

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Notice of Grant of Security Interest
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Genesco Brands, Inc.		04/01/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Bank of America, N.A., as Administrative Agent
Street Address:	901 Main Street
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 70		
Property Type	Number	Word Mark
Serial Number:	76503256	XC4
Serial Number:	76238378	
Serial Number:	76227560	
Serial Number:	76227309	JKIDZ
Serial Number:	76176773	JOURNEYS KIDZ
Serial Number:	76176492	JOURNEYS KIDZ
Registration Number:	2761449	OPTI-FLEX
Registration Number:	2721054	
Registration Number:	2620681	JOURNEYS ZAP CARD
Registration Number:	2501052	JOURNEYS ZAPCARD
Registration Number:	2501541	E-COLLECTION
Registration Number:	2294343	NEEKO
Registration Number:	2309825	UNDERGROUND STATION
Registration Number:	2305150	UNDERGROUND STATION
Registration Number:	2122337	JOHNSTON & MURPHY TAILORED CASUAL

OP \$1765.00 76503256

Registration Number:	2296314	WORK ZONE
Registration Number:	2092250	GENERAL SHOE WAREHOUSE
Registration Number:	2015884	FIC FIRST IN COMFORT
Registration Number:	2013975	FIRST IN COMFORT
Registration Number:	2073349	HERITAGE
Registration Number:	2054259	
Registration Number:	1945341	JARMAN
Registration Number:	1924699	FLEX APPEAL
Registration Number:	1843711	DOMANI
Registration Number:	1770171	J. MURPHY
Registration Number:	1721290	J&M
Registration Number:	1734265	JOHNSTON & MURPHY
Registration Number:	1734916	J & M
Registration Number:	1723900	TRAMPOLINE CUSHION SYSTEM
Registration Number:	1674307	TRAMPOLINE
Registration Number:	1558147	JOURNEYS AN ATTITUDE YOU CAN WEAR
Registration Number:	1590983	A HERITAGE OF EXCELLENCE SINCE 1850
Registration Number:	1506018	JOHNSTON & MURPHY EAGLE ATHLETICS
Registration Number:	1490309	JOHNSTON & MURPHY SIGNATURE
Registration Number:	1493242	OPTIMA
Registration Number:	1475093	JOURNEYS
Registration Number:	1494319	SKI-MOC
Registration Number:	1458854	JOURNEYS
Registration Number:	1490241	CROWN ARISTOCRAFT
Registration Number:	1533199	ARISTOCRAFT
Registration Number:	1395863	QUOTES
Registration Number:	1362085	NIGHT MOVES
Registration Number:	1379280	GIAN PARISI
Registration Number:	1310170	MIDTOWN BEACH COMPANY
Registration Number:	1307193	HARDY
Registration Number:	1304509	JOHNSTON & MURPHY WEATHER GUARD
Registration Number:	1304590	EXECU-SHINE
Registration Number:	1317067	THE SHOE WITH A MEMORY
Registration Number:	1294579	J&M
Registration Number:	1291249	JOHNSTON & MURPHY

TRADEMARK

REEL: 002874 FRAME: 0839

Registration Number:	1245893	UNMISTAKABLY J & M
Registration Number:	1172358	CUSHINS
Registration Number:	1294409	BENCHMARK
Registration Number:	1053964	MUGWUMPS
Registration Number:	876608	RIVIERA
Registration Number:	879155	LANCELOT
Registration Number:	864920	GREENSKEEPER
Registration Number:	862768	FANTASY
Registration Number:	844621	LEVELER
Registration Number:	803056	DFC
Registration Number:	707232	BOXER TOP
Registration Number:	604265	JOHNSTON & MURPHY J&M
Registration Number:	362610	JARMAN
Registration Number:	345904	FLAGG BROS.
Registration Number:	240239	LIGHTSTEP
Registration Number:	213425	EDGEWOOD OJK
Registration Number:	124004	J & M
Registration Number:	71578	FRANK BROS.
Registration Number:	66155	GRIFFON BRAND
Registration Number:	1352988	ANGELO CELLINI

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 919 286-8028
Email: PTO_TMconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 2200 West Main Street
Address Line 2: Suite 800
Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	017625.2634 CLE
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NAME OF SUBMITTER:	Charles L. Evans
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Total Attachments: 5
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TRADEMARK

REEL: 002874 FRAME: 0840

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of April 1, 2004 (the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders, subject to and upon the terms and conditions of the Agreement, which are incorporated herein by reference:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See attached Schedule 1

