

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies): Sidney Rich Associates, Inc.</p> <p><input type="checkbox"/> Individual                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership        <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State Missouri  <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>Brown Group, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>8300 Maryland Avenue</u></p> <p>City: <u>St. Louis</u>    State: <u>MO</u>    Zip: <u>63105</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 New York  <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 checked="" type="checkbox"/> No</p> <p>Additional names(s) &amp; addresses(es) attached?    <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><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>July 26, 2002</u></p>	

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

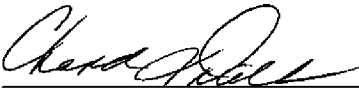
A. Trademark Application No.(s) \_\_\_\_\_                      B. Trademark Registration No.(s) 1157396

Additional numbers attached?     Yes     No

<p>5. Name and address of party to whom correspondence should be mailed:</p> <p>Name: <u>Polster, Lieder, Woodruff &amp; Lucchesi, L.C.</u></p> <p>Internal Address: <u>Suite 230</u></p> <p>Street Address: <u>763 South New Ballas Road</u></p> <p>City: <u>St. Louis</u>    State: <u>MO</u>    Zip: <u>63141</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41)    \$<u>40.00</u></p> <p><input type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account.</p> <p>8. Deposit account number: <u>162201</u>  (Attach duplicate copy of this page if paying by deposit account)</p>
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**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.*

Chandra L. Dalton                                            August 7, 2002  
Name of person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 2

I hereby certify that this correspondence is being facsimile transmitted to: Commissioner of Patent and Trademarks (703) 306-5995, Box Assignments, Washington, D.C. 20231, on August 7, 2002.

  
Chandra L. Dalton

**MEMORANDUM OF ASSIGNMENT**

MEMORANDUM OF ASSIGNMENT made this July 26, 2002, by Sidney Rich Associates, Inc., a Missouri corporation, located and doing business at 8300 Maryland Avenue, St. Louis, Missouri 63105 to Brown Group, Inc., a New York corporation, located and doing business at 8300 Maryland Avenue, St. Louis, Missouri 63105.


WHEREAS, Sidney Rich Associates, Inc. has adopted, used, is using and is the owner of the trademark SWEET KIDS, registered in the United States Patent and Trademark Office on June 9, 1981, under Registration No. 1157396; and

WHEREAS, Brown Group, Inc., is desirous of acquiring said trademark and registration.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Sidney Rich Associates, Inc. does hereby assign unto Brown Group, Inc. all its right, title and interest in and to the trademark and the registration, together with the good will of the business symbolized by the trademark.

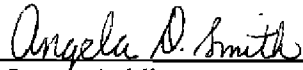
SIDNEY RICH ASSOCIATES, INC.

July 26, 2002  
Date

  
Michael I. Oberlander  
Vice President, General Counsel and  
Corporate Secretary

STATE OF MISSOURI     )  
  ) SS  
COUNTY OF ST. LOUIS    )

Subscribed and sworn to before me this 26<sup>th</sup> day of July, 2002.

  
Notary Public

My commission expires: \_\_\_\_\_

ANGELA D SMITH  
NOTARY PUBLIC STATE OF MISSOURI  
ST. LOUIS CITY  
MY COMMISSION EXP DEC. 7, 2002

