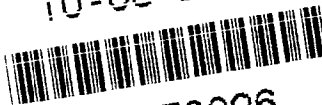


10-08-2003



To the Commissioner of Patents and Trademarks:

102570926

original documents or copy thereof.

1. Name of conveying party(ies):

Mason Shoe Manufacturing Co.

10-6-03

2. Name and address of receiving party(ies):

Mason Companies, Inc.
1251 First Avenue
Chippewa Falls, Wisconsin 54774

OFFICE OF PUBLIC RECORDS
2003 OCT - 6 AM 11:09
FINANCE SECTION

- Individuals
- General Partnership
- Corporation-State of Wisconsin
- Other: _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

- Individual(s) citizenship
- General Partnership
- Corporation-State of Wisconsin
- Other: _____
- Association
- Limited Partnership

Execution Date: September 5, 2003

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designations must be separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)/ Mark(s)

See attached Schedule A

B. Trademark Reg. No.(s)/Mark(s)

See attached Schedule B

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Paul A. Welter
Address: MERCHANT & GOULD P.C.
P.O. Box 2910
Minneapolis, MN 55402-0910

6. Total number of applications and trademarks involved: 97

7. Total fee (37 CFR 3.41): \$2,440.00
 Enclosed
 Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

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.

Paul A. Welter
Name of Person Signing

October 1, 2003
Date

Total number of pages including cover sheet, attachments, and document: 10

10/07/2003 ECDOPER 00000309 76446796

01 FE:0501 40.00 DP
02 FE:0322 2400.00 CP

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

SCHEDULE A

PENDING TRADEMARKS

<u>Client No.</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Mark</u>
8131.14US02	76/446,796	September 3, 2002	COMPLIMENTS
8131.40US03	76/445,529	August 29, 2002	FIN & FEATHER and Design
8131.99US01	75/404,671	December 12, 1997	SHOE MALL
8131.145US02	78/222,892	March 7, 2003	EXECUTIVE SHOES
8131.159US01	76/064,226	June 6, 2000	SHOEMALL (Stylized)
8131.165US01	78/203,585	January 15, 2003	AUDITIONS (Stylized)
8131.166US01	78/231,763	March 31, 2003	FIELD & STREAM RUGGED BOOTS (Stylized)
8131.167US01	78/231,768	March 31, 2003	FIELD & STREAM RUGGED BOOTS ORIGINAL SINCE 1957 and Design

SCHEDULE B**REGISTERED TRADEMARKS**

<u>Client No.</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Mark</u>
8131.1US01	1,521,057	January 17, 1989	SLIP-LESS
8131.2US01	1,522,744	January 31, 1989	EVA-TECH
8131.3US01	1,538,243	May 9, 1989	PALOMINO
8131.6US01	1,580,176	January 30, 1990	ULTRA-WALKER
8131.9US01	1,640,935	April 9, 1991	SOFT HUGS
8131.13US01	1,658,690	September 24, 1991	WORK AMERICA
8131.16US01	1,693,141	June 9, 1992	EASY TIMES
8131.19US01	1,702,571	July 21, 1992	CUSH-N-EEZ
8131.20US01	1,702,572	July 21, 1992	FOOTONIC
8131.21US01	1,728,639	October 27, 1992	ARCTIC PACS
8131.24US01	1,724,689	October 13, 1992	RESPONDER SOLE and Design
8131.24US02	1,805,371	November 16, 1993	RESPONDER II and Design
8131.25US01	1,704,494	August 4, 1992	EXECUTIVE IMPERIALS and Design
8131.25US02	1,332,303	April 23, 1985	EXECUTIVE IMPERIALS
8131.26US01	1,912,915	August 22, 1995	FIELD & STREAM
8131.26US02	661,685	May 13, 1958	FIELD and STREAM
8131.26US03	1,416,704	November 11, 1986	FIELD & STREAM and Design
8131.27US01	1,772,440	May 18, 1993	DRESSABOUT
8131.37US01	1,898,152	June 6, 1995	BLUE ENERGY
8131.38US01	1,843,006	July 5, 1994	DIPLOMATS
8131.40US01	1,564,654	November 7, 1989	FIN & FEATHER and Design
8131.40US02	1,989,081	July 23, 1996	FIN & FEATHER and Design

