

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BOOT TOWN, INC.		07/22/2004	CORPORATION: TEXAS

RECEIVING PARTY DATA	
Name:	BTWW RETAIL, L.P.
Street Address:	301 COMMERCE STREET, SUITE 1600
City:	Fort Worth
State/Country:	TEXAS
Postal Code:	76102
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Serial Number:	75405360	OLD WEST WAREHOUSE
Serial Number:	75219535	BOOT TOWN
Serial Number:	75219533	BOOT TOWN

CORRESPONDENCE DATA	
Fax Number:	(817)332-4630
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	8173323235
Email:	kprigel@aol.com
Correspondent Name:	Kevin Prigel
Address Line 1:	301 Commerce Street, Suite 1600
Address Line 4:	Fort Worth, TEXAS 76102

NAME OF SUBMITTER:	Kevin Prigel
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Total Attachments: 12 source=BTWW Retail Articles of Conversion#page1.tif source=BTWW Retail Articles of Conversion#page2.tif source=BTWW Retail Articles of Conversion#page3.tif source=BTWW Retail Articles of Conversion#page4.tif

OP \$90.00 75405360

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STATE OF TEXAS
ARTICLES OF CONVERSION FROM
A TEXAS CORPORATION TO A TEXAS LIMITED PARTNERSHIP
PURSUANT TO TEX.BUS.CORP. ACT art. 5.18

FILED
In the Office of the
Secretary of State of Texas

JUL 22 2004

Corporations Section

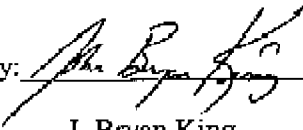
1. The name of the converting entity is Boot Town, Inc.
2. Boot Town, Inc. is a corporation formed under the laws of the State of Texas in 1975.
3. The name of the converted entity is BTWW Retail, L.P.
4. Boot Town, Inc. is continuing its existence in the organizational form of BTWW Retail, L.P.
5. BTWW Retail, L.P. is a limited partnership formed under the laws of the State of Texas.
6. The conversion of Boot Town, Inc. to BTWW Retail, L.P. is authorized by the Findings of Fact, Conclusions of Law and Order Under 11 U.S.C. § 1129(a) and (b) and Fed.R.Bankr.P. 3020 Confirming Debtor's Fourth Amended Joint Plan of Reorganization Dated June 16, 2004, entered by the United States Bankruptcy Court for the Northern District of Texas (Dallas Division) on July 16, 2004, in bankruptcy case no. 03-81845 (*In re Boot Town, Inc.*) (the "Order"). The Bankruptcy Court has jurisdiction over the bankruptcy case pursuant to 28 U.S.C. Sections 157 and 1334. An excerpt from the Order containing the pertinent authorizations is attached hereto.
7. The Order designates J. Bryan King as the individual having authority to effect this conversion.
8. A Plan of Conversion regarding the conversion described herein has been authorized, approved and executed by J. Bryan King in accordance with the terms of the Order. The Plan of Conversion is being filed concurrently herewith, and is incorporated herein as if set forth in full. Additionally, a executed copy of the Plan of Conversion is on file at the principal place of business of Boot Town, Inc., and will be furnished on written request to any shareholder of Boot Town Inc. or general or limited partner of BTWW Retail, Inc.
9. A Certificate of Limited Partnership which incorporates the Plan of Conversion with be executed and filed concurrent with the filing and execution of these Articles of Conversion and the Plan of Conversion.
10. The general partner of BTWW Retail, L.P. will be BTWW Genpar, LLC. BTWW Genpar's partnership interest will be 1%
11. The limited partner of BTWW Retail, L.P. will be BTWW Retail Partners, LP. BTWW Retail Partners' limited partnership interest will be 99%.

