

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
B. B. Walker Company, Inc., a N.C. corporation

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

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

2. Name and address of receiving party(ies)
Name: Abilene Boot Co., Inc.
Internal _____
Address: _____
Street Address: 841 South Center Street
City: Somerset State: PA Zip: 15501

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Pennsylvania
 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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 05/21/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,354,242,
1,784,872, 1,812,229, 2,075,819

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Eileen King Gillis
Internal Address: _____

Street Address: P. O. Box 21927

City: Greensboro State: NC Zip: 27420

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-2190

DO NOT USE THIS SPACE

9. Signature.

Eileen King Gillis  June 5, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK ASSIGNMENT
SUPPLEMENT TO
PURCHASE AGREEMENT

This Trademark Assignment Supplement ("Assignment") to the Purchase Agreement (the "Purchase Agreement") made as of the 21st day of May, 2002, between B.B. Walker Company, Inc. ("Walker") and Bender Shoe Company ("Bender"), as debtors-in-possession, (Walker and Bender collectively referred to as "Seller"), and Abilene Boot Co., Inc., as successor to the rights and interests of French Humphries under the Purchase Agreement, ("Purchaser").

W I T N E S S E T H

WHEREAS, pursuant to the Purchase Agreement, Seller conveyed and assigned certain intellectual property assets to Purchaser for good and valuable consideration ("the IP Assignment"); and

WHEREAS, to further document the assignment of the trademarks, service marks and trade names encompassed within the IP Assignment, Seller is willing to enter into this Assignment confirming the assignment to Purchaser, effective as of May 21, 2002, of any and all of its right, title and interest in and to the trademarks, service marks, trade names, design marks and logos set forth in Schedule A hereto, including, without limitation, the registrations thereof on the Principal Register of the United States Patent and Trademark Office, and any and all other federal, state and foreign country registrations thereof (hereinafter collectively referred to as the "Marks") and the goodwill associated with the Marks;

NOW, THEREFORE, in consideration of the assignment in the IP Assignment, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

Seller does hereby sell, assign, transfer and set over to Purchaser, any and all of the Seller's right, title, and interest in and to the Marks, any and all registrations thereof, and all of the goodwill associated with the Marks, together with any and all rights to action or choses in action for infringement of the Marks or for unfair competition in business that may have accrued or existed on or prior to May 21, 2002, or thereafter.

IN WITNESS WHEREOF, Seller has caused this Assignment to be executed by its duly authorized representative effective as of the date of the Purchase Agreement.

SELLER:

B. B. WALKER COMPANY

BENDER SHOE COMPANY

By: Mark D. Gillis
MARK D. GILLIS, Chief Liquidating Officer

SCHEDULE A**U. S. Marks**

Owner	Issue Date	Mark	Registration No.
B. B. Walker	10/3/00	AFFORDABLE QUALITY (Re-established by Kent Auberry – Supplemental Register)	2,392,405
B. B. Walker	2/8/00	ABILENE & Mesa Design (Replace No. 1,701,911 & 1,701,912 for socks and belts)	2,315,927
B. B. Walker	12/7/99	ABILENE (with L design) (Renewal of original Registration No. 1,693,150 dated 6/9/92)	2,297,888
B. B. Walker	4/6/99	FEEL THE DIFFERENCE	2,237,564
B. B. Walker	11/17/98	DURATUFF	2,204,546
B. B. Walker	7/1/97	AIRRIDE	2,075,819
B. B. Walker	5/30/95	WALKER FOOTWEAR & Logo	1,897,135
B. B. Walker	12/21/93	GOLDEN RETRIEVER	1,812,229
B. B. Walker	7/27/93	RAWHIDE	1,784,872
B. B. Walker	3/9/93	ABILENE BOOTS & Logo (Mesa)	1,757,673
B. B. Walker	4/28/92	SAGE COLLECTION	1,684,506
B. B. Walker	2/7/89	SILVERADO	1,523,597
B. B. Walker	9/22/87	LADY WALKER & Design	1,458,429
B. B. Walker	5/12/87	WALKER-FOOTWEAR THAT WORKS & Design	1,439,264
B. B. Walker	8/13/85	SAGE	1,354,242
B. B. Walker	7/23/85	ABILENE & Design	1,350,754
B. B. Walker	5/28/85	THE BEST PAIR IN THE FIELD	1,337,998
B. B. Walker	5/3/83	FOOTFACTORY	1,236,845
B. B. Walker	4/13/82	MAXGARD	1,193,684
B. B. Walker	12/12/78	GOLDEN RETRIEVER & Design	1,108,742
B. B. Walker	9/3/94	AMERICAN WALKER	992,565
B. B. Walker	12/4/93	TUFF BLEND	974,389
B. B. Walker	5/18/85	ARMOR-TUNG	789,715
B. B. Walker	9/5/90	SAFETY FIRST	535,069
Walker Shoe Co.	3/17/80	GOLDEN WATERPROOF INSULATED BOOTS	Counter Card VA 52462