<u>Client No.</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Mark</u>
8131.42US01	1,244,554	July 5, 1983	MASON WESTERN and Design
8131.44US01	1,780,857	July 6, 1993	COMFORT ZONE
8131.46US02	2,483,214	August 28, 2001	SIDETRAK
8131.47US01	1,567,265	November 21, 1989	WEATHER WELT
8131.48US01	577,333	July 14, 1953	FIN & FEATHER (Stylized)
8131.49US01	1,861,332	November 1, 1994	M MASON SHOE and Design
8131.50US01	1,861,333	November 1, 1994	M and Design
8131.52US01	1,338,040	May 28, 1985	VELVET-BEZ
8131.52US02	348,411	July 27, 1937	VELVET-BEZ
8131.56US01	1,955,325	February 6, 1996	CLOSEOUT CORRAL
8131.58US01	1,947,461	January 9, 1996	FLEXTRAX
8131.59US01	731,581	May 15, 1962	MASON
8131.59US02	1,411,785	September 30, 1986	MASON
8131.60US01	1,456,595	September 8, 1987	WALKABOUT
8131.60US02	2,035,856	February 4, 1997	WALKABOUT
8131.60US03	1,658,252	September 24, 1991	WALKABOUT
8131.61US01	2,032,994	January 21, 1997	FOOTONIC II
8131.62US01	2,014,556	November 5, 1996	FOOTONIC ULTRA
8131.63US01	2,191,155	September 22, 1998	WILD-LANDER
8131.63US02	2,184,606	August 25, 1998	WILD-LANDER (Stylized)
8131.64US01	712,550	March 14, 1961	SPRING STEP
8131.65US01	714,196	April 18, 1961	ORTHO-VENT
8131.66US01	780,380	November 17, 1964	STUART MCQUIRE (Stylized)

<u>Client No.</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Mark</u>
8131.66US03	2,396,000	October 17, 2000	STUART MCQUIRE (Stylized)
8131.69US01	1,471,786	January 5, 1988	COMFORTSTEPS
8131.69US02	1,926,826	October 17, 1995	COMFORTSTEP
8131.70US01	2,024,159	December 17, 1996	QUICK GRIP
8131.71US01	2,030,018	January 14, 1997	IF THE SHOE FITS, IT'S MASON
8131.72US01	2,084,865	July 29, 1997	BEAR GREASE
8131.73US01	1,818,009	January 25, 1994	ORTHOTECH
8131.75US01	2,048,991	April 1, 1997	A STEP IN THE RIGHT DIRECTION
8131.76US01	1,585,659	March 6, 1990	WISSOTA TRADER
8131.77US01	1,465,955	November 17, 1987	MARYLAND SQUARE
8131.78US02	2,625,448	September 24, 2002	MARYLAND SQUARE
8131.83US01	2,140,447	March 3, 1998	UNIFORMS + MORE
8131.85US02	2,194,377	October 6, 1998	TASK (Stylized)
8131.88US01	1,349,564	July 16, 1985	LEATHER CLASSICS
8131.90US01	772,407	June 30, 1964	MASON-FLEX
8131.92US01	1,705,881	August 4, 1992	WORKAOUTS
8131.94US01	1,660,185	October 8, 1991	B. A. MASON
8131.95US01	1,482,430	March 29, 1988	BACKROOM
8131.99US02	2,605,442	August 6, 2002	SHOE MALL
8131.107US01	790,046	May 25, 1965	AUDITIONS
8131.110US01	802,315	January 18, 1966	CONTEMPO
8131.112US01	2,232,722	March 16, 1999	CREATING COMFORT ONE STEP AT A TIME and Design

