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documents or copy thereof.

To the Commissioner of Patents and Trad

1. Name of conveying party(ies):

Mason Shoe Manufacturing Co.
1251 First Avenue
Chippewa Falls, Wisconsin 54774

- Individuals
- General Partnership
- Corporation—State of Wisconsin
- Other:
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: July 27, 1999

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

Andiamo Footwear, L. L. C.
4710 John Scott Drive
Lynchburg, Virginia 24503

- Individual(s) citizenship
- General Partnership
- Corporation—State of
- Other: a Virginia Limited Liability Company
- Association
- Limited Partnership

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Reg. No.(s)

692,118

Additional numbers attached? Yes No

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

Name: Paul A. Welter
Address: Merchant & Gould P.C.
3100 Norwest Center
90 South Seventh Street
Minneapolis, MN 55402-4131

6. Total number of applications and trademarks involved: 1

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Paul A. Welter

July 30, 1999

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 6

Do not detach this portion

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

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

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TRADEMARK ASSIGNMENT

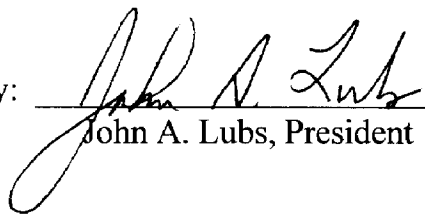
WHEREAS, Mason Shoe Manufacturing Co., a Wisconsin corporation, having its principal place of business at 1251 First Avenue, Chippewa Falls, Wisconsin 54774 (hereinafter called "Assignor"), is the owner of U. S. Trademark Registration No. 692,118, dated January 26, 1980, for the mark **ANDIAMO**; and

WHEREAS, Andiamo Footwear, L. L. C., a Virginia limited liability company having its principal place of business at 4710 John Scott Drive, Lynchburg, Virginia 24503, (hereinafter called "Assignee"), is desirous of acquiring said trademark and trademark registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor has sold, assigned and transferred, and by these presents does hereby sell, assign and transfer unto Assignee, the entire right title and interest in the United States in and to said trademark and trademark registration, together with the goodwill and other incidents of its business associated with or symbolized by said trademark.

MASON SHOE MANUFACTURING CO.

Date: 7-27-99

By: 
John A. Lubs, President