

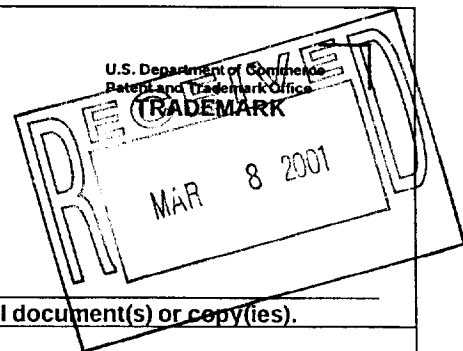
3 P-01

03-27-2001

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



101649544



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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
10311999
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Rack Room Shoes, Inc.

Execution Date
Month Day Year
11011999

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name Rack Room Shoes of Virginia, LLC

DBA/AK/A _____

Composed of _____

Address (line 1) 8310 Technology Drive

Address (line 2) _____

Address (line 3) Charlotte
City

NC
State/Country

28262
Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other Limited Liability Company

Citizenship/State of Incorporation/Organization DE

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.)

FOR OFFICE USE ONLY

03/26/2001 DBYRNE 00000255 1026362

01 FC:481 40.00 DP
02 FC:482 450.00 DP

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: 002258 FRAME: 0179

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)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1826362"/>	<input type="text" value="1962285"/>	<input type="text" value="2097270"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1943937"/>	<input type="text" value="1980203"/>	<input type="text" value="2145344"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1521036"/>	<input type="text" value="2006930"/>	<input type="text" value="1688415"/>

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.

John Michael Harlow
Name of Person Signing


Signature

3-6-01
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

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 the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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)

75849245	76145519	<input type="text"/>
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1346956	1214465	1915708
2132801	2189967	2130219
1955312	1833385	<input type="text"/>
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TRADEMARK AND INTELLECTUAL PROPERTY ASSIGNMENT

WHEREAS, RACK ROOM SHOES, INC. (hereinafter called "Rack Room"), a corporation formed under the laws of the State of North Carolina, is the owner of and has adopted, used and is currently using in its business various trademarks and registrations, some of which are the subject of federal and/or state registrations and some of which exist only at the common law (collectively, all trademarks and registrations adopted and used by Rack Room being referred to as the "Marks") which Marks include but are not limited to those listed on Exhibit A attached hereto; and

WHEREAS, Rack Room also possesses and uses valuable and proprietary information and know-how as well as copyrights in tangible works of creative authorship and other intellectual property rights (collectively, together with the Marks, the "Intellectual Property"); and

WHEREAS, pursuant to an internal corporate reorganization, Rack Room has agreed that it is in its best interests to convey the Intellectual Property to Rack Room Shoes of Virginia, LLC (hereinafter called "RRV"), a subsidiary limited liability company of Rack Room formed under the laws of the State of Delaware.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Rack Room by these presents does hereby sell, assign and transfer unto RRV and its successors and assigns, Rack Room's entire right, title and interest, including all registrations and applications for registration thereof (whether in-use or intent-to-use) and all common law rights, in and to the Marks, along with the goodwill of the business in connection with which the Marks are used, together with the remainder of the Intellectual Property, and all claims for profits and damages by reason of past infringement, if any, of the Marks and other Intellectual Property, with the right to sue for and collect the same for RRV's own use and advantage and for the use and advantage of RRV's successors, assigns or other legal representatives forever.

Rack Room covenants that it will do or cause to be done all such further acts, and shall execute and deliver, or cause to be executed and delivered, all deeds, transfers, assignments, conveyances, evidences of title, notices, powers of attorney, and assurances necessary or desirable to better assure and confirm RRV's title to the Intellectual Property.

This Assignment shall be deemed to be effective as of and from October 31, 1999.

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Rack Room has caused this Assignment to be executed by the signature of its duly authorized representative, this 1st day of November, 1999.

RACK ROOM SHOES, INC.

[Corporate Seal]

By: *Bob Hartley*
Bob Hartley, Senior Vice President

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

I, *Karen M. Gonzalez*, a Notary Public of said County and State, certify that *Bob Hartley* personally appeared before me this day and acknowledged that he is Senior Vice President of Rack Room Shoes, Inc., and acknowledged, on behalf of Rack Room Shoes, Inc., the due execution of the foregoing instrument.

Witness my hand and official stamp or seal this the 01 day of Nov, 1999.

Karen M. Gonzalez
Notary Public

My Commission expires: 9/29/2002

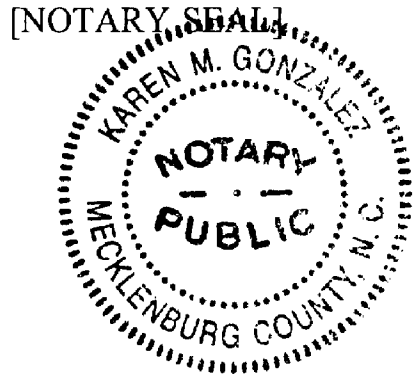


EXHIBIT A

I. REGISTERED MARKS

	Name of MARK	REGISTRATION NUMBER	DATE OF REGISTRATION
1.	BORELLI	1,826,362	3/15/94
2.	BORELLI BORELLI BB and Design	1,875,263	1/24/95
3.	BJÖRNDAL	1,800,323	10/19/93
4.	BJÖRNDAL WALKING WITH NATURE and Design	1,833,386	4/26/94
5.	BJÖRNDAL WALKING WITH NATURE and Design	1,943,937	12/26/95
6.	FABULAIRE	1,521,036	1/17/89
7.	FRANCO FORTINI	1,962,285	3/12/96
8.	FRANCO FORTINI and Design	1,980,203	6/11/96
9.	HIGHLAND CREEK	2,006,930	10/8/96
10.	KIDS FEET	2,097,270	9/16/97
11.	KIDS FEET	2,145,344	3/17/98
12.	MARIPÈ	1,688,415	5/19/92
13.	PHIL'S	1,346,956	7/02/85
14.	RACK ROOM	1,214,465	10/26/82
15.	RACK ROOM SHOES	1,915,708	8/29/95
16.	RACK ROOM SHOES THE WORLD OF BRAND NAME SHOES and Design	2,132,801	1/27/98
17.	SOLID RECORDS	1,883,385	3/14/95
18.	SOUTH BAY	2,189,967	9/15/98
19.	THE WORLD OF NAME BRAND SHOES	2,130,219	1/20/98
20.	V-TEC	1,955,312	2/06/96
21.	WALKING WITH NATURE	1,833,385	4/26/94

II. FILED AND PENDING APPLICATIONS

	Name of MARK	APPLICATION NUMBER
1.	CHARLESTON	75/311,489
2.	BJÖRNDAL	75/849,245
3.	STONEBAY Design	74/578,422

III. IN USE, UNREGISTERED

	Name of MARK
1.	X-APPEAL