TRADEMARK

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12. The effective date of the conversion will be July 27, 2004, which is the Effective Date of the Fourth Amended Joint Plan of Reorganization (the "Reorganization Plan") confirmed by the Order. The Plan of Conversion and the Reorganization Plan shall become effective simultaneously.
13. Upon the effective date of this conversion, all outstanding equity in Boot Town Inc. will be deemed transferred to the general and limited partners of BTWW Retail, L.P.

Dated:

By:  _____
J. Bryan King

Manager, BTWW Genpar, LLC



U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the order of the Court.

Signed July 15, 2004.


United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

-----	X	
IN RE:	§	
	§	CASE NO. 03-81845
	§	CHAPTER 11
BOOT TOWN, INC.,	§	
	§	
DEBTOR.	§	
-----	X	

**FINDINGS OF FACT, CONCLUSIONS OF LAW AND
ORDER UNDER 11 U.S.C. § 1129(A) AND (B) AND FED. R.
BANKR. P. 3020 CONFIRMING THE FOURTH AMENDED
JOINT PLAN OF REORGANIZATION DATED JUNE 16, 2004**

WHEREAS, Boot Town, Inc. ("Boot Town" and/or the "Debtor" and/or "Debtor in Possession") for itself as Debtor and Debtor in Possession in the above-captioned chapter 11 Case, and the Official Committee of Unsecured Creditors (the "Committee" which together with

¹Unless defined herein, capitalized terms shall have the meanings provided in the Plan (as defined below).

Effective as of the Effective Date, the firm of Neligan, Tarpley, Andrews & Foley, L.L.P. ("NTAF") will be retained by the Reorganized Debtor at no cost to the Reorganized Debtor nor to the Estate, to provide all services necessary to obtain the Final Decree closing the Case, including but not limited to objecting to claims. On the Effective Date, the Reorganized Debtor will provide \$210,000 to NTAF, and NTAF will hold such funds in an escrow account from which funds all post-Effective Date fees and expenses (including fees for the professionals retained by the Committee, U.S. Trustee fees, and the costs and expenses incurred in connection with objections to claims) will be paid. In NTAF's reasonable discretion, taking into account all anticipated Post-Effective Date operating costs and expenses, after the Effective Date, NTAF may disburse up to \$160,000 to the Interest Holders; provided, however, that NTAF shall reserve sufficient funds in trust for the payment of all Post-Effective Date costs and expenses. The \$50,000 which remains, less any expenses for post-Effective Date fees and expenses, can be disbursed after entry of the Final Decree closing the Case in accordance with the Term Sheet attached as an exhibit to the Third Amended Disclosure Statement Regarding Fourth Amended Plan of Reorganization (the "Term Sheet").

Pursuant to the Term Sheet, immediately following the entry of a Final Decree closing the Case, the Reorganized Debtor shall assign any and all claims the Reorganized Debtor has pursuant to the Prepetition Inventory Restatement Retained Cause of Action to the Pink Family, or their successor or designee.

On the Effective Date, the Debtor shall become the Reorganized Debtor, and in accordance with Texas law, will convert from a corporation to a Texas limited partnership effective as of the Effective Date. The name of the Reorganized Debtor will be BTWW Retail, L.P. As provided by Texas law, BTWW Retail, L.P. will be a continuation of Boot Town, Inc.

under the structure of a limited partnership. Immediately upon the extinguishment of the corporate equity interests as provided above, on the Effective Date, the equity interests in BTWW Retail, L.P. will be distributed to the general and limited partners in accordance with the Certificate of Limited Partnership and Limited Partnership Agreement. Between July 14, 2004 and the Effective Date, J. Bryan King is authorized to act on behalf of the Debtor, Boot Town, Inc. and the Reorganized Debtor, to prepare, execute and file the necessary Plan of Conversion, Articles of Conversion, Certificate of Limited Partnership, and any other documents necessary to effectuate the conversion.

Notwithstanding the foregoing, nothing in this order or the Plan shall affect the validity, priority or extent of an ad valorem taxing authority's prepetition or postpetition claims or liens, nor does the Plan alter the enforcement rights of those ad valorem taxing authorities.

