantors") and Wells Fargo, as Agent, have entered into that certain Security Agreement, dated as of October 9, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"; capitalized terms used herein without definition shall have the meaning assigned thereto in the Security Agreement);

WHEREAS, pursuant to the terms and conditions of that certain Grant of Security Interest in United States Trademarks by the Grantors and Grantee dated October 9, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "Trademark Security Agreement"), among other things, CLI granted to Grantee a continuing security interest in (i) all of CLI's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (except any intent-to-use applications for trademark registrations for which a statement of use has not yet been filed) set forth on Schedule A attached hereto (the "Marks"), (ii) all proceeds and products of the Marks, (iii) the goodwill of the business with which the Marks are associated and (iv) all causes of action arising prior to or after the date of the Trademark Security Agreement for infringement of any of the Marks (clauses (i) - (iv), collectively, the "Released Trademark Collateral");

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office ("PTO") on October 10, 2012 at Reel/Frame 4877/0957; and

WHEREAS, pursuant to that certain Asset Purchase Agreement dated as of July 28, 2014 by and between CLI, Lifestyle Brands Corporation, a Nova Scotia unlimited liability corporation ("LBC"), Collective Brands Cooperatief U.A., a cooperative incorporated under the laws of The Netherlands ("CBC" and together with CLI and LBC, the "Sellers" and each, a "Seller"), and ABG Collective LLC, a Delaware limited liability company (the "Purchaser"), the Sellers have sold to the Purchaser certain assets of the Sellers, including, without limitation, the Released Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantee hereby irrevocably terminates, cancels and releases any and all security interests and liens it has in, to, on, under or against the Released Trademark Collateral.


Nothing herein is, or shall be deemed, a termination, cancellation, release or other modification of Grantee's security interest or lien on any asset of any Grantor other than the

Released Trademark Collateral. Except as to the Released Trademark Collateral, the security interests and liens of the Grantee granted pursuant to the Trademark Security Agreement in any asset of any Grantor continue in full force and effect to the same extent as if this Partial Release had not been provided.

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IN WITNESS WHEREOF, Grantee has caused this Partial Release to be executed by its duly authorized representative as of the date first above written.

WELLS FARGO BANK, NATIONAL ASSOCIATION (as successor by merger to Wells Fargo Retail Finance, LLC), in its individual capacity and in its capacity as Agent

By: 
Name: Joseph Burt
Title: Director

[SIGNATURE PAGE TO PARTIAL RELEASE OF SECURITY INTEREST IN TRADEMARKS (ABL CREDIT FACILITY)]

TRADEMARK
REEL: 005342 FRAME: 0450

SCHEDULE A

TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark Name	Appl. No	Appl. Date	Reg No	Reg Date	Comments
A & Design (Peak A) (18)	76273565	06/19/2001	2538220	02/12/2002	Registered.
A & Design (Peak A) (25)	75093074	04/23/1996	2042013	03/04/1997	Registered.
A & Design (Peak A) (25, 28)	75065717	02/29/1996	2152877	04/21/1998	Registered.
A & Design (Peak A) (9, 12)	77200558	06/07/2007	3577082	02/17/2009	Registered.
A & Design (Script A, Reverse) (25)	75175068	10/01/1996	2091338	08/26/1997	Registered.
A AIRWALK UNSIGNED HERO & Design (41)	77866399	11/05/2009	3790244	05/18/2010	Registered.
AIRWALK (16)	78169347	09/30/2002	3325504	10/30/2007	Registered.
AIRWALK (25)	73633370	12/03/1986	1511840	11/08/2008	Registered.
AIRWALK (25)	75595260	11/25/1998	2314004	02/01/2000	Registered.
AIRWALK (25, 28)	75070923	02/28/1996	2109810	10/28/1997	Registered.
AIRWALK (28)	77924571	02/01/2010	3902942	01/11/2011	Registered.
AIRWALK (9)	77924564	02/01/2010	3902941	01/11/2011	Registered.
AIRWALK (9, 12, 18)	77200504	06/07/2007	3577081	02/17/2009	Registered.
AIRWALK DOING YOUR PART (Design) (36)	77906699	01/07/2010	3902891	01/11/2011	Registered.
AIRWALK DOING YOUR PART (Design) (41)	77906692	01/07/2010	3902890	01/11/2011	Registered.
Design (Dot A) (25)	75979697	09/21/2000	2619496	09/17/2002	Registered.
Design (Peak A) (18)	77924588	02/01/2010	3902943	01/11/2011	Registered.
Design (Peak A) (28)	77924604	02/01/2010	3902945	01/11/2011	Registered.
Design (Running Man) (25)	73633369	12/03/1986	1450940	08/04/1987	Registered.
HIND & Design (25)	73587515	03/10/1986	1412432	10/07/1986	Registered.
HIND (25)	78157795	08/26/2002	3144118	09/19/2006	Registered.
HIND (Stylized) (25)	78976287	08/08/2003	3002970	09/27/2005	Registered.