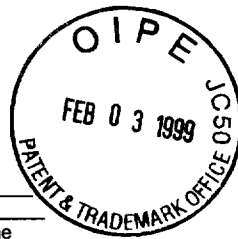


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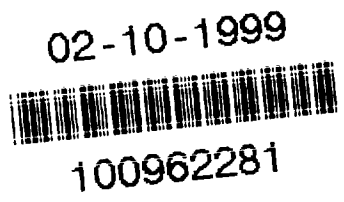


CERTIFICATE OF EXPRESS MAIL UNDER 37 CFR 1.10

"Express Mail" mailing label number: \_\_\_\_\_

Date of Deposit: \_\_\_\_\_

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513.



\_\_\_\_\_  
(Typed or printed name of person mailing paper or fee)

\_\_\_\_\_  
(Signature of person mailing paper or fee)

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

2-3-99

**Trademark Assignment Cover Sheet**  
**Under 37 C.F.R. §§ 3.28 and 3.31**

TO: The Commissioner of Patents  
and Trademarks  
Washington, D.C. 20231  
ATTN: Assignment Branch

Please find enclosed for recording a Certificate of Merger (The "Certificate") identified as follows:

1. **Conveying Party:** ("Assignor") Boot Country USA, Inc., a Kentucky corporation.
2. **Receiving Party:** ("Assignee") Texas Boot, Inc., a Delaware corporation having an address of 127 East Forrest Avenue, Lebanon, Tennessee 37087.
3. The Certificate evidences the merger of the Assignor with and into the Assignee.
4. The Certificate should be recorded against the following trademark/service mark registrations and applications:

<u>Trademark</u>	<u>U.S. Reg.No./Serial No.</u>
BOOT COUNTRY	1,901,056
BOOT COUNTRY (and Design)	1,508,609

165E

M JDM 397683.1  
823774-0005 07/14/98

02/09/1999 DNGUYEN 00000076 1901056

01 FC:481 40.00 OP  
02 FC:482 125.00 OP

**TRADEMARK**  
**REEL: 1851 FRAME: 0523**

T.O. PRIDE DRY GOODS	2,034,590
SCOOTER'S WORLD TOUR KY-59 (and Design)	2,162,333
SCOOTER'S BOOTS	2,058,009
SCOOTER'S WORLD TOUR KY-59 (and Design)	S.N.: 75/331663

5. Correspondence concerning this request should be sent to: Hollie A. Smith, Baker, Donelson, Bearman & Caldwell, 1700 Nashville City Center, 511 Union Street, Nashville, Tennessee 37219.
6. This request concerns six (6) trademark registrations, and a total fee of \$165.00 is submitted herewith. The Commissioner is hereby authorized to charge any additional payment, or credit any refund that may be due to Deposit Account No. 08-1629.
7. The execution date of the document is June 23, 1998. The effective date of the merger is July 10, 1998.
8. The Assignee is domiciled in the United States.
9. To the best knowledge and belief of the undersigned, the information contained on this cover sheet is true and correct and any copy submitted is a true copy of the original document.

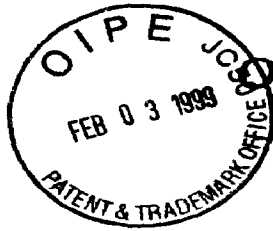
Respectfully submitted,



Hollie A. Smith  
Attorney for Assignee

Date: 7/14/98

State of Delaware



Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BOOT COUNTRY USA, INC.", A KENTUCKY CORPORATION, WITH AND INTO "TEXAS BOOT, INC." UNDER THE NAME OF "TEXAS BOOT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF JULY, A.D. 1998, AT 12:15 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION: 9190279

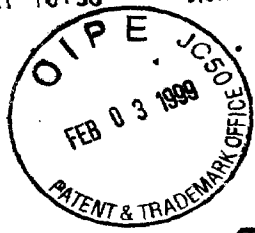
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NCR PH# 734-1450



**CERTIFICATE OF MERGER  
OF  
BOOT COUNTRY USA, INC.  
INTO  
TEXAS BOOT, INC.  
(PURSUANT TO SECTION 252 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)**

**THE UNDERSIGNED CORPORATION HEREBY CERTIFIES THAT:**

1. The name and state of incorporation of each of the constituent corporations are:
  - (a) Texas Boot, Inc., a Delaware corporation; and
  - (b) Boot Country USA, Inc., a Kentucky corporation.
2. The Agreement and Plan of Merger was duly approved at a meeting on June 22, 1998, by the Board of Directors and Stockholders of Boot Country USA, Inc. in accordance with the provisions of Sections 271B.11-010 through 070 of the Kentucky Business Corporations Act.
3. The Agreement and Plan of Merger was duly approved by the Board of Directors of Texas Boot, Inc. at a meeting on June 22, 1998. As provided by Section 252 of the General Corporation Law of the State of Delaware ("DGCL"), approval by the Stockholders of Texas Boot, Inc., the surviving corporation, was not required, and all conditions of the first sentence of DGCL Section 251 (f) have been satisfied. The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252.
4. The name of the surviving corporation is Texas Boot, Inc. (hereinafter "Surviving Corporation").
5. The certificate of incorporation of Texas Boot, Inc. shall be the certificate of incorporation of the Surviving Corporation.
6. The Surviving Corporation is a corporation of the State of Delaware.
7. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at 127 East Forrest Avenue, Lebanon, Tennessee 37087.
8. A copy of the executed Agreement and Plan of Merger will be furnished by the Surviving Corporation on request and without cost, to any stockholder of Texas Boot, Inc. or Boot Country USA, Inc.
9. The authorized capital stock of Texas Boot, Inc. is one million (1,000,000) shares of common stock, \$0.01 par value and one hundred and six thousand (106,500) shares of preferred stock, \$0.01 par value.

STATE OF DELAWARE  
CORPORATION DIVISION

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:15 PM 07/10/1998  
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10. The authorized capital stock of Boot Country USA, Inc. is one hundred thousand (100,000) shares of common stock, no par value.

11. The Plan and Agreement of Merger shall be effective upon the filing of this Certificate of Merger by the Surviving Corporation with the Secretary of State of Delaware and the Secretary of State of Kentucky (the "Effective Date").

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be executed on the 23rd day of June, 1998.

TEXAS BOOT, INC.

By: Billy J. Whitlock

Title: President

Print Name: Billy J. Whitlock

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62374-0609 06/23/98