

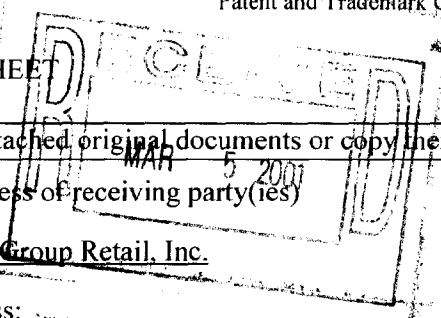
03-22-2001

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



SHEET

101644534



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

1. Name of conveying party(ies):
Mil-Mar Shoe Co., Inc.

Individual Association
 General Partnership Limited Partnership
 X Corporation-State Wisconsin
 Other _____

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

2. Name and address of receiving party(ies)
Name: Brown Group Retail, Inc.
Internal Address: _____
Street Address: 8300 Maryland Avenue
City: St. Louis State: MO Zip: 63105

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 X Corporation-State Pennsylvania
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 Additional names(s) & addresses(es) attached? Yes No

3. Nature of conveyance:

X Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 1, 1999

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

A. Trademark Application No.(s) 75/903,208;
74/391,828; 74/394782 B. Trademark Registration No.(s) 2,355,460; 1,973,894

Additional numbers attached? Yes No

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

Name: Polster, Lieder, Woodruff & Lucchesi, L.C.
 Internal Address: Suite 230
 Street Address: 763 South New Ballas Road
 City: St. Louis State: MO Zip: 63141

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$140.00

Enclosed
 Authorized to be charged to deposit account in case of any deficiency.

8. Deposit account number: 162201
 (Attach duplicate copy of this page if paying by deposit account)

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.

Rose N. Perotti Rose N. Perotti 3/1/2001
 Name of person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

03/21/2001 TBIARZ1 00000117 75391828

01 FC:481
02 FC:482

40.00 BP
100.00 BP

Mail document to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, DC 20231

TRADEMARK
REEL: 002255 FRAME: 0373

REGISTERED TRADEMARK AND DOMAIN NAME ASSIGNMENT

WHEREAS, Brown Group Retail, Inc., a corporation organized and existing under the laws of the State of Pennsylvania (“Assignee”) desires to acquire all of Assignors’ right, title and interest in, to and under the tradenames, trademarks, and service marks, identified on Exhibit A attached hereto, including any and all goodwill associated therewith, all registrations therefor, all common law rights therein, and any and all rights related thereto (collectively “Trademark Rights”);

WHEREAS, Mil-Mar Shoe Co., Inc., a corporation organized and existing under the laws of the State of Wisconsin (“Assignor”) desires to transfer all of its right, title and interest in, to and under the Trademark Rights; and

WHEREAS, pursuant to that certain Asset Purchase Agreement by and among Brown Group Retail, Inc., Mil-Mar Shoe Co., Inc., and John D. Lutbotsky, Assignor has agreed to sell, assign, and transfer to Assignee all of its worldwide right, title, and interest in, to, and under the Trademark Rights;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

Assignor does hereby sell, assign, and transfer to Assignee, its successors and assigns, all of its worldwide right, title, and interest in, to and under the Trademark Rights, including any and all goodwill associated therewith, all registrations therefor, all common law rights therein, and any and all trademark and/or service mark rights related thereto, together with any and all of the goodwill of the business(es) symbolized by and/or associated with the Trademark Rights, and all income, royalties, fees, damages, and payments previously, concurrently or thereafter due or payable in respect thereto, and in and to any and all causes of action (either in law or in equity), and the right to enforce any rights and file any causes of action, including the right to recover damages, for any past, present, or future infringement, misappropriation and/or dilution of the Trademark Rights, and/or any variations thereof.

