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U.S. Department of Commerce  
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TRADEMARK



07-17-2000

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Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other \_\_\_\_\_

Effective Date  
Month Day Year  
06 20 00

Conveying Party

Mark if additional names of conveying parties attached

Name PIC 'N PAY STORES, INC.

Execution Date  
Month Day Year  
06 20 00

Formerly \_\_\_\_\_

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name SHOE CITY WHITTIER, INC.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 12550 Whittier Boulevard

Address (line 2) \_\_\_\_\_

Address (line 3) Whittier

City

California

State/Country

90602

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other \_\_\_\_\_

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.)

Citizenship/State of Incorporation/Organization California

08/07/2000 NTHA11 00000180 1543996

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01 FC:481  
02 FC:482

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25.00 OP

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**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

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Deposit Account

Deposit Account

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

Deposit Account Number:

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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.

*Stephen Strauss*

Name of Person Signing

Signature

7/12/02

Date Signed

TRADEMARK ASSIGNMENT

Pic 'N Pay Stores, Inc., a Delaware corporation, having a place of business at 10301 Old Monroe Rd. Mathews, N.C. 28105 ("PNP"), for good and valuable consideration, receipt of which is hereby acknowledged, does hereby assign to Shoe City Whittier, Inc., a California corporation ("Purchaser"), its entire right, title, and interest in and to the trademarks, copies of which are attached in Exhibit A hereto (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks and including the right to sue and recover for past infringement of the Trademarks, if any.

This assignment is subject to and in accordance with the provisions of the Trademark Purchase Agreement by and between PNP and Purchaser.

IN WITNESS WHEREOF, PNP has caused this Trademark Assignment to be executed in its name and by its duly authorized representative this 20<sup>th</sup> day of

June, 2000.

PIC 'N PAY STORES, INC.

BY: *Baker A. Smith* (SEAL)  
*President*

STATE OF Delaware  
COUNTY OF Delaware SS.

On this 20<sup>th</sup> day of June, 2000, before me appeared Baker A. Smith the person who signed this instrument, who acknowledged that he signed it as his free act on behalf of Pic 'N Pay Stores, Inc., and that he is authorized to sign this assignment as on behalf of Pic 'N Pay Stores, Inc.

*Kristina Kelly*  
Notary Public  
My Commission Expires: 07/08/02