

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.

<p>1. Name of conveying party(ies):</p> <p style="text-align: center;"><b>The United States Shoe Corporation</b></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-Delaware  <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><b>Retail Brand Alliance, Inc.</b> 100 Phoenix Avenue Enfield, CT 06082</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>Delaware</u>  <input type="checkbox"/> Other _____         </p> <p><small>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) &amp; address( es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></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: <b>February 27, 2004</b></p>	

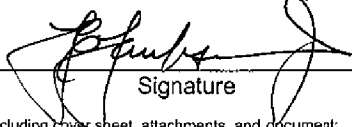
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p style="text-align: center;"><b>See attached Schedule A</b></p>	<p>B. Trademark Registration No.(s)</p> <p style="text-align: center;"><b>See attached Schedule A</b></p>
<p>Additional number(s) attached <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 style="text-align: center;">Lawrence E. Laubscher, Jr. 1160 Spa Road Suite 2B Annapolis, MD 21403</p>	<p>6. Total number of applications and registrations involved: ..... <span style="border: 1px solid black; padding: 2px;">20</span></p> <p>7. Total fee (37 CFR 3.41).....\$ 515.00</p> <p> <input checked="" type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to credit card  <small>(payment form attached)</small> </p> <p>8. Deposit account number:</p> <p style="text-align: center;"><b>50-1936</b></p> <p><small>(Attached duplicate copy of this page if paying by deposit account)</small></p>
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**DO NOT USE THIS SPACE**

9. Statement and signature.

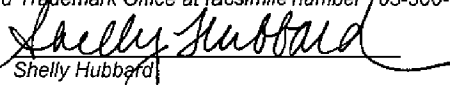
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Lawrence E. Laubscher, Jr.		March 31, 2004
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: 7

**\*\*\* CERTIFICATE OF TRANSMISSION \*\*\***

*I hereby certify that this correspondence consisting of 10 pages (including facsimile cover sheet) is being transmitted to Assignment Recordation Services at the U.S. Patent and Trademark Office at facsimile number 703-306-5995 on March 31, 2004.*

  
Shelly Hubbard

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

**OP \$515.00 78063947**

## SCHEDULE A

<u>Registration No.</u>	<u>Mark</u>	<u>Registration Date</u>
546,042	CAPEZIO	07/31/1951
662,280	CAPEZIO	05/27/1958
774,586	MR. CAPEZIOS	08/04/1964
775,880	YOUNG CAPEZIOS	08/25/1964
776,231	MISS CAPEZIO	09/01/1964
853,694	CAPEZIO'S BEEN DANCING SINCE 1887	07/30/1968
893,346	CAPEZIO (stylized)	06/23/1970
1,037,076	CAPEZIO	03/30/1976
1,135,803	LITTLE CAPEZIO	05/20/1980
1,267,291	YOUNG CAPEZIOS	02/14/1984
1,277,103	LITTLE CAPEZIO	02/14/1984
1,290,790	CAPEZIO (stylized)	08/21/1984
1,302,754	CAPEZIO (stylized)	10/30/1984
1,309,154	CAPEZIO (stylized)	12/11/1984
1,311,021	CAPEZIO (stylized)	12/25/1984
1,311,095	CAPEZIO (stylized)	12/25/1984
1,377,312	JEENZ BOOTZ BY CAPEZIO (& design)	01/07/1986
1,826,413	CAPEZIO	03/15/1994

<u>Application Serial No.</u>	<u>Mark</u>	<u>Filing Date</u>
78/063,947	CAPEZIO	05/16/2001
78/063,949	CAPEZIO	05/16/2001

ASSIGNMENT OF TRADEMARKS

KNOW ALL MEN BY THESE PRESENTS that THE UNITED STATES SHOE CORPORATION, a Delaware corporation (the "Assignor"), for good and valuable consideration paid by RETAIL BRAND ALLIANCE, INC., a Delaware corporation (the "Assignee"), pursuant to an Asset Purchase Agreement between them dated February 27, 2004 (the "Agreement"), the receipt and sufficiency whereof is hereby acknowledged, does hereby grant, bargain, sell, assign, convey, transfer, set over, confirm and deliver to the Assignee, its successor and assigns all of the Assignor's right, title and interest in and to the names and marks listed on Schedule A which is attached hereto and incorporated herein by reference, together with the goodwill of the Assignor's business symbolized by such names and marks, the same to be held and enjoyed by the Assignee for its own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives, to the end of the term or terms for which such registrations and applications are granted, renewed, or reissued, as fully and entirely as the same would have been held and enjoyed by the Assignor if this Agreement had not been made.

