

06-03-2002

Form PTO-1594

RECOI



102109096

U.S. DEPARTMENT OF COMMERCE

U.S. Patent & Trademark Office

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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

<p>1. Name of conveying party(ies): Shonac Corporation 5-29-02</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State - Ohio <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>DSW Shoe Warehouse, Inc.</u> Internal Address: _____ Street Address: <u>4150 East Fifth Avenue</u> City: <u>Columbus</u> State: <u>Ohio</u> Zip: <u>43219</u></p> <p><input type="checkbox"/> Individual(s) Citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Missouri</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>May 9, 2002</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) PLEASE SEE ATTACHMENT</p> <p>B. Trademark Registration No.(s) PLEASE SEE ATTACHMENT</p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Donald F. Frei, Esq.</u> Internal Address: <u>Wood, Herron & Evans, L.L.P.</u> <u>2700 Carew Tower</u> Street Address: <u>441 Vine Street</u> City: <u>Cincinnati</u> State: <u>Ohio</u> Zip: <u>45202</u></p>	<p>6. Total number of applications and trademarks involved: <u>16</u></p> <p>7. Total fee (37 CFR 3.41): <u>\$415.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account if deficiencies occur</p> <p>8. Deposit Account number: <u>23-3000</u> (Attach duplicate copy of this page if paying by deposit account)</p>

05/31/2002 LMUELLER 00000187 2081183
01 FC:481 40.00 OP
02 FC:482 375.00 OP

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.

Kathryn E. Smith, Esq.
Name of Person Signing

Kathryn E. Smith
Signature

May 21, 2002
Date

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

EXHIBIT A

FEDERAL APPLICATIONS AND REGISTRATIONS

A BETTER WAY TO BUY BETTER SHOES	Reg. No. 2,081,183
DESIGNER COLLECTION CLUB	Serial No. 74/542,262
DSW DESIGNER SHOE WAREHOUSE (and Design)	Reg. No. 1,698,227
DSW	Reg. No. 1,891,493
DSW	Serial No. 74/521,743
DSW	Reg. No. 2,449,341
DSW CLUB	Reg. No. 2,206,291
DSW SHOE WAREHOUSE	Reg. No. 1,895,449
DSW SHOE WAREHOUSE (and Design)	Serial No. 75/348,465
DSW SHOES	Reg. No. 2,366,566
DSW SHOES	Reg. No. 2,356,300
FOR WOMEN WHO LOVE...REAL BRANDS	Reg. No. 1,504,363
REAL LEATHER REAL SAVINGS	
REWARD YOUR STYLE	Reg. No. 2,255,757
THE BIGGEST NEWS IN SHOES	Reg. No. 2,211,166
WE FIT YOUR STYLE	Reg. No. 1,951,534
WHERE THE ONLY THING BIGGER THAN SAVINGS IS THE SELECTION	Reg. No. 1,786,009

UNREGISTERED COMMON LAW TRADE NAMES

DSW SHOE WAREHOUSE
DSW
DSWMens

ASSIGNMENT

THIS ASSIGNMENT is by and between Shonac Corporation, an Ohio Corporation with a business address of 1675 Watkins Road, Columbus, Ohio 43207 (“**Assignor**”), and DSW Shoe Warehouse, Inc., a Missouri Corporation with a business address of 4150 East Fifth Avenue, Columbus, Ohio 43219 (“**Assignee**”).

RECITALS

- A. Assignor owns the names, trade names, trademarks and service marks, and internet domain names (herein collectively referred to as the “**Marks**”) which are unregistered, or are registered or applied for in the United States Patent and Trademark Office, and the applications therefor and registrations thereof, all of which are listed on **Exhibit A** attached hereto and made a part hereof, and the corresponding goodwill of the business associated with the Marks.
- B. Assignor is desirous of assigning, transferring and setting over all of the Marks to Assignee, and Assignee is desirous of acquiring the Marks, the applications thereof and the registrations therefor.

NOW THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby transfer, assign and set over to Assignee all right, title and interest in and to the Marks throughout the United States, together with the goodwill of the business connected with the use of and symbolized by the respective Marks and the registrations and applications set forth in Exhibit A, including any and all reissues, extensions, renewals, divisions and continuations of the Marks, the promotional materials related thereto, and for Marks which are the subject of intent-to-use applications at the United States Patent and Trademark Office for which a statement of use has not been filed, the business to which such Marks pertain, and the right to sue and collect for past infringement thereof.

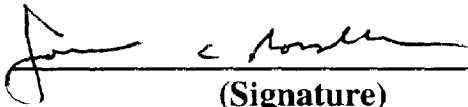
This Assignment shall be binding upon the successors, assignees and other legal representatives of Assignor and shall inure to the benefit of the successors, assigns and other legal representatives of Assignee.

The Effective Date of this Assignment shall be May 1, 2002.

IN WITNESS WHEREOF, the Assignor and Assignee have executed this Assignment as of the last date indicated below.

ASSIGNOR:

SHONAC CORPORATION

By: 
(Signature)

Title: President & CEO

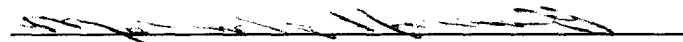
STATE OF Ohio)

) ss:

COUNTY OF Franklin)

On this 9 day of May, 2002, before me appeared John C. Rossler, to me personally known, who, being by me duly sworn, did say that he/she is the President & CEO of Shonac Corporation, and that the foregoing instrument was signed by him/her in his/her capacity as President & CEO and for the purposes set forth therein.

(Notary Seal)


Notary Public

County of Commission:

Franklin

MELINDA HOLMES

MY COMMISSION EXPIRES ON 9/17/06

NOTARY PUBLIC - STATE OF OHIO

My Commission Expires:

September 17, 2006

ASSIGNEE:

DSW SHOE WAREHOUSE, INC.


By: *J.P.M.*
(Signature)

Title: Vice President/Corporate Controller

STATE OF Ohio)
) **ss:**
COUNTY OF Franklin)

On this 9 day of May, 2002, before me appeared Jeffrey P. Meena , to me personally known, who, being by me duly sworn, did say that he/she is the VP/Corporate Controller, of DSW Shoe Warehouse, Inc. and that the foregoing instrument was signed by him/her in his/her capacity as VP/Corp. Contr. and for the purposes set forth therein.

(Notary Seal)


Notary Public

MELINDA HOLMES
MY COMMISSION EXPIRES ON 9/17/08
NOTARY PUBLIC - STATE OF OHIO

County of Commission: Franklin
My Commission Expires: September 17, 2006

K:\SHO\307\assignment from Shonac to DSW.wpd