



Y 12-18-00

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To the Honorable Commissioner of

101572343

attached original documents or copy thereof.

1. Name of conveying party(ies):

Wilkerson Shoe Co.

- Individual(s)
- General Partnership
- Corporation-State Missouri
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: DSW Shoe Warehouse, Inc.

Internal Address:

Street Address: 1675 Watkins Road

City: Columbus State: OH ZIP: 43207

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Missouri
- 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) & address(es) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: July 31, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,655,849

1,508,239

Additional numbers attached?  Yes  No

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

Name: Donald F. Frei, Esq.

Internal Address: WOOD, HERRON & EVANS

2700 Carew Tower

Street Address: 441 Vine Street

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

01/04/2001 MTHAI1 00000233 1655849

DO NOT USE THIS SPACE

FC-481 40.00 DP  
FC-482 25.00 DP

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.

Donald F. Frei  
Name of Person Signing

Signature

12/14/00  
Date

Total number of pages including cover sheet, attachments, and document: 4

**WILKERSON SHOE CO.**  
a Missouri corporation

July 31, 1998  
Columbus, Ohio

**ACTION BY WRITTEN CONSENT OF THE SOLE SHAREHOLDER**

The undersigned, being the sole stockholder of Wilkerson Shoe Co., a Missouri corporation (the "Corporation"), in lieu of action taken in a meeting and pursuant to Section 351.270 of the Missouri General and Business Corporation Law, hereby authorizes, approves and adopts the following resolutions:

**RESOLVED**, that Article First of the Corporation's Articles of Incorporation be amended to read as follows:

"That the name of said corporation shall be DSW Shoe Warehouse, Inc."

**FURTHER RESOLVED**, that the appropriate officers of this Corporation are hereby authorized to do any and all things and to take any and all actions, including executing, delivering, acknowledging, filing, recording, and sealing all documents, certificates, statements, or other instruments, and the making of any expenditures, which they may deem necessary or advisable in order to carry out the intent and purposes of these resolutions.

**IN WITNESS WHEREOF**, the undersigned have executed this Action by Written Consent of the Directors as of the day and year first written above.

**SHONAC CORPORATION**

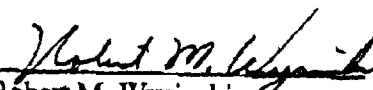
By: Martin P. Doolan  
Martin P. Doolan, President

**Sole Stockholder**

Wilkerson Shoe Co.  
Action by Written Consent of the  
Board of Directors  
July 31, 1998  
Page -2-

**IN WITNESS WHEREOF**, the undersigned have executed this Action by Written Consent of the Directors as of the day and year first written above.

  
Martin P. Doolan

  
Robert M. Wysinski

**DIRECTORS**

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