Attached as Exhibits to this Order are Plan Supplement Documents, the terms of which are incorporated into this Order. The Plan Supplement Documents include a Noncompetition Agreement, a Lease Amendment, an Assignment of Claim, and a Retainer Agreement. To the extent the language of the Plan Supplement Documents differs from the language of this Order, the Plan Supplement Documents control.


A Post-Confirmation status conference will be held on November 3, 2004 at 1:30 p.m.

END OF ORDER

STATE OF TEXAS
PLAN OF CONVERSION FROM A TEXAS CORPORATION TO A TEXAS
LIMITED PARTNERSHIP PURSUANT TO TEX.BUS.CORP. ACT art. 5.17

1. The name of the converting entity is Boot Town, Inc.
2. Boot Town, Inc. is a corporation formed under the laws of the State of Texas.
3. The name of the converted entity is BTWW Retail, L.P.
4. Boot Town, Inc. is continuing its existence in the organizational form of BTWW Retail, L.P.
5. BTWW Retail, L.P. is a limited partnership formed under the laws of the State of Texas.
6. The conversion of Boot Town, Inc. to BTWW Retail, L.P. is authorized by the Findings of Fact, Conclusions of Law and Order Under 11 U.S.C. § 1129(a) and (b) and Fed.R.Bankr.P. 3020 Confirming Debtor's Fourth Amended Joint Plan of Reorganization Dated June 16, 2004, entered by the United States Bankruptcy Court for the Northern District of Texas (Dallas Division) on July 16, 2004, in bankruptcy case no. 03-81845 (*In re Boot Town, Inc.*) (the "Order"). The Bankruptcy Court has jurisdiction over the bankruptcy case pursuant to 28 U.S.C. Sections 157 and 1334. An excerpt from the Order containing the pertinent authorizations is attached hereto.
7. The Order designates J. Bryan King as the individual having authority to effect this conversion.
8. Articles of Conversion which incorporate this Plan of Conversion will be executed and filed concurrent with the filing and execution of this Plan of Conversion.
9. A Certificate of Limited Partnership which incorporates this Plan of Conversion will be executed and filed concurrent with the filing and execution of this Plan of Conversion.
10. The effective date of the conversion will be July 27, 2004, which is the Effective Date of the Fourth Amended Joint Plan of Reorganization (the "Reorganization Plan") confirmed by the Order. The conversion and the Reorganization Plan shall become effective simultaneously.
11. Upon the effective date of this conversion, all outstanding equity in Boot Town Inc. will be deemed extinguished in favor of the general and limited partners of BTWW Retail, L.P.

Dated:

By: 
J. Bryan King, Authorized Person



U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED
TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the order of the Court.

Signed July 15, 2004.

Thomas A. Reardon
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

-----X	
IN RE:	§
	§
	§
BOOT TOWN, INC.,	§
	§
	§
DEBTOR.	§
-----X	§
	X

CASE NO. 03-81845
CHAPTER 11

FINDINGS OF FACT, CONCLUSIONS OF LAW AND
ORDER UNDER 11 U.S.C. § 1129(A) AND (B) AND FED. R.
BANKR. P. 3020 CONFIRMING THE FOURTH AMENDED
JOINT PLAN OF REORGANIZATION DATED JUNE 16, 2004

WHEREAS, Boot Town, Inc. ("Boot Town" and/or the "Debtor" and /or "Debtor in Possession") for itself as Debtor and Debtor in Possession in the above-captioned chapter 11 Case, and the Official Committee of Unsecured Creditors (the "Committee" which together with

¹Unless defined herein, capitalized terms shall have the meanings provided in the Plan (as defined below).

