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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
 The Bee-Gee Shoe Corp.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State Ohio  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)  
 Name: Shoebilee, Inc.  
 Internal Address: \_\_\_\_\_  
 Street Address: 3155 El-Bee Road  
 City: Dayton State: OH Zip: 45439

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) & addresses(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: July 27, 2000

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 B. Trademark Registration No.(s)  
1,947,700    2,006,761    2,044,295  
1,947,701    1,947,699  
1,947,702    1,949,706

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Leslie K. Batté, Esq.  
 Biebel & French LPA  
 35 East First Street  
 Dayton, OH 45402

Control No. T2750      Re: ELD 000 T

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) ..... \$190.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
02-2262  
 (Attach duplicate copy of this page if paying by deposit account)

11/06/2000 DBYRNE 00000023 022262 1947700 **DO NOT USE THIS SPACE**

01 FC:481 40.00 CH  
 02 FC:482 150.00 CH  
 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.

Leslie K. Batté \_\_\_\_\_ 10-06-00  
 Name of Person Signing                              Signature                              Date  
 Ohio Reg. No. 0067070

Total number of pages including cover sheet, attachments, and document: 5

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

**TRADEMARK**  
**REEL: 002168 FRAME: 0975**

ASSIGNMENT OF UNITED STATES TRADEMARKS


**WHEREAS, THE BEE-GEE SHOE CORP.**, a corporation of the State of Ohio, having a place of business at 3155 El-Bee Road, Dayton, Ohio 45439 (hereinafter "Assignor"), is the owner of all right, title and interest in and to the trademarks and registrations thereof set forth on Schedule A hereto;

**WHEREAS, SHOEBILEE, INC.**, f/k/a BG SHOE ACQUISITION CORP., a corporation of the State of Delaware, having a place of business at 3155 El-Bee Road, Dayton, Ohio 45439 (hereinafter "Assignee"), is desirous of acquiring all right, title and interest in and to said trademarks and the registrations thereof;

**NOW, THEREFORE**, in consideration of the premises and of the sum of One Dollar (\$1.00), and other good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, the entire right, title and interest in and to said trademarks and to said registrations thereof, including all goodwill of the business in connection with which said marks are used, together with all rights and privileges pertaining to said marks, including all rights of recovery for past infringements thereof and of renewals for subsequent terms, the same to be held and enjoyed by Assignee, its successors and assigns, as fully as the same would have been held and enjoyed by Assignor had this sale, assignment and transfer not been made.

**IN WITNESS WHEREOF**, Assignor has caused this assignment to be made effective the 25<sup>th</sup> day of January, 2000.

THE BEE-GEE SHOE CORP.

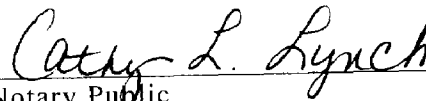
By: 

Its: Sr. V.P. Controller

STATE OF OHIO )  
 ) ss  
COUNTY OF MONTGOMERY )

Before me, a notary public, in and for said county, personally appeared Steven D. Lipton, known to me to be the person who, as Sr. V.P., Controller of The Bee-Gee Shoe Corp., the corporation which executed the foregoing instrument, signed the same, and acknowledged to me that he did so sign the instrument in the name and upon behalf of said corporation as such officer; that the same is his free act and deed as such officer, and the free and corporate act and deed of said corporation; and that he was duly authorized thereunto by its board of directors.

In testimony whereof, I have hereunto subscribed my name, and affixed my official seal at this 27<sup>th</sup> day of July, 2000.

  
Notary Public

**CATHY L. LYNCH, Notary Public**  
In and for the State of Ohio  
My Commission Expires March 1, 2003

SCHEDULE A

<u>Mark</u>	<u>U.S. Registration No.</u>	<u>Registration Date</u>
RAPID RIVER	1,947,700	1/9/1996
D.J. HARRISON	1,947,701	1/9/1996
CONSTRUCT	1,947,702	1/9/1996
PINE MOUNTAIN	2,006,761	10/8/1996
ASHLEY MARIE	1,947,699	1/9/1996
ACCINTE	1,949,706	1/16/1996
SHOEBILEE	2,044,295	3/11/1997