Assignor shall execute the Registration Name Change Agreements attached hereto as Exhibit B or its most current version, transferring the domain names ALLABOUTSHOES.COM and WAREHOUSESHOES.COM (the “Domain Names”) to Assignee. If inquiry of Assignor is made by Network Solutions, Inc., InterNIC, or any other domain name registration service provider (hereinafter “Registrar”), Assignor will confirm in writing that the Registrant Name Change Agreement transferring all of its rights in, to and under the Domain Names is genuine and should be granted. If for some reason the Registrar does not accept or requires supplementation of the agreement attached as Exhibit B, Assignor agrees to execute any other forms or documents requested by Assignee or the Registrar to transfer or confirm the transfer of all right, title and interest in, to and under the Domain Names to Assignee.

Assignor hereby agrees to execute, acknowledge and deliver any and all documents as may be necessary to make a record with any and all government agencies, authorities, courts, tribunals, or third parties, of the fact that Assignee owns all right, title and interest in and to the Trademark Rights, and any and all goodwill associated therewith, and that Assignor no longer has any right, title or interest, of any kind or nature, in or to the Trademark Rights.

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IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment to be effective as of the 1st day of August, 1999.

BROWN GROUP RETAIL, INC.

By: 


Name: Richard D. Schumacher

Title: Vice President and Assistant Secretary

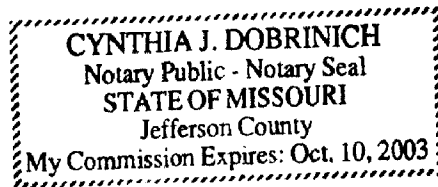
STATE OF MISSOURI)
)
CITY OF ST. LOUIS)

On this 1st day of August, 2000, before me personally came Richard D. Schumacher to me known, who, being duly sworn did depose and say that he is the Vice President and Assistant Secretary of Brown Group Retail, Inc., the corporation described in the foregoing Assignment, and being duly authorized, he/she executed the foregoing Assignment as the free act and deed of said corporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.


Notary Public

My Commission Expires: 10-10-03



MIL-MAR SHOE CO., INC.

By: *John D. Lubotsky*
Title: President

STATE OF Wisconsin)
)
COUNTY OF Milwaukee)

On this 1st day of August, 2000, before me personally came John D. Lubotsky, to me known, who, being duly sworn did depose and say that he/she is the President of Mil-Mar Shoe Co., Inc., the corporation described in the foregoing Assignment, and being duly authorized, he/she executed the foregoing Assignment as the free act and deed of said corporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Janet Sabney
Notary Public


My Commission Expires: 2/1/01

Exhibit A

TRADEMARK RIGHTS

TRADEMARKS OWNED BY MIL-MAR SHOE CO., INC.

U.S.

MARK	SERIAL NO./REG. NO.	FILING DATE/REG. DATE	STATUS
ALL ABOUT SHOES	2,355,460	06/06/00	Registered; 8&15 Affidavit due 06/06/06
	75/903,208	01/25/00	Pending; awaiting official action
CEDAR RIDGE	1,973,894	05/14/96	Registered; 8&15 Affidavit due 05/14/02
SUPER WAREHOUSE SHOES	74/391,828	05/18/93	Suspended
WAREHOUSE SHOES	74/394,782	05/25/93	Suspended

STATE

MARK	STATE	SERIAL NO./REG. NO.	FILING DATE/REG. DATE	STATUS
WAREHOUSE SHOES (Stylized)	Iowa	C,210,344	09/02/92	Registered
WAREHOUSE SHOES	Wisconsin	33,127	03/01/82	Registered
SUPER WAREHOUSE SHOES	Wisconsin		07/08/92	Registered
WAREHOUSE SHOE OUTLET	Wisconsin	27,918	12/30/81	Registered
SHOE TOWN	Wisconsin		06/15/83	Registered
THE BIG APPLE SHOE CO.	Wisconsin	29,833	08/14/80	Registered
WAREHOUSE SHOES	Illinois	70,759	07/06/92	Registered

DOMAIN NAMES

DOMAIN NAME	OWNER
allaboutshoes.com	All About Shoes
warehouseshoes.com	Warehouse Shoes

MW432121_1.DOC