

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cooper's, Inc.		08/30/2005	CORPORATION: NEW MEXICO

RECEIVING PARTY DATA

Name:	BTWW Retail, L.P.
Composed Of:	COMPOSED OF BTWW Genpar, LLC, a Texas limited liability company
Street Address:	301 Commerce Street
Internal Address:	Suite 1600
City:	Ft. Worth
State/Country:	TEXAS
Postal Code:	76102
Entity Type:	LIMITED PARTNERSHIP: TEXAS

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1818497	CODY JAMES
Registration Number:	1441282	COOPER'S
Registration Number:	1460377	COOPER'S
Registration Number:	1892683	D. D. COOPER
Registration Number:	2193695	JOB SITE
Registration Number:	2316559	WE COVER THE WEST
Registration Number:	1344680	WESTERN CLASSIC BY GUY GARRETT
Registration Number:	1197321	WESTERN WAREHOUSE
Registration Number:	1786004	WESTERN WAREHOUSE
Registration Number:	1892435	WILD WILBUR
Registration Number:	1835862	WW
Serial Number:	78409583	ANGEL RANCH

CH \$365.00 1818497

Serial Number:	78573516	COOPER'S RANCH
Serial Number:	78491369	

CORRESPONDENCE DATA

Fax Number: (214)999-3623
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2149994682
Email: ip@gardere.com, lhemphill@gardere.com
Correspondent Name: Gardere Wynne Sewell LLP/Lisa Hemphill
Address Line 1: 1601 ELM STREET
Address Line 2: 3000 Thanksgiving Tower
Address Line 4: Dallas, TEXAS 75201-4761

NAME OF SUBMITTER:	Lisa R. Hemphill
Signature:	/Lisa R. Hemphill/
Date:	09/12/2005

Total Attachments: 4
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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Assignment") is made as of this 30 day of August, 2005 (the "Effective Date"), by and between **COOPERS, INC.**, a New Mexico corporation, having an address at 6212 San Mateo Blvd., Albuquerque, New Mexico 87109 ("Assignor") and **BTWW RETAIL, L.P.**, a Texas limited partnership, having an address at 301 Commerce Street, Suite 1600, Ft. Worth, Texas ("Assignee").

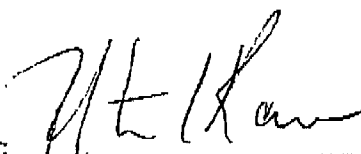
WHEREAS, Assignor and Assignee have entered into that certain Asset Purchase Agreement having an execution date of July 11, 2005, pursuant to which, *inter alia*, Assignor assigned and transferred to Assignee all of its right, title and interest in and to the trademarks and service marks and their associated registrations or applications as listed in the attached Trademark Schedule, together with the goodwill associated therewith (collectively, the "Trademarks"); and

WHEREAS, it is the purpose of this document to memorialize the transfer to Assignee of all of Assignor's right, title and interest in and to the Trademarks, in a form suitable for recording with the U.S. Patent and Trademark Office and other state government offices;

NOW THEREFORE, in consideration for the foregoing premises, and for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignors do assign and transfer to Assignee, all of Assignor's right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the respective Trademarks, including, but not limited to, the right to sue and collect damages for past infringement of the Trademarks, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors and assigns, as entirely as the same would have been held and enjoyed by Assignors if this Assignment had not been made.

ASSIGNOR:

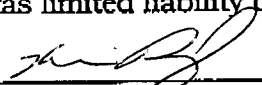
By: **Coopers, Inc.**
a New Mexico corporation

By: 
PRINTED NAME: Roberta Cooper Ramo
Title: Chair of Bd.

ASSIGNEE:

By: **BTWW Retail, L.P.**,
a Texas limited partnership

By its General Partner
BTWW Genpar, LLC
a Texas limited liability company

By: 
PRINTED NAME: Kevin Prigel
Title: MANAGER

[NOTARIAL ACKNOWLEDGMENTS ON NEXT PAGE]

NOTARIAL ACKNOWLEDGMENTS OF ORIGINAL SIGNATURES ON TRADEMARK ASSIGNMENT BETWEEN COOPERS, INC. AND BTWW RETAIL, L.P.

State of New Mexico §
County of Bernalillo §

Before me, a Notary Public, on this day personally appeared Roberta Cooper Ramo personally known to me, or proved to me on the basis of satisfactory evidence, to be the person and Officer whose name is subscribed to the foregoing Trademark Assignment and acknowledged to me that the same was the act of **Coopers, Inc.** and that he/she executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 30 day of August, 2005.

Kay L. Thomason
Notary Public

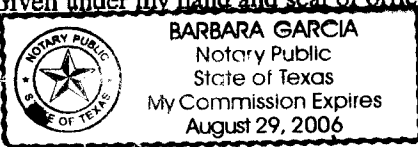
My Commission Expires: April 15 2006

Kay L. Thomason
Typed or Printed Name

State of TEXAS §
County of TARRANT §

Before me, a Notary Public, on this day personally appeared KEVIN PRIGEL personally known to me, or proved to me on the basis of satisfactory evidence, to be the person and Officer whose name is subscribed to the foregoing Trademark Assignment and acknowledged to me that the same was the act of **BTWW Retail, L.P.** and that he/she executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 31 day of AUGUST, 2005.








Barbara Garcia
Notary Public

My Commission Expires: 8-29-06

BARBARA GARCIA
Typed or Printed Name

TRADEMARK SCHEDULEFederal / State Registrations/Applications

Service Mark/ Trademark	Country/ State	App'l'n No.	Reg. No.
CODY JAMES	US		1818497
	US		1441282
	US		1460377
D.D. COOPER	US		1892683
JOB SITE	US		2193695
WE COVER THE WEST	US		2316559
	US		1344680
WESTERN WAREHOUSE	US		1197321
WESTERN WAREHOUSE	US		1786004
WILD WILBUR	US		1892435
	US		1835862
ANGEL RANCH	US	78/409583	
COOPER'S RANCH	US	78/573516	
	US	78/491369	
COOPER'S WESTERN AND CASUAL WEAR	Arizona		22430

Service Mark/ Trademark	Country/ State	Appl'n No.	Reg. No.
JOB SITE (CLOTHES & BOOTS FOR THE WORKER)	Arizona		47732
WESTERN WAREHOUSE	Arizona		22657
WESTERN WAREHOUSE	Colorado		921062544