IN WITNESS WHEREOF, the Assignor has caused this instrument to be signed in its corporate name by one of its officers, thereunto duly authorized, this 5th day of March, 2004, effective as of the 27th day of February, 2004.



(Corporate Seal)

By: Michael A. Boxer  
Name: Michael A. Boxer  
Title: Vice President

STATE OF NEW YORK )  
COUNTY OF NASSAU )

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On this 5<sup>th</sup> day of March, 2004 before me appeared MICHAEL A. BOXER the person who signed this instrument and acknowledged that he/~~she~~ signed it as a free act on his/~~her~~ own behalf (or on behalf of the identified corporation or other entity with authority to do so).

(Seal)

Lisa A. Lewis  
NOTARY PUBLIC

LISA A. LEWIS  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 01LE4743003  
Qualified in Nassau County  
Commission Expires 2/28/06

## SCHEDULE A

## A. U.S. Trademark Registrations

Registration No.	Mark	Class / Category
546,042	CAPEZIO	25 / shoes
662,280	CAPEZIO	25 / clothing, footwear
774,586	MR. CAPEZIOS	25 / men=s shoes
775,880	YOUNG CAPEZIOS	25 / shoes
776,231	MISS CAPEZIO	25 / shoes
853,694	CAPEZIO=S BEEN DANCING SINCE 1887	25 / shoes, tights, leotards
893,346	CAPEZIO (stylized)	25 / shoes, tights, leotards
1,037,076	CAPEZIO	42 / retail store services
1,135,803	LITTLE CAPEZIO	25 / footwear
1,267,291	YOUNG CAPEZIOS	25 / children=s clothing
1,277,103	LITTLE CAPEZIO	25 / children=s clothing
1,290,790	CAPEZIO (stylized)	9 / sunglasses & eyeglass frames
1,302,754	CAPEZIO (stylized)	25 / men=s footwear
1,309,154	CAPEZIO (stylized)	25 / socks, stockings
1,311,021	CAPEZIO (stylized)	14 / watch bands
1,311,095	CAPEZIO (stylized)	18 / handbags, suitcases
1,377,312	JEENZ BOOTZ BY CAPEZIO & Design	25 / ladies western boots
1,826,413	CAPEZIO	25 / clothing

## B. Foreign Trademark Registrations

Country	Registration No.	Mark	Class / Category
Argentina	1,628,010	CAPEZIO	25 / shoes
Australia	A116,425	CAPEZIO	25 / shoes
Australia	657,221	CAPEZIO	18 / leather goods and bags
Austria	142,737	CAPEZIO	25 / ballet shoes and accessories
Bahamas	15,255	CAPEZIO	38 / ballet shoes and accessories
Benelux	301,870	CAPEZIO	25 / shoes
Bermuda	4,426	CAPEZIO	25 / footwear
Canada	UCA43781	CAPEZIO	25 / shoes

