

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

DSW SHOE WAREHOUSE, INC.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

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

2. Name and address of receiving party(ies)

Name: VALUE CITY DEPARTMENT STORES, LLC

Internal Address:

Street Address: 3241 Westerville Road

City: Columbus State: OH Zip: 43224-3751

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 3-1-05

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

A. Trademark Application No.(s) 76/608,737 (CROWN SHOES OUTLET)

B. Trademark Registration No.(s) 1,655,849 (CROWN SHOES)

Additional number(s) attached Yes No

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

Name: Donald F. Frei, Esq.

Internal Address: Wood, Herron & Evans, L.L.P. 2700 Carew Tower

Street Address: 441 Vine Street

City: Cincinnati State: OH Zip: 45202

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ 80.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

23-3000

DO NOT USE THIS SPACE

9. Signature.

Donald F. Frei, Esq., #21,190 Name of Person Signing

Signature

10 March 2005 Date

Total number of pages including cover sheet, attachments, and document: 4

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

CH \$65.00 233000 76608737

TRADEMARK ASSIGNMENT

WHEREAS, **DSW SHOE WAREHOUSE, INC.**, a corporation organized and existing under the laws of the State of Missouri, having a place of business at 4150 East Fifth Avenue, Columbus, OH 43219 (hereinafter referred to as the "ASSIGNOR"), has adopted and is using the Marks set forth in Exhibit A hereof, which it has used in the U.S.A.; and

WHEREAS, **VALUE CITY DEPARTMENT STORES, LLC**, a limited liability company organized and existing under the laws of the State of Ohio, having a place of business at 3241 Westerville Road, Columbus, OH 43224-3751 (hereinafter referred to as the "ASSIGNEE"), desires to acquire said Marks and goodwill associated with said Marks and any and all registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the said ASSIGNOR does hereby assign and transfer to the said ASSIGNEE the entire right, title, and interest in and to the registration for said Marks and all of its rights, title, and interest to said Marks not presently registered set forth in Exhibit A hereof, together with the goodwill of the business symbolized by the Marks and the registrations thereof, and all other rights which ASSIGNOR has enjoyed thereunder both in the United States and throughout all countries of the world, including any and all rights of recovery based on past infringement of said Marks and/or registrations, the same to be held and enjoyed by the ASSIGNEE, its successors and assigns, to the full end of the terms for which any of the aforesaid Marks are registered and any renewals of the terms thereof;

FOR THE SAME CONSIDERATION, the said ASSIGNOR also hereby covenants and agrees to and with the said ASSIGNEE, its successors, legal representatives and assigns, that, at the time of execution and delivery of these presents, the said ASSIGNOR is the sole and lawful owner of the entire right, title and interest in and to the said registrations and believes it is the sole and lawful owner of the entire right, title and interest

to said Marks and said goodwill associated therewith and that the same are unencumbered and that the said ASSIGNOR has good and full right and lawful authority to sell and convey the same in the manner herein set forth;

AND for the same consideration, the said ASSIGNOR hereby covenants and agrees to and with the said ASSIGNEE, its successors, legal representatives and assigns, that the said ASSIGNOR will, whenever counsel of the said ASSIGNEE, or the counsel of its successors, legal representatives and assigns, shall advise that it is lawful and desirable, sign all papers and documents, deliver necessary documents including original registration certificates, if available, take all lawful oaths, execute separate confirmatory assignments, and do all acts necessary or desirable to be done for the procurement, maintenance, enforcement and defense of said Marks without charge to the said ASSIGNEE, its successors, legal representatives and assigns.

Signed at Columbus, in the County of Franklin, State of OHIO, this 1 day of MARCH 2005.

ASSIGNOR:

DSW SHOE WAREHOUSE, INC.

By: [Signature]

Name: JULIE DAVIS

Title: EXECUTIVE VP & General Counsel

STATE OF OHIO }
COUNTY OF } ss:

Sworn to and subscribed before me this 1 day of MARCH, 2005.

[Signature]
Notary Public

County of Residence: FRANKLIN



SHEREIKA PEAKS
Notary Public, State of Ohio
My Commission Expires 12/25/2008

Exhibit "A"

Country	Mark	Registration No.	Serial No.
United States	CROWN SHOES	1,655,849	74/085,299
United States	CROWN SHOES OUTLET		76/608,737

State	Mark	Registration No.
Illinois	CROWN SHOES	62457
Missouri	CROWN SHOES	S09946
Pennsylvania	CROWN SHOES	1041916