

Resubmission MDO 7-2-98

07-02-1998

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

REC



SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Lichterman Brothers Shoe Company

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Tennessee
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Shoe Corporation of America, Inc.
Internal Address: _____
Street Address: 2035 Innis Road
City: Columbus State: OH ZIP: 43224

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

U.S. Registration No.: 2,070,079
U.S. Registration No.: 1,997,363

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Sarah L. Kinnick
Internal Address: _____

Street Address: Hogan & Hartson L.L.P.
1200 17th Street, Suite 1500
City: Denver State: CO ZIP: 80202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$65.00

Enclosed (Fee enclosed with original filing. See attached date stamped letter.)
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.


Sarah L. Kinnick
Name of Person Signing

Sarah L. Kinnick
Signature

7/1/98
Date

Total number of pages including cover sheet, attachments, and document: 2

MWD
4.15.98

04-20-1998

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April 14, 1998

VIA FEDERAL EXPRESS

Honorable Commissioner of
Patents and Trademarks
U.S. Patent and Trademark Office
Office of Public Records
1213 Jefferson Davis Highway, 3rd Floor
Arlington, VA 22202
Attn: Customer Service Counter

**Re: Assignment of Trademark Registration Registrant: Lichterman
Brothers Shoe Company**

Dear Sir or Madam:

On behalf of Shoe Corporation of America, Inc., we are submitting for filing an Assignment of Trademarks from Lichterman Brothers Shoe Company to Shoe Corporation of America, Inc. for the following trademark registrations:

<u>Registration No.</u>	<u>Mark</u>
1,997,363	EXECUTIVE CLASSICS
2,070,079	CITY CONNECTION

A check in the amount of \$65.00 is enclosed for recordation of these Assignments. Please direct all correspondence and questions concerning these Assignments to the undersigned.

Sincerely,


Sarah L. Kinnick

04/16/1998 SSMITH 00000014 1997363
01 FC:481 40.00 OP
02 FC:482 25.00 OP

Enclosure

WASHINGTON, D.C.

BRUSSELS BUDAPEST LONDON MOSCOW PARIS* PRAGUE WARSAW

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SMITH - 68156/3 - 0035713.01

TRADEMARK
*Affiliated Office REEL: 1747 FRAME: 0067

ASSIGNMENT OF TRADEMARKS

WHEREAS, Lichterman Brothers Shoe Company, a Tennessee corporation, with its principal office at 712 E.H. Crump Boulevard, Memphis, Tennessee 38125 ("LBSC"), owns, has adopted, and is using in connection with the operation of its business, the trademark, "City Connection," federally registered on June 10, 1997, and the subject of U.S. Registration No. 2,070,079, and the trademark, "Executive Classics," federally registered on August 27, 1996, and the subject of U.S. Registration No. 1,997,363 (collectively, the "Trademarks"); and

WHEREAS, LBSC, Lottie's Name Brand Discount Shoes, Inc., a Tennessee corporation, and Lottie's Name Brand Discount Shoes, Inc. of Chattanooga, a Tennessee corporation, as Sellers, have entered into an Asset Purchase Agreement with Shoe Corporation of America, Inc., a Delaware corporation, as Buyer, with its principal office at 2035 Innis Road, Columbus, Ohio 43224 ("SCOA") dated March 14, 1998 (the "Agreement"), under which LBSC has agreed to transfer certain of its assets, including the Trademarks, to SCOA for good and valuable consideration, as set forth in that Agreement;

NOW, THEREFORE, for the consideration contained in that Agreement, LBSC does hereby sell, assign and transfer to SCOA its entire right, title and interest in and to the Trademarks and all associated goodwill.

IN WITNESS WHEREOF, LBSC has executed this Assignment of Trademarks on this 15th day of March, 1998.

Lichterman Brothers Shoe Company

By: *A Barry Lichterman*
Name: *A Barry Lichterman*
Title: *President*