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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year
1/21/00

Name THE WALKING COMPANY

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization CALIFORNIA

Receiving Party

Mark if additional names of receiving parties attached

Name SHOES.COM, INC.

DBA/AKATA

Composed of

Address (line 1) 9453 OWENSMOUTH AVENUE

Address (line 2)

Address (line 3) CHATSWORTH CA State/Country Zip Code 91311

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization DELAWARE

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002064 FRAME: 0013

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

CECILIA L. PALMER

April 10, 2000

Name of Person Signing

Signature

Date Signed

EXHIBIT A
THE WALKING COMPANY
Intellectual Property to be Assigned to Shoes.com, Inc.

Trademark	Filed	Ref. No.	Class	Goods
SHOES.COM	11/5/98	75-583273	25	Shoes and footwear accessories

Trademark Assignment

WHEREAS, THE WALKING COMPANY, a California corporation, with its principal place of business at 9453 Owensmouth Avenue, Chatsworth, CA 91311 ("Assignor"), has adopted, owns and is using the Marks set forth on Exhibit "A" hereto ("the Marks") in connection with the goods and/or services listed on Exhibit "A"; and

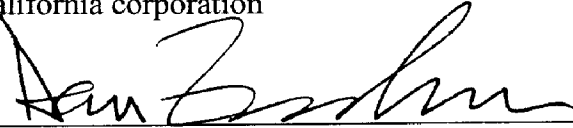
WHEREAS, Assignor has applied to register the Marks on the Principal Register of the United States Patent and Trademark Office in connection with the goods and/or services under the application serial numbers and filing dates set forth on Exhibit "A"; and

WHEREAS, SHOES.COM, INC., a Delaware corporation, with its principal place of business at 9453 Owensmouth Avenue, Chatsworth, CA 91311 ("Assignee"), desires to acquire the Marks, and the pending applications;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and the pending applications for registration.

THE WALKING COMPANY
a California corporation

By



Dan Zuckerman, Vice President

Dated effective as of: 1/21/00