Effective as of the Effective Date, the firm of Neligan, Tarpley, Andrews & Foley, L.L.P. ("NTAF") will be retained by the Reorganized Debtor at no cost to the Reorganized Debtor nor to the Estate, to provide all services necessary to obtain the Final Decree closing the Case, including but not limited to objecting to claims. On the Effective Date, the Reorganized Debtor will provide \$210,000 to NTAF, and NTAF will hold such funds in an escrow account from which funds all post-Effective Date fees and expenses (including fees for the professionals retained by the Committee, U.S. Trustee fees, and the costs and expenses incurred in connection with objections to claims) will be paid. In NTAF's reasonable discretion, taking into account all anticipated Post-Effective Date operating costs and expenses, after the Effective Date, NTAF may disburse up to \$160,000 to the Interest Holders; provided, however, that NTAF shall reserve sufficient funds in trust for the payment of all Post-Effective Date costs and expenses. The \$50,000 which remains, less any expenses for post-Effective Date fees and expenses, can be disbursed after entry of the Final Decree closing the Case in accordance with the Term Sheet attached as an exhibit to the Third Amended Disclosure Statement Regarding Fourth Amended Plan of Reorganization (the "Term Sheet").

Pursuant to the Term Sheet, immediately following the entry of a Final Decree closing the Case, the Reorganized Debtor shall assign any and all claims the Reorganized Debtor has pursuant to the Petition Inventory Restatement Retained Cause of Action to the Pink Family, or their successor or designee.

On the Effective Date, the Debtor shall become the Reorganized Debtor, and in accordance with Texas law, will convert from a corporation to a Texas limited partnership effective as of the Effective Date. The name of the Reorganized Debtor will be BTWW Retail, L.P. As provided by Texas law, BTWW Retail, L.P. will be a continuation of Boot Town, Inc.

under the structure of a limited partnership. Immediately upon the extinguishment of the corporate equity interests as provided above, on the Effective Date, the equity interests in BTWW Retail, L.P. will be distributed to the general and limited partners in accordance with the Certificate of Limited Partnership and Limited Partnership Agreement. Between July 14, 2004 and the Effective Date, J. Bryan King is authorized to act on behalf of the Debtor, Boot Town, Inc. and the Reorganized Debtor, to prepare, execute and file the necessary Plan of Conversion, Articles of Conversion, Certificate of Limited Partnership, and any other documents necessary to effectuate the conversion.

Notwithstanding the foregoing, nothing in this order or the Plan shall affect the validity, priority or extent of an ad valorem taxing authority's prepetition or postpetition claims or liens, nor does the Plan alter the enforcement rights of those ad valorem taxing authorities.

Attached as Exhibits to this Order are Plan Supplement Documents, the terms of which are incorporated into this Order. The Plan Supplement Documents include a Noncompetition Agreement, a Lease Amendment, an Assignment of Claim, and a Retainer Agreement. To the extent the language of the Plan Supplement Documents differs from the language of this Order, the Plan Supplement Documents control.

A Post-Confirmation status conference will be held on November 3, 2004 at 1:30 p.m.

END OF ORDER

Form 207
(revised 9/03)

Return in Duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$750



**Certificate of
Limited Partnership
Pursuant to
Article 6132a-1**

This space reserved for office use.

FILED
**In the Office of the
Secretary of State of Texas**

JUL 22 2004

Corporations Section

1. Name of Limited Partnership

The name of the limited partnership is as set forth below:

BTWW Retail, L.P.

The name must contain the words "Limited Partnership," or "Limited," or the abbreviation "L.P.," "LP," or "Ltd." as the last words or letters of its name. The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

2. Principal Office

The address of the principal office in the United States where records of the partnership are to be kept or made available is set forth below:

Street Address 301 Commerce Street Suite 1600

City	State	Zip Code	Country
Fort Worth	TX	76102	USA

3. Registered Agent and Registered Office (Select and complete either A or B, then complete C.)

A. The initial registered agent is an organization (cannot be partnership named above) by the name of:

BTWW Genpar, LLC

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name	M.I.	Last Name	Suffix

C. The business address of the registered agent and the registered office address is:

Street Address	City	State	Zip Code
301 Commerce St., Suite 1600	Fort Worth	TX	76102