TRADEMARK APPLICATIONS


<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached Schedule 1

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

GENESCO BRANDS, INC.,
a Delaware corporation

By: 
Name: James S. Gulmi
Title: President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

GENESCO BRANDS, INC.,
a Delaware corporation

By: _____
Name: James S. Gulmi
Title: Senior Vice President – Finance and
Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Molly J. Oxford
Name: Molly J. Oxford
Title: Vice President

Schedule 1

**Genesco Brands, Inc.
(Delaware corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
OPTI-FLEX	2761449	9/9/03
Design Only	2721054	6/3/03
JOURNEYS ZAP CARD	2620681	9/17/02
JOURNEYS ZIP CARD and Design	2501052	10/23/01
E-COLLECTION	2501541	10/30/01
NEEKO	2294343	11/23/99
UNDERGROUND STATION	2309825	1/18/00
UNDERGROUND STATION	2305150	1/4/00
JOHNSTON & MURPHY	2122337	12/16/97
WORK ZONE	2296314	11/30/99
GENERAL SHOE WAREHOUSE	2092250	8/26/97
FIC FIRST IN COMFORT and Design	2015884	11/12/96
FIRST IN COMFORT	2013975	11/5/96
HERITAGE	2073349	6/24/97
Design Only	2054259	4/22/97
JARMAN	1945341	1/2/96
FLEX APPEAL	1924699	10/3/95
DOMANI <TOMORROW>	1843711	7/5/94
J. MURPHY	1770171	5/11/93
J&M	1721290	10/6/92
JOHNSTON & MURPHY	1734265	11/24/92
J & M and Design	1734916	11/24/92
TRAMPOLINE CUSHION SYSTEM	1723900	10/13/92
TRAMPOLINE	1674307	2/4/92
JOURNEYS AN ATTITUDE YOU CAN WEAR	1558147	9/26/89
A HERITAGE OF EXCELLENCE SINCE 1850	1590983	4/10/90
JOHNSTON & MURPHY EAGLE ATHLETICS	1506018	9/27/88
JOHNSTON & MURPHY SIGNATURE	1490309	5/31/88
OPTIMA	1493242	6/21/88
JOURNEYS	1475093	2/2/88
SKI-MOC	1494319	6/28/88
JOURNEYS	1458854	9/22/87
CROWN ARISTOCRAFT	1490241	5/31/88
ARISTOCRAFT	1533199	4/4/89
QUOTES	1395863	6/3/86
NIGHT MOVES	1362085	9/24/85
GIAN PARISI	1379280	1/21/86
ANGELO CELLINI	1352988	8/6/85
MIDTOWN BEACH COMPANY	1310170	12/18/84
HARDY	1307193	11/27/84

Mark	Registration No.	Registration Date
JOHNSTON & MURPHY WEATHER GUARD	1304509	11/13/84
EXECU-SHINE	1304590	11/13/84
THE SHOE WITH A MEMORY	1317067	1/29/85
J & M and Design	1294579	9/11/84
JOHNSTON & MURPHY	1291249	8/21/84
UNMISTAKENLY J & M	1245893	7/119/83
CUSHINS	1172358	10/6/81
BENCHMARK	1294409	9/11/84
MUGWUMPS	1053964	12/7/76
RIVIERA	876608	9/8/69
LANCELOT (Stylized)	879155	10/21/69
GREENSKEEPER	864920	2/18/69
FANTASY	862768	12/31/68
LEVELER	844621	2/20/68
DFC	803056	2/1/66
BOXER TOP	707232	11/15/60
JOHNSTON & MURPHY J&M	604265	4/5/55
JARMAN (Stylized)	362610	11/22/38
FLAGG BROS. And Design	345904	5/11/37
LIGHTSTEP (Stylized)	240239	3/20/28
EDGEWOOD OJK and Design	213425	5/25/26
J & M (Stylized)	124004	12/31/18
FRANK BROS. (Stylized)	71578	12/1/08
GRIFFON BRAND and Design	66155	11/12/07

Pending Applications

Mark	Serial No.	Filing Date
XC4	76503256	3/27/03
Design Only	76238378	4/10/01
Design Only	76227560	3/20/01
JKIDZ	76227309	3/20/01
JOURNEYS KIDZ	76176773	12/6/00
JOURNEYS KIDZ and Design	76176492	12/6/00