

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BTWW Retail, L.P.		08/29/2005	LIMITED PARTNERSHIP: TEXAS
RECEIVING PARTY DATA			
Name:	Wells Fargo Retail Finance, LLC		
Street Address:	2450 Colorado Avenue		
Internal Address:	Suite 3000W		
City:	Santa Monica		
State/Country:	CALIFORNIA		
Postal Code:	90404		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 18			
Property Type	Number	Word Mark	
Registration Number:	2402400	OLD WEST WAREHOUSE	
Registration Number:	2308184	BOOT TOWN	
Registration Number:	1868292	SILVER MESA	
Registration Number:	2308183	BOOT TOWN	
Serial Number:	78638633	YEEHAH!BRANDS	
Registration Number:	1460377	COOPER'S	
Registration Number:	1441282	COOPER'S	
Registration Number:	1197321	WESTERN WAREHOUSE	
Registration Number:	1818497	CODY JAMES	
Registration Number:	1892683	D. D. COOPER	
Registration Number:	1892435	WILD WILBUR	
Registration Number:	1835862	WW	
Registration Number:	1786004	WESTERN WAREHOUSE	

CH \$465.00 2402400

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TRADEMARK
REEL: 003158 FRAME: 0395

Registration Number:	2193695	JOB SITE
Registration Number:	2316559	WE COVER THE WEST
Serial Number:	78409583	ANGEL RANCH
Serial Number:	78491369	
Serial Number:	78573516	COOPER'S RANCH

CORRESPONDENCE DATA

Fax Number: (214)939-6100

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 214-939-5804

Email: nealk@hughesluce.com

Correspondent Name: Michele P. Schwartz

Address Line 1: 1717 Main Street

Address Line 2: Suite 2800

Address Line 4: Dallas, TEXAS 75201

NAME OF SUBMITTER:	Michele P. Schwartz
Signature:	/Michele P. Schwartz/
Date:	09/13/2005

Total Attachments: 6

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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, BTWW RETAIL, L.P., a limited partnership formed under the laws of Texas, located at 1130 Dragon Street, Suite 190, Dallas, Texas 75207 ("Borrower"), is the owner of the registrations and registration applications for the marks shown in the attached Schedule I (the "Registered Marks"); and

WHEREAS, Borrower is obligated to Wells Fargo Retail Finance, LLC, a Delaware limited liability company ("WFRF") (the "Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, by and among Borrower, each subsidiary of Borrower a signatory thereto, certain lenders signatories thereto ("Lenders"), and Agent, as a Lender and as agent for the Lenders, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit a security interest in the Registered Marks, and such goodwill of the business symbolized thereby,

NOW, THEREFORE, for good and valuable consideration, and pursuant to the terms and conditions of the Agreements, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and grant to Agent, for the benefit of Lenders, a security interest in and to the Registered Marks, together with the goodwill of the business that may be symbolized by the Registered Marks, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

[Remainder of this page intentionally left blank.]

Dated: August 29, 2005

BTWW RETAIL, L.P.

Witness:

By: BTWW Genpar, LLC, its general partner

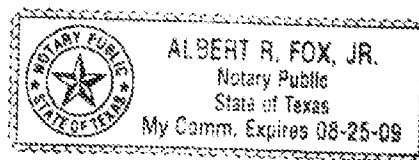
[Signature]

By: [Signature]
Kevin Prigel, Manager

STATE OF TEXAS)
)
COUNTY OF DALLAS) ss:

On the 29th day of August, 2005, before me personally came Kevin Prigel to me known, who being by me duly sworn, did depose and say he is the Manager of BTWW Genpar, LLC, the general partner of BTWW Retail, L.P., the limited partnership described in and which executed the foregoing instrument.

[Signature]
Notary Public
My Commission Expires:



Witness:

WELLS FARGO RETAIL FINANCE, LLC,
as collateral agent

Margaret Arsenault

By: Timothy R. Tobin
Timothy R. Tobin, Vice President

STATE OF _____)

ss:

COUNTY OF _____)



MARGARET ARSENAULT
Notary Public
Commonwealth of Massachusetts
My Commission Expires
July 27, 2012

On the 29 day of August, 2005, before me personally came Timothy R. Tobin to me known, who being by me duly sworn, did depose and say he is the Senior Vice President of Wells Fargo Retail Finance, LLC., the limited liability company described in and which executed the foregoing instrument.

Margaret Arsenault
Notary Public
My Commission Expires:

SCHEDULE I
REGISTERED MARKS




Old West Warehouse, U.S. Registration Number 2,402,400.



Boot Town, U.S. Registration Number 2,308,184.

Silver Mesa, U.S. Registration Number 1,868,292.

Boot Town logo **BOOT-TOWN** U.S. Registration Number 2,308,183.

YEEHAH!BRANDS, U.S. Application Number 78/638,633.

Trademark	Jurisdiction	Status	Registration No.	Registration Date	Application No.	Application Date	Howrey File No
 COOPER'S (and Design)	US (Federal)	Registered	1,460,377	10/06/87	73/597,865	05/09/86	10547.0003.TMUS00
 COOPER'S (and Design)	US (Federal)	Registered	1,441,282	06/02/87	73/597,881	05/09/86	10547.0004.TMUS00
WESTERN WAREHOUSE	US (Federal)	Registered	1,197,321	06/08/82	73/229,113	05/08/82	10547.0006.TMUS00
COOPER'S WESTERN & CASUAL WEAR	Arizona (State)	Registered	22430	06/24/82			10547.0007.AZTM00
CODY JAMES	US (Federal)	Registered	1,818,497	01/25/94	74/209,357	10/03/91	10547.0014.TMUS00
D. D. COOPER	US (Federal)	Registered	1,892,683	05/02/95	74/224,750	11/22/91	10547.0015.TMUS00
WESTERN WAREHOUSE	Colorado (State)	Registered	921062544	06/22/82			10547.0018.COTM01
WILD WILBUR	US (Federal)	Registered	1,892,435	05/02/95	74/419,473	07/29/93	10547.0021.TMUS00
							
WILD WILBUR DESIGN	US (Federal)	Registered	1,835,862	05/10/94	74/418,889	07/29/93	10547.0023.TMUS00
WESTERN WAREHOUSE	US (Federal)	Registered	1,786,004	08/03/93	74/334,293	11/24/92	10547.0026.TMUS00
WESTERN WAREHOUSE	Arizona (State)	Registered	22,657	05/18/84			10547.0034.AZTM00
JOB SITE	Arizona (State)	Registered		08/15/03		07/31/03	10547.0045.AZTM00
JOB SITE	US (Federal)	Registered	2,193,695	10/06/98	75/346,364	08/25/97	10547.0045.TMUS00
WE COVER THE WEST	US (Federal)	Registered	2,316,559	02/08/00	75/632,722	02/02/99	10547.0054.TMUS00
ANGEL RANCH	US (Federal)	Pending			78/409,583	04/28/04	10547.0061.TMUS00
ANGEL RANCH	Canada	Pending			1,235,345	10/28/04	10547.0061.TMCA00

Trademark	Jurisdiction	Status	Registration No.	Registration Date	Application No.	Application Date	Howrey File No
 WINGED BOOT DESIGN	US (Federal)	Pending			78/491,369	09/29/04	10547.0063.TMUS00
 WINGED BOOT DESIGN COOPER'S RANCH	Canada US (Federal)	Pending Pending			1,249,090 78/573,516	02/24/05 2/23/2005	10547.0063.TMCA00 10547.0064.TMUS00