4. General Partner Information

The name, mailing address, and the street address of the business or residence of each general partner is as follows:

General Partner 1

Legal Entity: The general partner is a legal entity named:

BTWW Genpar, LLC

TRADEMARK

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Individual: The general partner is an individual whose name is set forth below:			
First Name	M.I.	Last Name	Suffix
MAILING ADDRESS OF GENERAL PARTNER 1			
Mailing Address	City	State	Zip Code
301 Commerce Street, Suite 1600	Fort Worth	TX	76102
STREET ADDRESS OF GENERAL PARTNER 1			
Street Address	City	State	Zip Code
301 Commerce Street, Suite 1600	Fort Worth	TX	76102
General Partner 2:			
Legal Entity: The general partner is a legal entity named:			
Individual: The general partner is an individual whose name is set forth below:			
Partner 2--First Name	M.I.	Last Name	Suffix
MAILING ADDRESS OF GENERAL PARTNER 2			
Mailing Address	City	State	Zip Code
STREET ADDRESS OF GENERAL PARTNER 2			
Street Address	City	State	Zip Code

5 - Supplemental Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

See Attachment A.

Effective Date of Filing

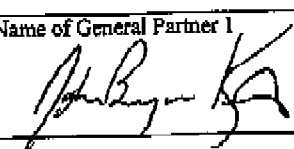
A. This document will become effective when the document is filed by the secretary of state.

OR

B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is July 27, 2004, pursuant to the Plan of Conversion filed concurrently herewith. See also Attachment A.

Execution

The undersigned sign this document subject to the penalties imposed by law for the submission of a false or fraudulent document.

BTWW Genpar, LLC By: J. Bryan King, Manager	
Name of General Partner 1	Name of General Partner 2
	
Signature of General Partner 1	Signature of General Partner 2

ATTACHMENT A

1. BTWW Retail, L.P. is being formed pursuant to a plan of conversion.
2. The converting entity is Boot Town, Inc., a Texas corporation, formed in 1975, with its principal place of business at 13625 Neutron Road, Dallas, Texas, and the address of its agent for service of process at 13625 Neutron Road, Dallas, Texas.
3. The conversion of Boot Town, Inc. to BTWW Retail, L.P. is authorized by the Findings of Fact, Conclusions of Law and Order Under 11 U.S.C. § 1129(a) and (b) and Fed.R.Bankr.P. 3020 Confirming Debtor's Fourth Amended Joint Plan of Reorganization Dated June 16, 2004, entered by the United States Bankruptcy Court for the Northern District of Texas (Dallas Division) on July 17, 2004, in bankruptcy case no. 03-81845 (*In re Boot Town, Inc.*) (the "Order"). The Bankruptcy Court has jurisdiction over the bankruptcy case pursuant to 28 U.S.C. Sections 157 and 1334.
4. The Order designates J. Bryan King as the individual having authority to effect the conversion.
5. A Plan of Conversion regarding the conversion described herein has been authorized, approved and executed by J. Bryan King, in accordance with the terms of the Order. The Plan of Conversion is being filed concurrently herewith, and is incorporated herein as if set forth in full. Additionally, an executed copy of the Plan of Conversion is on file at the principal place of business of Boot Town, Inc., and will be furnished on written request to any shareholder of Boot Town Inc. or general or limited partner of BTWW Retail, Inc.
6. Articles of Conversion which incorporate the Plan of Conversion will be executed and filed concurrent with the filing and execution of this Certificate of Limited Partnership and the Plan of Conversion.
7. The effective date of the Plan of Conversion and of the formation of BTWW Retail L.P. will be July 27, 2004, which is the Effective Date of the Fourth Amended Joint Plan of Reorganization (the "Reorganization Plan") confirmed by the Order. The Plan of Conversion and the Reorganization Plan will become effective simultaneously.

Dated:

By: 

J. Bryan King

Manager, BTWW Genpar, LLC

General Partner