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To the Honorable Commission

100875942

attached original documents or copy thereof.

1. Name of conveying party(ies):

Acme Boot Company, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

Additional name(s) of conveying party(ies) attached?

- Yes
- No

2. Name and address of receiving party(ies):

Name: Lucchese, Inc.

Internal Address:

Street Address: 40 Walter Jones Boulevard

City: El Paso State: TX ZIP: 79906

- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: _____

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

A. Trademark Application No.(s)

75/383,630

75/383,629

B. Trademark registration No.(s)

See Exhibit A

Additional numbers attached? Yes No

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

Name: Thomas W. Brooke, Esq.

Internal Address: _____

Street Address: 1747 Pennsylvania Ave., N.W., #700

City: Washington State: DC ZIP: 20006

6. Total number of applications and registrations involved:

41

7. Total fee (37 CFR 3.41):

\$ 1,040.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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01 FC:481
02 FC:482

40.00 OP
1000.00 OP

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.

Thomas W. Brooke

Name of Person Signing

Signature

11/3/98

Date

1998

Total number of pages comprising cover sheet:

-4-

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget paperwork Reduction Project (0651-0011).

EXHIBIT A

<u>MARK</u>	<u>REG. OR APP. NO.</u>	<u>REG. OR FILING DATE</u>	<u>CLASS</u>
ACME	555,056	February 19, 1952	25
ACME	1,479,164	March 1, 1988	25
ACME	865,036	February 18, 1969	25
ACME & A Circle Design	1,946,976	January 9, 1996	25
ACME & Boot Design	1,598,682	May 29, 1990	25
ACME & A Circle Design	862,019	December 17, 1968	25
ACME COWBOY BOOTS & Design	2,053,549	April 15, 1997	25
ACME LEATHERWORKS 100% AUTHENTIC WESTERN STYLING & Design	1,900,738	June 20, 1995	25
ALAMO	757,798	October 1, 1963	25
BOOT VILLAGE	1,753,052	February 16, 1993	42
BREAK OUT OF THE PACK	75/383,630	November 3, 1997	25
DAN POST	1,555,853	September 12, 1989	25
DAN POST	1,573,510	December 26, 1989	25
DAN POST	1,937,424	November 21, 1995	25
DAN POST	808,135	May 10, 1966	25
DAN POST EL PASO	1,970,901	April 20, 1996	25
DAN POST GOLD ADVANTAGE	1,900,737	June 20, 1995	25
DINGO	781,468	December 8, 1964	25
DINGO	862,020	December 17, 1968	25
DINGO	1,967,016	April 9, 1996	25
DINGO FOR JEANS	1,110,972	January 9, 1979	25
DODGE CITY	524,013	April 11, 1950	25
DODGE CITY	693,110	April 17, 1956	25
HAWKEYE Design	862,021	December 17, 1968	25
HAWKEYE	709,676	January 10, 1961	25

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HAWKEYE	1,886,168	March 28, 1995	25
LUCCHESI	1,835,901	May 10, 1994	18, 25
LUCCHESI	916,764	July 20, 1974	25
LUCCHESI	1,796,383	October 5, 1993	18, 25
LUCCHESI	1,864,775	November 29, 1994	25
MADE TO WORK FOR YOU	1,886,167	March 28, 1995	25
MISTLETOE Design Placed on a Shirt Pocket	1,887,228	April 4, 1995	25
MISTLETOE Design	1,875,268	January 24, 1995	18, 25
OUTLAWS	1,116,420	April 10, 1979	25
REALHIDES	1,827,084	March 15, 1994	25
RUNNING DINGO Design	75/383, 629	November 3, 1997	25
SHOCKLESS POCKET	1,817,466	January 18, 1994	25
STOCK SHOW	665,435	August 5, 1958	25
THE BACKBONE OF AMERICA	1,416,003	November 4, 1986	25
U & Design	800,407	December 14, 1965	25
WALK THE WALK	1,846,699	July 19, 1994	25

{W0011679.DOC;1}

TRADEMARK ASSIGNMENT

THIS AGREEMENT is made this 18th day of September 1998, between Acme Boot Company, Inc., a Delaware corporation ("Assignor") and Lucchese, Inc., a Delaware corporation ("Assignee").

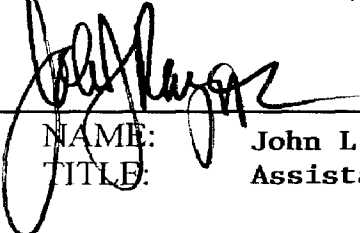
WHEREAS, in furtherance of the transactions contemplated by the Asset Purchase Agreement, dated as of June 26, 1998, by and among Acme Boot Company, Inc., Acme Footwear Company, Inc., Lucchese Retail Co., Inc., and Lucchese, Inc., Assignee wishes to acquire all of Assignor's right, title and interest in and to the trademarks listed in Schedule A attached hereto (the "Marks"), and the registrations and applications thereof, and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns, transfers, and conveys unto Assignee, as successor to Assignor's business, all of its rights, title and interest in and to the Marks, whether statutory or at common law, including all registrations and applications thereof, together with the existing and ongoing business to which the Marks pertain as well as the goodwill of the business symbolized by the Marks, and the right to sue for, collect and retain all damages and profits and all other remedies for past infringements thereof.

ASSIGNOR agrees to execute any further papers and to do such other acts as may be necessary and proper to vest full title in and to the Marks and the good will of the business symbolized by the Marks, and the registrations and applications thereof.

The Commissioner of Patents and Trademarks of the United States is requested to issue the Certificates of Registration for the pending Marks to the Assignee upon registration.

ACME BOOT COMPANY, INC.

By:  _____
NAME: John L. Ray, III
TITLE: Assistant Secretary