

**TRADEMARK ASSIGNMENT**

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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Shoebilee, Inc.		01/22/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Shoe Show, Inc.
Street Address:	Post Office Box 648
Internal Address:	776 Florence Street, N.W.
City:	Concord
State/Country:	NORTH CAROLINA
Postal Code:	28026-0648
Entity Type:	CORPORATION: NORTH CAROLINA

PROPERTY NUMBERS Total: 9		
Property Type	Number	Word Mark
Registration Number:	1171752	EL-BEE
Registration Number:	1259466	SUGAR FOOT
Registration Number:	1766442	EL BEE
Registration Number:	1947699	ASHLEY MARIE
Registration Number:	1947700	RAPID RIVER
Registration Number:	1949706	ACCINTE
Registration Number:	2006761	PINE MOUNTAIN
Registration Number:	2044295	SHOEBILEE
Registration Number:	2630575	IF THE SHOE FITS...WE'RE IT SHOEBILEE

CORRESPONDENCE DATA	
Fax Number:	(704)331-7598
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	gjones@kennedycovington.com
Correspondent Name:	Francis M. Pinckney
Address Line 1:	214 North Tryon Street

OP \$240.00 1171752

Address Line 2: Hearst Tower - 47th Floor  
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	18619 SHOEBILEE ASGNMT
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NAME OF SUBMITTER:	G. Jones, Trademark Paralegal
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## TRADEMARK AND SERVICE MARK ASSIGNMENT

WHEREAS, Shoebilee, Inc., a Delaware corporation ("Shoebilee"), owned all rights in the trademarks and service marks and corresponding registrations identified in Schedule A (collectively, "the Marks");

WHEREAS, The Shoe Show, Inc. ("Shoe Show"), a North Carolina corporation, acquired various assets of Shoebilee, including the Marks, pursuant to that certain Asset Purchase Agreement dated January 21, 2001 [2002 *sic*] (the "Purchase Agreement"); and

WHEREAS, pursuant to the Purchase Agreement, the parties desire that Shoebilee execute this Trademark and Service Mark Assignment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Shoebilee conveys, transfers, and assigns to Shoe Show, effective as of the "Effective Date" (defined below), all its worldwide rights, title, and interests in and to the Marks and all the federal, state, and foreign applications and registrations therefor, including any and all renewals and extensions thereof, together with the goodwill of the business symbolized thereby and with all claims for damages by reason of past infringement of the Marks, with the right to sue for, and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Shoebilee agrees that upon request by Shoe Show, Shoebilee shall execute all papers, make all rightful oaths, testify on behalf of Shoe Show and do all other lawful acts necessary to carry out the intent of this Trademark and Service Mark Assignment at Shoe Show's expense and request.

It is the intention of Shoebilee and Shoe Show that the Effective Date of this Trademark and Service Mark Assignment be January 22, 2002. In the event that this Trademark and Service

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Mark Assignment cannot be given legal effect as of January 22, 2002, then Shoebilee and Show Shoe desire that this Trademark and Service Mark Assignment be effective as of the execution date hereof.

This Trademark and Service Mark Assignment shall be binding on the Shoebilee, its successors and/or assigns and all others acting by, through, with, or under their direction, and all those in privity therewith.

SHOEBILEE, INC.

By: *[Signature]*

Printed Name: Ervin Matthews

Title: Vice President and CFO

Date: 10-31-03

State of Georgia

County of DeKalb

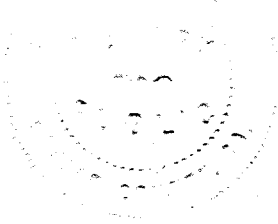
Before me personally appeared Ervin Matthews, the above-identified individual who acknowledged that he executed the foregoing assignment in the capacity indicated on behalf of Shoebilee, Inc. on the 31 day of October, 2003.

*[Signature]*

Notary Public in and for

State of Georgia

My Commission Expires: 10-05-04



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SCHEDULE A

**MARKS**

<b>MARK</b>	<b>REGISTRATION NO.</b>	<b>DATE OF REGISTRATION</b>
EL-BEE (Stylized)	1,171,752	September 29, 1981
SUGAR FOOT	1,259,466	November 29, 1983
EL BEE	1,766,442	April 20, 1993
ASHLEY MARIE	1,947,699	January 9, 1996
RAPID RIVER	1,947,700	January 9, 1996
ACCINTE	1,949,706	January 16, 1996
PINE MOUNTAIN	2,006,761	October 8, 1996
SHOEBILEE	2,044,295	March 11, 1997
IF THE SHOE FITS...WE'RE IT SHOEBILEE	2,630,575	October 8, 2002

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