Country	Registration No.	Mark	Class / Category
Canada	TMA249,523	CAPEZIO	42 / retail store services
Canada	TMA296,757	CAPEZIO	18 / handbags
Canada	TMA340,954	CAPEZIO (stylized)	25 / men=s shoes
Chile	391,186	CAPEZIO	25 / dancewear
Denmark	761/1977	CAPEZIO	25 / all goods
Dominican Republic	11,735	CAPEZIO	45 / footwear
Ecuador	3943-93	CAPEZIO	25 / ballet shoes and accessories
Finland	126,475	CAPEZIO	25 / ballet shoes and accessories
France	1,591,892	CAPEZIO	18,24,25 / footwear
Germany	712,838	CAPEZIO	25 / shoes
Greece	43,207	CAPEZIO	25 / footwear
Haiti	391/95	CAPEZIO	25 / ballet shoes and accessories
Hong Kong	B1507/1962	CAPEZIO	25 / footwear
Hong Kong	A1370/1987	CAPEZIO	25 / clothing and footwear
Iceland	921/1992	CAPEZIO	25 / ballet shoes and accessories
Ireland	90,060	CAPEZIO	25 / clothing and footwear
Israel	83174	CAPEZIO	25 / ballet shoes and accessories
Italy	113,856	CAPEZIO	25 / shoes
Jamaica	26,087	CAPEZIO	25 / ballet shoes and accessories
Japan	2,590,923	CAPEZIO (stylized)	21 / handbags, wallets
Japan	2,648,912	CAPEZIO	22 / dress shoes
Japan	3,206,249	CAPEZIO in Katakana	25 / clothing and shoes
Japan	4,134,177	CAPEZIO	25 / shoes
Korea	96,501	CAPEZIO	27 / ballet shoes and accessories
Korea	96,501	CAPEZIO	27 / leather shoes
Korea	286,319	CAPEZIO	45 / women=s clothes
Lebanon	58,460	CAPEZIO	25 / ballet shoes and accessories
Mexico	453,198	CAPEZIO	42 / retail store services
Mexico	465,330	CAPEZIO	9 / eyewear, sunglasses
Morocco	55,402	CAPEZIO	25 / ballet shoes and accessories
Netherlands Antilles	00,267	CAPEZIO	25 / shoes and clothing
Norway	98,373	CAPEZIO	25 / dancewear

Country	Registration No.	Mark	Class / Category
Peru	95,097	CAPEZIO	25 / footwear
Portugal	199,936	CAPEZIO	25 / shoes
Puerto Rico	26,219	CAPEZIO (stylized)	25 / shoes
Singapore	T92/03151D	CAPEZIO	25 / ballet shoes and accessories
South Africa	695,741	CAPEZIO	25 / shoes
South Africa	2268/57	CAPEZIO	25 / footwear, dance accessories
Spain	604,416	CAPEZIO	25 / shoes
Sweden	243,609	CAPEZIO	25 / ballet shoes and accessories
Switzerland	302,873	CAPEZIO	25 / shoes
Taiwan	93,045	CAPEZIO	48 / footwear
Taiwan	692,560	CAPEZIO	25 / clothing
Taiwan	707,336	CAPEZIO	18 / wallets, handbags
Taiwan	707,359	CAPEZIO (stylized)	18 / wallets, handbags
Taiwan	717,023	CAPEZIO	26 / zippers, buttons, etc.
Taiwan	717,073	CAPEZIO (stylized)	26 / zippers, buttons, etc.
Tangiers	10,135	CAPEZIO	25 / shoes
Thailand	KOR8094	CAPEZIO	25 / shoes
Trinidad	20,730	CAPEZIO	25 / ballet shoes and accessories
United Kingdom	713,741	CAPEZIO	25 / ballet shoes and accessories
United Kingdom	1,204,411	CAPEZIO	18 / handbags
United Kingdom	1,527,661	CAPEZIO (stylized)	25 / clothing and footwear
United Kingdom	1,527,701	CAPEZIO	25 / clothing and footwear
Uruguay	271,898	CAPEZIO	25 / ballet shoes and accessories
U.S. Virgin Islands	US662280/V16897	CAPEZIO	25 / clothing and footwear

C. Pending U.S. Trademark Applications

Application No.	Mark	Class / Category
78/063,947	CAPEZIO	14 / jewelry
78/063,949	CAPEZIO	25 / hosiery

D. Pending Foreign Trademark Applications

Country	Application No.	Mark	Class / Category
Brazil	821234811	CAPEZIO	25 / ballet shoes and accessories
Colombia	320095	CAPEZIO	25 / footwear
Guatemala	93/5892	CAPEZIO	25 / ballet shoes and accessories
Honduras	10477/96	CAPEZIO	25 / ballet shoes and accessories
Panama	121,114	CAPEZIO	25 / ballet shoes and accessories
Peoples Republic of China	3289954	CAPEZIO	25 / footwear
Philippines	83194	CAPEZIO	25 / ballet shoes and accessories
Venezuela	11948/92	CAPEZIO	39 / ballet shoes and accessories

E. Domain Names

capezio.com  
capeziodance.com  
capezioballetmakers.com  
capeziobmi.com  
capeziobmi.org