<u>Client No.</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Mark</u>
8131.113US01	918,107	August 10, 1971	DECOYS
8131.114US01	233,009	September 20, 1927	FASHION CRAFT and Design
8131.119US01	1,743,239	December 29, 1992	MASSEYS
8131.120US01	66,095	November 12, 1907	MASTERBILT (Stylized)
8131.121US01	414,635	June 19, 1945	MIRACLE-TREAD (Stylized)
8131.122US01	853,699	July 30, 1968	RENDITIONS
8131.128US01	204,036	October 6, 1925	UNIVERSAL SHOE MANUFACTURING CO. and Design
8131.132US01	2,396,817	October 24, 2000	COPPER RIDGE
8131.133US01	2,365,692	July 11, 2000	GRASSLANDS
8131.134US01	2,406,786	November 21, 2000	MASON DIRECT
8131.135US01	2,262,978	July 20, 1999	WE'RE NOT YOUR ORDINARY SHOE COMPANY
8131.136US01	2,277,905	September 14, 1999	EASY-PAY
8131.137US01	2,418,078	January 2, 2001	RESPONDER
8131.139US01	2,566,386	May 7, 2002	ENDURA-SPRING
8131.142US01	1,763,939	April 13, 1993	E.T. WRIGHT
8131.143US01	2,210,838	December 15, 1998	ARCH PRESERVER
8131.146US01	350,992	October 12, 1937	AP and Design
8131.147US01	350,988	October 12, 1937	ARCH PRESERVER (Stylized)
8131.150US01	2,451,787	May 15, 2001	MAGNETECH
8131.153US01	2,489,933	September 18, 2001	FORWARD GLIDE
8131.159US02	2,701,366	March 25, 2003	SHOEMALL (Stylized)
8131.163US01	2,676,549	January 21, 2003	QB OUTLET (Stylized)



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

DATE: SEP 26 2003

BY: Patricia Weber

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

01 1MØ1744

imaged

Sec. 180.1006
Wis. Stats. WISCONSIN

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



2003 SEP -2 AM 9: 29

ARTICLES OF AMENDMENT – STOCK, FOR-PROFIT CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:
Mason Shoe Manufacturing Company

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph in the articles of incorporation being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

Article 1 be amended to read: "The name of the corporation: Mason Companies, Inc."

OK-PRESERVED

SEP 02 2003 09:47 AM
211623 * A DCORP40 \$40.00

FILING FEE - \$40.00 See instructions, suggestions and procedures on following pages.

DFI/CORP/4(R02/10/03) Use of this form is voluntary.

1 of 3

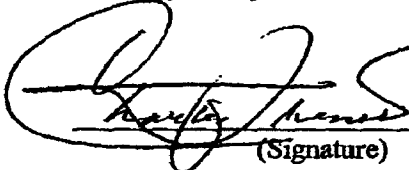
July 13, 2000

B. Amendment(s) adopted on _____

(Indicate the method of adoption by checking (X) the appropriate choice below.)

- In accordance with sec. 180.1002, Wis. Stats. (By the Board of Directors)
OR
 In accordance with sec. 180.1003, Wis. Stats. (By the Board of Directors and Shareholders)
OR
 In accordance with sec. 180.1005, Wis. Stats. (By Incorporators or Board of Directors, before issuance of shares)

C. Executed on 8-27-2003
(Date)


(Signature)

Title: President Secretary
or other officer title _____

Charles J. Frenette
(Printed name)

This document was drafted by Atty. Steven R. Cray
(Name the individual who drafted the document)

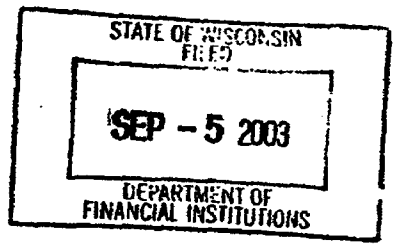
INSTRUCTIONS (Ref. sec. 180.1006 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of \$40.00** payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). The original must include an original manual signature, per sec. 180.0120(3)(c), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

2140.00k

ARTICLES OF AMENDMENT - Stock, For-Profit Corporation
- Changes Name

Atty. Steven R. Cray
119 1/2 N. Bridge Street
P. O. Box 370
Chippewa Falls, WI 54729



Your return address and phone number during the day: (715) 723 - 8591

INSTRUCTIONS (Continued)

A. State the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (enter the amended article). If an amendment provides for an exchange, reclassification or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors - Refer to sec. 180.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without shareholder action.

By Board of Directors and Shareholders - Amendments proposed by the Board of Directors and adopted by shareholder approval. Voting requirements differ with circumstances and provisions in the articles of incorporation. See sec. 180.1003, Wis. Stats., for specific information.

By Incorporators or Board of Directors - Before issuance of shares - See sec. 180.1005, Wis. Stats., for conditions attached to the adoption of an amendment approved by a vote or consent of less than 2/3rds of the shares subscribed for.

C. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An officer of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is not empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

FILING FEE - \$40.00.

DFI/CORP/4I(R02/10/03)

3 of 3