TRADEMARK**REEL: 002664 FRAME: 0784**

SCHEDULE A (continued)

Foreign Marks

Owner	Issue Date	Mark	Reg. No.	Country	Action Due
B. B. Walker	12/25/96	WALKER FOOTWEAR THAT WORKS	2,718,698	Japan	Renewal due June 2006 – Expires 12/25/2006
B. B. Walker	11/30/93	TRUE WALKERS	2,600,258	Japan	Renewal due May 2003 – Expires 11/30/2003
B. B. Walker	11/30/93	SAGE & BUSH Logo	2,600,232	Japan	Renewal due May 2003 – Expires 11/30/2003
B. B. Walker	11/17/93	WALKER WORKS	2,575,163	Japan	Renewal due April 1, 2003 – Expires 9/30/2003
B. B. Walker		ABILENE & Design (Assignment Recordal & Endorsed Deed of Assignment)	2,440,288	Japan	Renewal due Feb. 28, 2002 – Expires 7/31/2002
B. B. Walker		ABILENE BOOTS (Granted 7/27/97 but mailed to Kent Auberry 3/8/99 - rec'd 4/8/99)	00721431	Italy	(Genuine Use filing July 22, 2002 – Renewal App. due 12/22/2005)
B. B. Walker	7/29/97	WALKER FOOTWEAR THAT WORKS (Granted 7/27/97, but mailed to Kent Auberry 3/8/99 - rec'd 4/8/99)	00721430	Italy	(Genuine Use filing due July 22, 2002 – Renewal App. due 12/22/2005)
B. B. Walker	11/29/85	ABILENE	TMA308,862	Canada	Renewed 12/1/2000
B. B. Walker	3/27/84	ABILENE	B405,873	Australia	Renewal due 3/27/2005
B. B. Walker	8/18/98	GOLDEN RETRIEVER	416,862	Korea	Renewal due Aug. 18, 2007 – Expires 8/18/2008

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration of:)
Abilene Boot Co., Inc.)
Registration No. 1,354,242)
Registered: August 13, 1985)
Mark: SAGE)

Box POST REG
 NO FEE
 Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, VA 22202-3514

**APPOINTMENT OF NEW ATTORNEY
 AND REVOCATION OF PRIOR POWERS**

Owner hereby appoints Evan Kent Auberry, a member of the Bar of the State of North Carolina, whose office address is Smith Moore LLP, Post Office Box 21927, Greensboro, North Carolina 27420, (336) 378-5200, Eileen King Gillis, a member of the Bars of the States of North Carolina, New York and California, whose office address is Smith Moore LLP, Post Office Box 21927, Greensboro, North Carolina 27420, (336) 378-5200, and Kimberly Bullock Gatling, a member of the Bar of the State of North Carolina, whose office address is Smith Moore LLP, Post Office Box 21927, Greensboro, North Carolina 27420, (336) 378-5200 to prosecute and maintain this registration and to transact all business in the United States Patent and Trademark Office in connection therewith, and simultaneously revokes any and all previous appointments.

This the 30 day of May, 2003.

Respectfully submitted,

ABILENE BOOT CO., INC.

By: Ross W. Auman

Name: Ross W. Auman

Title: Treasurer

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration of:)
Abilene Boot Co., Inc.)
Registration No. 1,784,872)
Registered: July 27, 1993)
Mark: RAWHIDE WESTERN)
FOOTWEAR AND DESIGN)

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 NO FEE
 Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, VA 22202-3514

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ABILENE BOOT CO., INC.

By: Ross W. Auman

Name: Ross W. Auman

Title: Treasurer

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration of:)
Abilene Boot Co., Inc.)
Registration No. 1,812,229)
Registered: December 21, 1993)
Mark: GOLDEN RETRIEVER)

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 NO FEE
 Commissioner for Trademarks
 2900 Crystal Drive
 Arlington, VA 22202-3514

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ABILENE BOOT CO., INC.

By: Ross W. Auman

Name: Ross W. Auman

Title: Treasurer

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration of:)
Abilene Boot Co., Inc.)
Registration No. 2,075,819)
Registered: July 1, 1997)
Mark: AIRRIDE)

Box POST REG
NO FEE
Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3514

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